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**Certified translation
from Croatian language**



ŽITO d.d.
(consolidated text)

I. BASIC PROVISIONS

Company name:
Article 1

- 1.1 The Company name is as follows:
ŽITO d.d. za proizvodnju i trgovinu
- 1.2. *The abbreviated name is:*
ŽITO d.d.
- 1.3. The Company name in English is:
ŽITO Joint Stock Company for Production and Trade
- 1.4. The abbreviated name in English is:
ŽITO Inc.
- 1.5. The company and the company's abbreviated name may be changed by a decision on amendments to the company's Articles of Association.

Headquarters

Article 2

- 2.1. The company's headquarters are in Osijek, at the business address determined by the company's Management Board.
- 2.2. The decision to change the company's headquarters is made by the General Assembly.
- 2.3. The decision on the company's first business address and any changes to the business address is made by the Management Board.

Article 3

- 3.1. The Company may have its branches, which are established by a decision of the Management Board of the company in the manner prescribed by law.

Article 4

- 4.1 The company has a seal.
- 4.2 The form, content, size, manner of use and storage of the seal are determined by the company's Management Board.

II. SCOPE OF BUSINESS

Article 5

- 5.1. In its operations, the Company performs the activities that make up the subject of its business, as follows:

01.2 Raising livestock, poultry and other animals

01.3 Raising crops and livestock (mixed farming)

15 Food and beverage manufacturing

45 Construction

50 Trade and repair services of motor vehicles

60.24 Goods (freight) transport by road

74.82 Packaging activities

* International goods (freight) transport by road

* Wholesale distribution of poisons from the II., III., and IV. group in the original packaging of the manufacturer

* Specialized retail trade of seeds, fertilizers

55.5 Canteens and prepared food supply

* Purchase and sale of goods, except guns and ammunition, medicine and poison

* Market intermediation on the domestic and foreign market

* Retail distribution of poisons from the II. and the III. group

* Use and disposal of poisons from the II. and the III. group

01.1 Raising crops, garden and ornamental plants

55.1 Hotels

55.3 Restaurants

55.4 Bars

- * Provision of services in nautical, rural, health-related, congress, sports and other forms of tourism, provision of other tourist services
- * Wholesale trade of medicine, medicinal supplements and veterinary medicinal products
- * Other services in animal husbandry, apart from veterinary services
- * Hunting, trapping and wildlife care, including related service activities
- * Architectural and engineering activities and related technical consultancy, particularly:
 - Drafting (building design)
 - Construction supervision
 - Drafting of plans for machines and industrial facilities
 - Engineering, project management and technical activities
 - Creating and implementing projects in the field of electricity and electronics, mining, chemistry, mechanics, industry and the security system
 - Creating projects for air conditioning, refrigeration, projects for sanitary and pollution control, acoustic projects, etc., apart from urbanistic and physical planning and designing
- * Accounting and bookkeeping services
- * Recycling of metal residue and waste
- * Recycling non-metal residue and waste
- * Viticulture
- * Distribution of chemicals
- * Use of chemicals
- * Wholesale and retail distribution of plant protection products
- * Cargo handling and storing of goods
- * The activity of cosmetic salons and salons for manicure, makeup, pedicure, depilation, weight loss and all other services for body care, maintenance and beautification
- * Hair salons and body beautification salons
- * Activities related to the care and maintenance of the body
- * Repair, servicing and maintenance of machines and devices for body care and maintenance
- * Organizing seminars, consultations, congresses, training and lessons from the field of healthy lifestyle
- * Preparation for sports
- * Sports recreation
- * Sports instruction
- * Promotional activities (advertising and propaganda)
- * Market research and public opinion polling
- * Provision of information society services
- * Business and management consultancy activities
- * Providing internet services
- * Engineering activities and related technical consultancy
- * Consultancy activities in the fields of electrical engineering and information technology
- * Research and experimental development on natural sciences and engineering
- * Optimizing, upgrading and supervising production processes
- * Industry automatization
- * Production of electricity
- * Transmission of electricity
- * Distribution of electricity
- * Supply of electricity
- * Organizing the electricity market
- * Production of electricity for privileged buyers
- * Supply of electricity for privileged buyers
- * Trade of electricity
- * Production of electricity for tariff customers
- * Supply of electricity for tariff customers
- * Production of thermal energy
- * Distribution of thermal energy
- * Supply of thermal energy
- * Production of biofuel
- * Trade, mediation and representation on the energy market
- * Production of electric and thermal energy from alternative and renewable sources
- * Production of control software for the visualization of industrial and energy processes
- * Production of electricity and thermal energy from renewable energy sources
- * Manufacture, design, installation, repairing and maintenance of photovoltaic equipment and photovoltaic systems

- * Production, design, installation, repair and maintenance of equipment for renewable energy systems
- * Manufacture of metal structures
- * Production and processing of metals and metal products
- * Manufacture of blades, tools and general hardware
- * Production of electric motors, generators, transformers and devices for the distribution and control of electricity
- * Manufacture of electric lighting equipment
- * Manufacture of machines for general purposes
- * Manufacture of machines for agriculture and forestry
- * Repair and maintenance of metal products, machines and equipment
- * Manufacture of metal and metal products, such as tools, metal furniture, metal constructions, metal ironmongery, builders' metal joinery
- * General mechanical works: drilling, milling, bending, straightening, polishing, punching, aligning, sawing, grinding, sharpening, welding, cutting, etc. of metal objects, as well as laser cutting and engraving on metals
- * Performing works on electrical installations, on insulation and anti-corrosive protection
- * Designing, production and installation of electrical equipment in industry
- * Designing and production of control systems for RES installations
- * Designing and production of control systems for the management and supervision of industrial processes
- * Designing and creating technical documentation for electrical control devices and electrical installations
- * Designing of intelligent systems in the building sector
- * Designing of information and control systems and programs
- * Designing, installation and maintenance of the system of technical protection of persons and property
- * Production of equipment for distribution and control of electricity
- * Production of information electronic displays and panels
- * Production of electronic modules and devices
- * Production of systems for the management and automatization in industry and transport
- * Managing and running electrical production plants
- * Energy certification for simple and complex technical systems in the building sector
- * Maintenance and servicing of plants for production of electric and thermal energy
- * Safety testing for electrical installations in industry and building sector
- * Creating the analysis of cost-effectiveness and designing of industrial and energy systems
- * Creating investment and technological documentation
- * Production, repair and maintenance of equipment for controlling industrial processes
- * Electrical and computer engineering and creating technical and project documentation
- * Project management and technical consultancy in the fields of electrical engineering and information technology
- * Consultancy and technical support for the management of plants for the production of electricity and thermal energy from renewable sources
- * Seed production
- * Seed processing
- * Packaging, sealing and labeling of seed
- * Marketing of seed
- * Activities of controlling and eradication of harmful organisms
- * Organic production, processing, import and export of organic products
- * Processing of organic food
- * Professional control over organic production
- * Production, processing and preservation of meat and meat products
- * Trade of meat and meat products
- * Installing, placing and maintenance (repairs) of ventilation, cooling/heating, water, sewage, gas or heating facilities
- * Putting into operation and maintenance of electrical and other industrial plants and equipment
- * Construction, management and maintenance of public lighting facilities and fittings
- * Professional activities in the field of advisory services in agriculture, rural development, fisheries and improvement of forest management and land of forest owners
- * Creating and implementing investment studies, surveys and projects for EU funds
- * Creating the study of project cost-effectiveness
- * Providing consultancy services while applying for projects in the European Union
- * International shipping
- * Goods (freight) transport by sea and coastal shipping
- * River, lake and other transport on the water
- * Supporting and auxiliary transport activities

- * International goods transport by land
- * Rail transport services
- * Provision of aircraft, passenger and baggage handling services, as well as cargo and mail handling, and the provision of other ground services
- * Activities of other transport agencies
- * Freight and passenger transport on national and international public roads
- * Representation of domestic and foreign companies, consignment and customs warehouses, re-export, finishing and processing of goods
- * Maritime agency services: receiving and dispatching ships, mediating the conclusion of contracts for the use of ships, sale and purchase, construction and repair of ships, insurance of ships, cargo and interests, and supply of provisions
- * International road transport of persons and goods
- * Production of prepared animal feed
- * Production of prepared livestock feed

III. SHARE CAPITAL OF THE COMPANY

Article 6

- 6.1. The company's share capital amounts to 21,236,140.00 EUR (twenty-one million two hundred thirty-six thousand one hundred forty euros) and has been paid in full.
- 6.2. The company's share capital is divided into 21,236,140 (twenty-one million two hundred thirty-six thousand one hundred forty) ordinary shares, each with a nominal value of 1.00 EUR (one euro).
- 6.3. The company must redeem (mandatory forced redemption) shares if requested by shareholders who have subscribed and paid for shares in the company's capital increase procedure, and who, according to applicable regulations, are not allowed to hold shares that are not listed on the regulated market ("**Authorized Shareholders**"), provided that the shares subscribed by the Authorized Shareholders in the capital increase procedure are not listed on the regulated market within one year from the date of issuance. Shares shall be redeemed only from those Authorized Shareholders who request it from the company.
- 6.4. The provisions of this Article on mandatory forced redemption of shares apply to any issuance of shares within any increase of the company's share capital by contributions through the issuance of new shares.
- 6.5. In the case referred to in paragraph 3 of this Article, the decision on the redemption of shares shall be made by the Management Board of the company. The Management Board of the company is required to make a decision on the redemption of shares no later than fifteen days after receiving the request from the Authorized Shareholder, in accordance with paragraph 3 of this Article. Failure of the Management Board of the company to act in accordance with the provisions of this Article constitutes a valid reason for the dismissal of the members of the Management Board.
- 6.6. In accordance with the preceding provisions of this Article, the company shall redeem all shares that, on the date of the decision on the redemption of shares, are registered in the Depository (as defined below) of Središnje klirinško depozitarno društvo d.d. ("**SKDD**") in the accounts of the Authorized Shareholders who requested their shares to be redeemed and which are not listed on the regulated market on that date.
- 6.7. In the event of share redemption in accordance with this article, the company shall pay each Authorized Shareholder whose shares are redeemed a compensation per redeemed share equal to the lower of the following two amounts: (i) the amount the Authorized Shareholder paid for each redeemed share in the share capital increase procedure; or (ii) the fair value of the redeemed shares (per each redeemed share) on the date of the decision on share redemption, which is determined as follows: (a) if the company's shares (of the same class as the redeemed shares) are already listed on the regulated market and were traded on more than 1/3 (one third) of trading days within the last three months prior to the date of the redemption decision, the fair value of the redeemed shares shall be determined as the average share price of the company's shares achieved on the regulated market, calculated as the weighted average of all prices achieved on the regulated market in the last three months prior to the redemption decision, counting from the day preceding the decision date; or (b) if the company's shares (of the same class as the redeemed shares) are not yet listed on the regulated market, or are listed but were not traded on more than 1/3 (one third) of trading days

within the last three months prior to the redemption decision date, the fair value of the redeemed shares shall be estimated by an authorized auditor appointed by the company using methods based on internationally recognized valuation standards commonly used by market participants to determine the fair value of shares.

- 6.8. The company shall pay the compensation referred to in paragraph 7 of this Article to the Authorized Shareholders who requested the redemption of shares in accordance with this Article within 15 (fifteen) days after the expiration of the deadline under Article 345, paragraph 2 of the Companies Act. The compensation shall be paid to the account specified by the Authorized Shareholder in the request for share redemption.
- 6.9. In the event of share redemption in accordance with the provisions of this Article, the Management Board of the company is authorized to make a decision on the reduction of the company's share capital. The Management Board of the company is also authorized to align the text of the Articles of Association with the changes resulting from such a reduction of the share capital (provisions on the company's share capital and the number of shares), and the Supervisory Board is authorized to adopt the consolidated text of the Articles of Association. The Management Board and the Supervisory Board of the company are authorized to undertake all other necessary actions for the registration of the decision on share redemption and reduction of the company's share capital in the court register, as well as for the execution of the corresponding corporate action with SKDD.
- 6.10 The Management Board of the company is authorized, with the prior consent of the Supervisory Board, within 5 (five) years from the registration of these Articles of Association (or this amendment to the Articles of Association) in the court register, to adopt one or more decisions on increasing the company's share capital by issuing new shares with payment of contributions in cash or in kind, provided that the total amount of the share capital increase does not exceed half of the nominal amount of the share capital at the time the authorization is granted, i.e., on the date this provision of the Articles of Association comes into effect (authorized share capital). The Management Board is authorized, with the prior consent of the Supervisory Board, regarding shares issued under this provision of the Articles of Association, to fully or partially exclude the pre-emptive rights of shareholders when subscribing for new shares. The content of the rights arising from new shares issued under the authorization in this provision of the Articles of Association shall be decided by the Management Board with the consent of the Supervisory Board. The Management Board, with the consent of the Supervisory Board, may decide that new shares be issued to employees of the company. The Supervisory Board is authorized to align the provisions of the Articles of Association with the changes resulting from such an increase in share capital and issuance of new shares.

IV. SHARES

Article 7

- 7.1. The company's shares are dematerialized registered securities that exist only in electronic form in the computer system ("**Depository**") of SKDD.
- 7.2. In relation to the company, only the person recorded as a shareholder in the SKDD Depository shall be considered a shareholder of the company.
- 7.3. The company may also keep a share register as an auxiliary record.

V. ORGANS OF THE COMPANY

Article 8

- 8.1. The organs of the company are: the General Assembly, the Supervisory Board and the Management Board.

General Assembly Article 9

- 9.1. The General Assembly of the company consists of shareholders of the company.
- 9.2. Members of the Management Board and the Supervisory Board must participate in the work of the General Assembly. Members of the Supervisory Board may participate in the work of the General Assembly via audio and video transmission if, for justified reasons, they are unable to attend in person, for example due to illness, self-isolation, quarantine, inability to personally participate in the General Assembly due to travel restrictions imposed by competent authorities or other relevant bodies, or due to other justified reasons. The Management Board is authorized to allow the work of the General Assembly to be transmitted via audio and video. If the Management Board decides that

the work of the General Assembly will be transmitted via audio and video, this will be stated in the notice of the General Assembly. The external auditor must be present at the General Assembly where the financial statements are presented.

9.3. The General Assembly is competent to decide on matters explicitly prescribed by law and these Articles of Association, and in particular on:

- the election and removal of members of the Supervisory Board;
- the use of profit;
- the remuneration policy and reports on remuneration for members of the Management Board and members of the Supervisory Board, if the company's shares are listed on a regulated market for trading;
- the granting of discharge to members of the Management Board and the Supervisory Board;
- the appointment of company auditors;
- the amendments to the Articles of Association of the company;
- the increase and reduction of the share capital of the company;
- the appointment of an auditor to examine actions taken during the company's establishment or management of its affairs, and the determination of the remuneration for their work;
- the listing of the company's shares on a regulated market for trading and the delisting of shares from that listing;
- the dissolution of the company;
- as well as on all other important matters of the company.

9.4. The General Assembly may decide on matters concerning the management of the company only based on a request from the Management Board.

Article 10

- 10.1. The General Assembly must be convened in cases prescribed by law and these Articles of Association, as well as whenever the interests of the company require it.
- 10.2. The General Assembly must be held within the first eight months of the business year.
- 10.3. The General Assembly is convened by the Management Board, which decides on this by a simple majority vote.
- 10.4. The General Assembly may also be convened by the Supervisory Board of the company.
- 10.5. The Management Board is required to convene the General Assembly when requested by the Supervisory Board or if shareholders who together hold shares amounting to one twentieth of the company's share capital request it in writing, stating the purpose and reason for convening the assembly. The request for convening the General Assembly shall be sent to the Management Board of the company in writing.
- 10.6. The company's Management Board determines the location of the General Assembly.

Article 11

- 11.1. Shareholders who have notified the company of their participation in the General Assembly at least 6 (six) days before the date of the General Assembly, excluding the day of receipt of the notification by the company, and who are recorded as shareholders with SKDD on the last day of the registration period, may participate in the General Assembly. Applications must be sent by registered mail or delivered directly to the address of the company's headquarters with the note "Application for the General Assembly".
- 11.2. The General Assembly must be convened at least thirty days before the date of its holding. The day of the announcement of the invitation is not included in this period.

Article 12

- 12.1. For decisions to be made at the General Assembly, shareholders or their proxies representing at least 50% (fifty percent) plus one voting share must be present, unless otherwise stipulated by law or this Statute for specific cases.
- 12.2. Decisions at the General Assembly are made by a majority of the votes cast (simple majority), except when a special qualified majority is prescribed by law for making certain specific decisions.
- 12.3. The right to vote at the General Assembly is exercised according to the nominal values of the shares. Each share entitles its owner to one vote.

Article 13

- 13.1. Shareholders participate in the General Assembly in person or through a proxy.
- 13.2. A person authorized to represent a shareholder who is a legal entity, in the sense of this Statute, is considered to be a person authorized to represent that legal entity based on law or a general act of the legal entity.
- 13.3. Shareholders may be represented by proxies based on a written power of attorney notarized by a public notary. The proxy may be a legal entity or a natural person. If the proxy is a legal entity, the person authorized to represent the proxy in the sense of this Articles of Association is considered to be the person whose authority to represent is registered in the court register or a person authorized by that person.
- 13.4. The written power of attorney must include the name of the proxy, the name of the shareholder issuing the power of attorney, the total number of shares, the authorization to participate and vote on behalf of the shareholder at the General Assembly of the company, as well as the date of issuance and the validity period of the power of attorney.
- 13.5. The Management Board is authorized to adopt a decision allowing shareholders to exercise all or some of their rights at the General Assembly via electronic communication when they do not participate in person or through a proxy at the place where the General Assembly is held. If the Management Board decides to enable shareholders to exercise their rights via electronic communication, the invitation to the General Assembly will specify detailed conditions for exercising those rights. If a shareholder exercises the voting right via electronic communication, the company shall electronically confirm to the person who cast the vote the receipt of such vote.
- 13.6. The Management Board is authorized to adopt a decision enabling shareholders to cast their votes in writing or by electronic communication in cases where they do not participate in the General Assembly. If the Management Board decides to allow shareholders to cast their votes in writing or by electronic communication, the invitation to the General Assembly shall specify detailed conditions for such voting. If a shareholder exercises their voting right in writing or via electronic communication, the company shall confirm to that shareholder that the vote has been received.
- 13.7. The use of electronic communication for the purposes referred to in paragraphs 13.5 and 13.6 of this Article is permitted if the conditions prescribed by the Companies Act are met.

Article 14

- 14.1. The General Assembly is chaired by the President of the General Assembly, who is appointed by the General Assembly of the company.
- 14.2. Before the election of the President of the General Assembly, or if for any reason the President is not elected, the meeting of the General Assembly shall be chaired by a member of the Supervisory Board appointed by the Supervisory Board.
- 14.3. President of the General Assembly:
 - chairs the sessions of the Assembly and determines the order of discussion on individual agenda items, decides on the order of voting on individual proposals, on the manner of voting on specific decisions and on all procedural matters not regulated by the Companies Act and this Articles of Association;
 - signs the minutes and decisions of the Assembly;
 - communicates on behalf of the General Assembly with other bodies of the company and third parties, when provided for by the Companies Act and these Articles of Association;
 - performs other tasks under the jurisdiction of the Companies Act and this Articles of Association.
- 14.4. Before proceeding to the scheduled agenda, the President of the General Assembly shall verify whether the proxies of the shareholders hold valid powers of attorney in accordance with the provisions of this Articles of Association.

Article 15

- 15.1. Shareholders bear their own costs of participating in the work and in the sessions of the General Assembly. The costs of holding the session shall be borne by the company.

- 15.2. At the General Assembly, a list must be prepared of all shareholders present and represented, as well as their proxies, including their full names, places of residence and the total number of shares. The list should be prepared based on a reliable document issued by SKDD, or based on a written power of attorney for representing shareholders at the General Assembly.

Article 16

- 16.1. The President of the General Assembly shall grant the floor to the shareholders or their proxies.
- 16.2. Shareholders present and their proxies are required, by their conduct, to ensure that the General Assembly is held in accordance with the provisions of this Articles of Association and the law.
- 16.3. The peace and order of the General Assembly is maintained by the President of the General Assembly, who is authorized to take away the floor, and is authorized to remove any person who persistently disrupts the work of the General Assembly.

Article 17

- 17.1. If it is appropriate for the orderly conduct, reasonable duration and efficiency of the General Assembly's work, the President of the General Assembly may limit the total time allocated for discussion, asking questions and requesting information related to each individual agenda item, as well as set a maximum time during which each shareholder or proxy who properly requests the floor may ask questions, discuss or request information.
- 17.2. When determining the limitations referred to in the previous paragraph, the President of the General Assembly shall take into account the total number of agenda items, the complexity of the matters to be decided and the number of shareholders or their proxies who have requested the floor.

Article 18

- 18.1. After the discussion of individual agenda items in accordance with the previous article, the General Assembly shall make a decision on them by voting.
- 18.2. Voting is conducted by raising voting cards or by filling out ballots on which the number of votes belonging to each shareholder is indicated, and voting can be done with "for," "against" or "abstain" for each item on the agenda. The Management Board and the Supervisory Board are authorized to adopt a decision enabling voting at the General Assembly by means of an electronic voting device.
- 18.3. The company shall prepare the forms of voting cards or ballots or the electronic voting devices, for the purpose of exercising voting rights at the General Assembly.
- 18.4. Every decision of the General Meeting must be recorded in minutes prepared by a notary public. The minutes shall state the manner and result of the voting and the President's confirmation of the decisions made, which shall include, for each decision, the number of shares on the basis of which valid votes were cast, the share of the company's share capital represented by those shares, the number of votes cast in favor of the decision, the votes cast against, and, as applicable, the number of votes cast by those who abstained from voting.
- 18.5. The company must promptly make the decisions of the General Assembly available free of charge on its website. Within 30 (thirty) days, the company must make available free of charge on its website the answers to questions raised at the General Assembly.

Supervisory Board

Article 19

- 19.1. The Supervisory Board has up to 7 (seven) members.
- 19.2. Members of the Supervisory Board are elected for a period of up to 4 (four) years starting from the date of the decision on appointment, and the same persons may be re-elected.
- 19.3. The members of the Supervisory Board are elected by the General Assembly of the company. The election of members of the Supervisory Board at the General Assembly is carried out by voting for each member individually, and the decision on the election is made by a simple majority.

- 19.4. One (1) member of the Supervisory Board has the right to be appointed by the employees in accordance with the provisions of the special law governing labor and employment relations. The above does not apply to the appointment of members of the first Supervisory Board at the time of the establishment of the company.
- 19.5. When proposing candidates for the Supervisory Board to the General Assembly, the company shall make the following information available free of charge on the company's website as part of the materials for the General Assembly:
- a curriculum vitae of the candidate, outlining the skills, knowledge, education and experience that will enable them to effectively perform the role of a member of the Supervisory Board
 - an explanation of how the candidate contributes to the profile of the Supervisory Board
 - any relationship between the candidate and the company or persons associated with the company
 - whether the candidate is proposed as an independent member of the Supervisory Board (as defined in the Rules of Procedure of the Supervisory Board), and if so, the reasons why the Supervisory Board considers the candidate to be independent, and
 - other activities of the candidate, including membership in the supervisory board or the management board of other companies.

In the case where a current member of the Supervisory Board is proposed, the materials for the General Assembly must include information on that member's attendance at meetings of the Supervisory Board and its committees during the previous term, as well as the conclusions of the most recent evaluation of their performance. The information referred to in this Article must also be made available free of charge on the company's website when a workers' representative or another member of the Supervisory Board not elected by the shareholders at the General Assembly is appointed.

- 19.6. The majority of the members of the Supervisory Board must be independent. The President or the Deputy President of the Supervisory Board must be independent. The Supervisory Board must include members of different genders, ages, backgrounds and experiences in order to ensure a diversity of perspectives in the decision-making process.

Article 20

- 20.1. The members of the Supervisory Board elect from among themselves the President and the Deputy President.
- 20.2. The Deputy President of the Supervisory Board substitutes for the President in their absence.

Article 21

- 21.1. The Supervisory Board conducts its work and makes decisions at meetings, and it can make decisions if at least half of the prescribed number of its members are present at the meeting, but no fewer than three.
- 21.2. The Supervisory Board makes its decisions by a majority of the votes cast. Each member of the Supervisory Board shall have one vote. If the votes are equally divided, the deciding vote shall be that of the President of the Supervisory Board.
- 21.3. The Supervisory Board may make decisions without holding a session, electronically, by letter, telephone, telegraph, fax and using other necessary technical means. Such decisions must be verified at the first subsequent meeting of the Supervisory Board.
- 21.4. The Supervisory Board adopts rules of procedure governing its work and voting, as well as other matters within its jurisdiction.
- 21.5. The meetings of the Supervisory Board shall be convened as a rule once in three months, and must be convened at least once in six months.

Article 22

- 22.1. The Supervisory Board shall supervise the management of the company's business.
- 22.2. Within its competencies, the Supervisory Board is authorized to:

- appoint and dismiss the President and members of the company's Management Board;
- convene the General Assembly of the Company;
- examine the annual financial statements and, together with the company's Management Board, approve them;
- submit to the General Assembly a written report on the supervision performed;
- propose to the General Assembly the adoption of decisions in accordance with the Companies Act;
- give consent to the decisions of the Management Board, when prescribed by regulations or these Articles of Association;
- instruct the auditor to examine the annual financial statements;
- supervise the performance of the Management Board in achieving its objectives and in carrying out its duties, as well as the manner in which it cooperates with shareholders and other stakeholders;
- represent the company in dealings with the members of the Management Board.

22.3. The Supervisory Board and each of its members are required to protect the interests of the company. The Supervisory Board contributes to the development and approval of the company's strategy, business plan and budget.

Article 23

- 23.1. The Supervisory Board may appoint committees to prepare the decisions of the Supervisory Board and supervise their implementation. The Supervisory Board may establish committees in accordance with the Rules of Procedure of the Supervisory Board.
- 23.2. Members of the Supervisory Board are entitled to compensation for their work, the amount of which is determined by the company's General Assembly through a written decision.

Management Board

Article 24

- 24.1. The Management Board of the company consists of 1 (one) to 5 (five) members. If it consists of more than one member, one of them must be appointed as the President of the Management Board.
- 24.2. The President and members of the Management Board are appointed and dismissed by the Supervisory Board of the company. The Supervisory Board decides on the exact number of members of the Management Board and their function.
- 24.3. The term of office of the President and members of the Management Board is four years, with the possibility of reappointment.
- 24.4. If, during the term of a Management Board member, a legal obstacle arises preventing them from performing their duties, or it is subsequently determined that the member does not meet the requirements for holding the position, the Supervisory Board shall revoke the appointment of that member and appoint a new member of the Management Board in their place.
- 24.5. If the term of office of a Management Board member ends for other reasons (retirement, death or otherwise), the Supervisory Board shall confirm the termination of the member's mandate and appoint a new member of the Management Board.

Article 25

- 25.1. The Management Board is required and authorized to take all actions and make all decisions it deems necessary for the successful management of the company's operations.
- 25.2. The management of the company includes making decisions aimed at implementing the business strategy, plans and programs, activities arising from the common goal, as well as all actual and legal actions within the company and for its benefit. The Management Board manages the company's operations under its own responsibility, ensuring the orderly performance of all activities and professional tasks. Decisions made by the members of the Management Board within their scope of authority in the course of managing the company's operations (orders, instructions, guidelines, etc.) are binding for employees at lower levels of the organization.
- 25.3. In particular, the Management Board performs the following tasks:
- manages the affairs of the company;
 - represents the company;
 - determines the business policy of the company;
 - prepares decisions and general acts of the company that fall within the competence of the General Assembly for its adoption;
 - convenes the General Assembly in cases prescribed by law and this Articles of Association;
 - adopts internal acts and decisions in the area of the company's operations in

- accordance with regulations and the Articles of Association;
- submits reports to the Supervisory Board;
- maintains the company's accounting records and reports to other corporate bodies;
- develops and implements the company's strategy and business plans;
- manages the company's activities and resources;
- achieves the values and ethics of the company;
- selects and appoints members of senior management;
- implements effective risk management and internal control systems and adopts appropriate risk management policies, with the approval of the Supervisory Board;
- maintains constructive relationships with all shareholders and important stakeholders;
- performs other tasks in accordance with the law and other regulations.

Article 26

- 26.1. The Management Board meets when there is a need.
- 26.2. If the Management Board consists of multiple members, a quorum for meetings is constituted by half of the appointed members, and decisions are made by a majority of the votes of the members present.
- 26.3. Decisions of the Management Board are recorded in the minutes of the Management Board meeting.
- 26.4. The President of the Management Board has the rights and duties determined by law, these Articles of Association, the Rules of Procedure of the Management Board and other general acts of the company and decisions of the company's bodies. The President of the Management Board presides over Management Board meetings, coordinates the management of the company's operations and on behalf of the Management Board, submits reports to the Supervisory Board and the General Assembly of the company.
- 26.5. The member of the Management Board has the powers and duties determined in accordance with the law, these Articles of Association, the Rules of Procedure of the Management Board and other internal acts of the company.
- 26.6. The management of the company's operations and the work of the Management Board are governed by the Rules of Procedure of the Management Board, which are adopted by the Management Board with the prior approval of the Supervisory Board.
- 26.7. The Rules of Procedure of the Management Board will regulate in more detail:
- a) tasks and responsibilities of the Management Board;
 - b) organization and manner of work and decision-making of the Management Board;
 - c) areas of activities managed independently by the members of the Management Board;
 - d) powers and restrictions in the conduct of the company's business;
 - e) preparation and convening of meetings of the Management Board;
 - f) work at sessions and the manner of decision-making;
 - g) minutes and conclusions, acts and archives;
 - h) rules to prevent conflicts of interest;
 - i) cooperation and relationship with the Supervisory Board;
 - j) other matters of importance for the work of the Management Board.
- 26.8. The Management Board is authorized only with the explicit prior consent of the Supervisory Board, to make the following decisions:
- 1. regarding any form of acquisition, disposal or encumbrance of real estate or other assets the book value of which exceeds 3% (three percent) of the total assets reported in the company's most recent annual consolidated financial statements;
 - 2. regarding any form of acquisition, disposal or encumbrance of shares or business shares in affiliated companies the value of which exceeds 3% (three percent) of the total assets reported in the company's most recent annual consolidated financial statements, including acquisitions of shares or business shares when establishing new companies;
 - 3. regarding any form of corporate status change, including any type of merger, consolidation, restructuring or dissolution of the company;
 - 4. regarding any investment in equipment, plants and vehicles, the book value of which exceeds 3% (three percent) of the total assets reported in the company's most recent annual consolidated financial statements;
 - 5. regarding taking or granting loans, issuing promissory notes, providing security on the company's assets, issuing guarantees or assuming warranties, joint liability or other transactions economically equivalent to these, where the amount of the obligation exceeds 3% (three percent) of the total assets reported in the company's most recent annual consolidated financial statements;

6. conclusion of any contract the value of which exceeds 1.50% (one and a half percent) of the total assets reported in the company's most recent annual consolidated financial statements;
 7. determining the annual business plan and budget of the company;
 8. assuming guarantees, joint liability or similar obligations in cases where the obligation of the principal debtor for which such guarantee, joint liability or similar obligation is assumed exceeds 3% (three percent) of the total assets reported in the company's most recent annual consolidated financial statements;
 9. making a decision on significant changes in the manner of reporting accounting, bookkeeping and business results,
 10. making decisions that affect the company's strategy and exposure to risk, in particular risk management strategies and policies prepared by the company's Management Board;
 11. entry into any joint ventures or partnerships the value of which exceeds 3% (three percent) of the total assets reported in the company's most recent annual consolidated financial statements;
 12. entering into settlements, assuming liability for damages, withdrawing or waiving claims, acknowledging claims or renouncing legal remedies in any proceedings (such as litigation, administrative or arbitration) where the value of the subject matter in dispute exceeds 1.50% (one and a half percent) of the total assets reported in the company's most recent annual consolidated financial statements;
 13. conclusion, amendment or termination of collective agreements;
 14. in other cases specified by the Companies Act and these Articles of Association.
- 26.9. The Management Board is required to report to the Supervisory Board at regular intervals on the company's operational results, financial situation, significant financial and non-financial risks and the outcomes of interactions with shareholders and other stakeholders. The President of the Management Board must immediately notify the Supervisory Board if an event occurs or is likely to occur that could significantly affect the company's results, financial position or reputation.

Article 27

- 27.1. If the Management Board consists of multiple members, all members are authorized to represent the company individually and independently, unless the Supervisory Board decides otherwise regarding the authorization to represent.
- 27.2. The Management Board is authorized to grant procuration (a special type of power of attorney) and written power of attorney to another person for concluding certain types of contracts and undertaking other legal actions, or for concluding individually specified contracts or undertaking other specifically designated legal actions.
- 27.3. Procuracy is granted by the Management Board with the approval of the Supervisory Board, while power of attorney is granted by the Management Board within the scope of its authorization to represent the company.
- 27.4. When representing the company, members of the Management Board state the company's name and their position as members of the Management Board.
- 27.5. Members of the Management Board are required, in representing the company and managing its affairs, to adhere to the limitations set forth by the Articles of Association, decisions of the General Assembly, the Supervisory Board and the provisions of the Rules of Procedure of the Management Board.

VI. ANNUAL CALCULATION AND USE OF PROFIT

Article 28

- 28.1. A business year is a calendar year.

- 28.2. The Management Board of the company is required, within the deadlines prescribed by the Companies Act, to prepare the annual financial statements and the report on the company's operations after the end of the business year and submit them to the company's auditor.
- 28.3. The Management Board shall promptly deliver the auditor's report to the Supervisory Board, together with the annual financial statements, the report on the company's operations and the proposed decision to the General Assembly regarding the use of profit.
- 28.4. The Supervisory Board reviews the annual financial statements, the report on the company's status and the proposed decision on the use of profit, and submits a written report to the General Assembly on the reviewed management of the company's affairs in accordance with the law.
- 28.5. The Supervisory Board is required to deliver its report to the Management Board within one month after receiving all the reports it is required to review. If it fails to do so, the Management Board is required to grant an additional deadline for submitting the report, which cannot exceed one month. If the Supervisory Board fails to submit its report within that extended deadline, it is considered that it has not given its approval of the Management Board's reports.
- 28.6. If the Supervisory Board gives its approval of the annual financial statements, they are thereby confirmed by both the Management Board and the Supervisory Board, unless they decide to leave the confirmation of those statements to the General Assembly. Decisions of the Management Board and the Supervisory Board regarding this matter must be stated in the Supervisory Board's report to the General Assembly and must be attached to it.
- 28.7. The General Assembly approves the annual financial statements when the Management Board and the Supervisory Board delegate this authority to it, or when the Supervisory Board does not give its approval to the statements submitted to it by the Management Board. The regulations governing the preparation of these statements shall apply when approving the annual financial statements. When approving the annual financial statements, the General Assembly may allocate to the company's reserves only the amounts required to be entered therein by the Companies Act and this Articles of Association. If the General Assembly amends the annual financial statement examined by the auditor, the General Assembly's decision to approve that statement and the decision on the use of profit shall have legal effect only after the auditor reviews them and issues a report without reservations. These decisions are null and void if the auditor does not submit a report without reservations within two weeks from the date they were made.
- 28.8. The annual financial statements, the company's management report, the auditor's report, the Management Board's proposal for the use of profit and the Supervisory Board's report on the supervision of the company's affairs must be made available for shareholders' inspection at the company's business premises from the day the notice of the General Assembly is published.

Article 29

- 29.1. The method of determining the company's profit for each financial year is prescribed by law.
- 29.2. After settling the allocations prescribed by law, the General Assembly, upon the proposal of the Management Board, decides on the distribution of the company's profit, the amount and the method of dividend payment.
- 29.3. The General Assembly of the company may decide that the profit be used both for payment to shareholders and for other purposes, such as payments to employees or members of the Management Board.
- 29.4. The General Assembly may decide not to distribute the company's profit to the shareholders (retained earnings).
- 29.5. The deadline for dividend payment is 30 (thirty) days from the date the decision on payment is made, unless the General Assembly decides otherwise.
- 29.6. During the financial year and with the approval of the Supervisory Board, the Management Board is authorized to pay shareholders an advance on dividends from the allocated portion of net profit, but only if the interim profit and loss account for the past year shows a profit.
- 29.7. As an advance payment, up to half of the profit amount, reduced by the amounts that must be allocated to the company's reserves according to the law, may be paid out.
- 29.8. The payment of an advance on dividends cannot exceed half of the previous year's profit.

VII. ANNOUNCEMENTS AND COMMUNICATIONS OF THE COMPANY

Article 30

- 30.1. The company's data and communications are published in accordance with the provisions of the Companies Act and other applicable regulations, including but not limited to the company's official gazette and/or the company's website.
- 30.2. If the company's shares are listed on a regulated market or another trading venue in the Republic of Croatia, the company's data and communications will be published in accordance with the regulations governing the obligations of issuers whose instruments are listed on a regulated market or another trading venue, as well as in accordance with the applicable rules of the respective regulated market or other trading venue.

VIII. PROFESSIONAL SECRECY

Article 31

- 31.1. Business secrets are considered to be acts, documents and data within the company the disclosure of which to unauthorized persons could harm the company's business interests and reputation, and which are designated as such by a special act or marked with the label "business secret" or another label of the same meaning.
- 31.2. Members of the Management Board and the Supervisory Board are required to maintain confidentiality of business secrets even after the expiration of their mandate.
- 31.3. The company may adopt a special internal act, such as a business secrets confidentiality policy, which further elaborates the rights and obligations related to the protection of business secrets.

IX. DURATION AND DISSOLUTION OF THE COMPANY

Article 32

- 32.1. The company is established for an indefinite period and terminates in one of the ways prescribed by law and through a procedure determined by law and the provisions of this Articles of Association.

X. TRANSITIONAL AND FINAL PROVISIONS

Article 33

- 33.1. The Articles of Association shall enter into force on the date of entry into the commercial register.
- 33.2. The Articles of Association are the basic act of the company and all other general acts must be in accordance with its provisions.
- 33.3. The Management Board of the company is responsible for safeguarding the Articles of Association and is required, at the request of a shareholder, to allow access to the Articles of Association or, at the shareholder's expense, provide a copy of the Articles of Association.
- 33.4. Amendments to this Articles of Association may only be made in the manner prescribed by law.

In Osijek, 16 May 2025 (in words: the sixteenth day of May two thousand and twenty-five).

President of the Assembly

/Signature illegible/
Marko Pipunić

/Coat of arms of the Republic of Croatia/

REPUBLIC OF CROATIA
NOTARY PUBLIC

Vedran Borić

31000 Osijek, Vij. J. Gotovca 13
In Osijek, 16 May 2025

OU-325/25-2

CERTIFICATE

I, VEDRAN BORIC, notary public in Osijek, hereby confirm that the amendments made to the Articles of Association of the company **ŽITO d.d. for production and trade, Osijek (City of Osijek), Đakovština 3, MBS [Court Reg. No]: 030033416, OIB [Personal Id. No.]: 03834418154, Commercial Court in Osijek**, with the unchanged provisions of the Articles of Association located at the Commercial Court in Osijek fully correspond to the full text of the Articles of Association of the company **ŽITO d.d. for production and trade, Osijek (City of Osijek), Đakovština 3, MBS [Court Reg. No]: 030033416, OIB [Personal Id. No.]: 03834418154, Commercial Court in Osijek**, which is attached to this certificate.

/Seal text:
REPUBLIC OF CROATIA
NOTARY PUBLIC
VEDRAN BORIC
OSIJEK/

Notary Public
Vedran Borić
/Signature illegible/

Public Notary remuneration charged under Art. 26 of the Ordinance on temporary notarial tariff in the amount of 320.00 EUR + VAT.

The notarial fee charged under tariff no. 11, paragraph 8 of the Notary Fees Tariff in the amount of 19.91 EUR.

/Seal text:
REPUBLIC OF CROATIA
NOTARY PUBLIC
VEDRAN BORIĆ
OSIJEK/

I, Mario Džido, court interpreter for English, as appointed by the Decision of the President of the County Court in Osijek No. 4-Su-659/2022-3, dated 6 December 2022, hereby certify that the above translation is a faithful and complete translation of the original document written in Croatian language.

In Osijek, 16 June 2025

Ver. No.: 275/2025

Mario Džido



A handwritten signature in blue ink, consisting of stylized, flowing letters that appear to read "Mario Džido".

ŽITO d.d.
(pročišćen tekst)

I. OSNOVNE ODREDBE

Tvrtka društva

Članak 1.

- 1.1 Tvrtka društva glasi: **ŽITO d.d. za proizvodnju i trgovinu**
- 1.2 Skraćena tvrtka društva glasi: **ŽITO d.d.**
- 1.3 Tvrtka društva na engleskom jeziku glasi: **ŽITO Joint Stock Company for Production and Trade**
- 1.4 Skraćena tvrtka društva na engleskom jeziku glasi: **ŽITO Inc.**
- 1.5 Tvrtka i skraćena tvrtka društva mogu se mijenjati odlukom o izmjenama i dopunama Statuta društva.

Sjedište društva

Članak 2.

- 2.1 Sjedište društva je u Osijeku, na poslovnoj adresi koju utvrđuje Uprava društva.
- 2.2 Odluku o promjeni sjedišta društva donosi Glavna skupština.
- 2.3 Odluku o prvoj poslovnoj adresi i promjeni poslovne adrese društva donosi Uprava društva.

Članak 3.

- 3.1 Društvo može imati svoje podružnice, koje se osnivaju odlukom Uprave društva na način koji je propisan zakonom.

Članak 4.

- 4.1 Društvo ima pečat.
- 4.2 Oblik, sadržaj, veličinu, način uporabe i čuvanje pečata utvrđuje Uprava društva.

II. PREDMET POSLOVANJA DRUŠTVA

Članak 5.

- 5.1 Društvo u svom poslovanju obavlja djelatnosti koje čine predmet njegovog poslovanja i to: -
- 01.2 Uzgoj stoke, peradi i ostalih životinja
- 01.3 Uzgoj usjeva i stoke (mješovita proizvodnja)
- 15 Proizvodnja hrane i pića
- 45 Građevinarstvo
- 50 Trgovina mot. vozilima; popravak mot. vozila
- 60.24 Prijevoz robe (tereta) cestom
- 74.82 Djelatnosti pakiranja
- * Međunarodni prijevoz robe (tereta) cestom
- * promet na veliko, otrovima iz skupine II, III i IV u originalnom pakiranju proizvođača.
- * specijalizirana trgovina na malo sjemenjem, gnojivom
- 55.5 Kantine i opskrbljivanje pripremljenom hranom
- * Kupnja i prodaja robe, osim oružja i streljiva, lijekova i otrova
- * Trgovačko posredovanje na domaćem i inozemnom tržištu
- * Promet otrova na malo iz Skupine II i Skupine III
- * Uporaba i zbrinjavanje otrova iz Skupine II i Skupine III
- 01.1 Uzgoj usjeva, vrtloga i ukrasnoga bilja
- 55.1 Hoteli
- 55.3 Restorani
- 55.4 Barovi

- * Pružanje usluga u nautičkom, seljačkom, zdravstvenom, kongresnom, sportskom i drugim oblicima turizma, pružanje ostalih turističkih usluga-----
- * Trgovina na veliko lijekovima, lijekovitim dodacima i veterinarsko-medicinskim proizvodima-----
- * Ostale usluge u stočarstvu, osim veterinarskih usluga-----
- * Lov, stupačarenje i briga o divljači, uključujući usluge povezane s njima-----
- * Arhitektonske djelatnosti i inženjerstvo te s njima povezano tehničko savjetovanje posebno:-----
- izrada nacrtu (projektiranje objekata)-----
- nadzor nad gradnjom-----
- izrada nacrtu za strojeve i industrijska postrojenja-----
- inženjerstvo, upravljanje projektima i tehničke djelatnosti-----
- izrada i izvedba projekata iz područja elektrike i elektronike, rudarstva, kemije, mehanike, industrije i sustava sigurnosti-----
- Izrada projekata za kondicioniranje zraka, hlađenje, projekata za sanitarnu kontrolu onečišćivanja i projekata akustičnosti, itd., osim urbanističkog i prostornog planiranja i projektiranja-----
- * Računovodstvene i knjigovodstvene usluge-----
- * Reciklaža metalnih ostataka i otpadaka-----
- * Reciklaža nemetalnih ostataka i otpadaka-----
- * Vinogradarstvo-----
- * Promet kemikalijama-----
- * Korištenje kemikalija-----
- * Promet sredstvima za zaštitu bilja na veliko i malo-----
- * Prekrcaj tereta i skladištenje robe-----
- * Djelatnost kozmetičkog salona i salona za manikiranje, šminkanje, pedikuru, depilaciju, mršavljenje i za sve ostale usluge za njegu, održavanje i uljepšavanje tijela-----
- * Frizerski saloni i saloni za uljepšavanje tijela-----
- * Djelatnost za njegu i održavanje tijela-----
- * Popravak, servisiranje i održavanje aparata i uređaja za njegu i održavanje tijela-----
- * Organiziranje seminara, savjetovanja, kongresa, edukacija i poduka iz područja zdravog načina života-----
- * Sportska priprema-----
- * Sportska rekreacija-----
- * Sportska poduka-----
- * Promidžba (reklama i propaganda)-----
- * Istraživanje tržišta i ispitivanje javnog mnijenja-----
- * Pružanje usluga informacijskog društva-----
- * Savjetovanje u vezi s poslovanjem i upravljanjem-----
- * Pružanje usluga putem interneta-----
- * Inženjerski poslovi, te s njima povezano tehničko savjetovanje-----
- * Savjetnički poslovi iz područja elektrotehnike i informatike-----
- * Istraživanje i eksperimentalni razvoj u prirodnim, tehničkim i tehnološkim znanostima-----
- * Optimiranje, nadogradnja i nadzor proizvodnih procesa-----
- * Automatizacija u industriji-----
- * Proizvodnja električne energije-----
- * Prijenos električne energije-----
- * Distribucija električne energije-----
- * Opskrba električnom energijom-----
- * Organiziranje tržišta električnom energijom-----
- * Proizvodnja električne energije za povlaštene kupce-----
- * Opskrba energije za povlaštene kupce-----
- * Trgovina električnom energijom-----
- * Proizvodnja električne energije za tarifne kupce-----
- * Opskrba električnom energijom za tarifne kupce-----
- * Proizvodnja toplinske energije-----
- * Distribucija toplinske energije-----
- * Opskrba toplinskom energijom-----
- * Proizvodnja biogoriva-----
- * Trgovanje, posredovanje i zastupanje na tržištu energije-----
- * Proizvodnja električne i toplinske energije iz alternativnih i obnovljivih izvora-----
- * Proizvodnja upravljačkih programa za vizualizaciju industrijskih i energetske procesa-----
- * Proizvodnja električne i toplinske energije iz obnovljivih izvora energije-----
- * Proizvodnja, projektiranje, montaža, popravak i održavanje solarne opreme i solarnih sustava-----

- * Proizvodnja, projektiranje, montaža, popravak i održavanje opreme za sustave obnovljivih izvora energije-----
- * Proizvodnja metalnih konstrukcija-----
- * Proizvodnja, prerada i obrada metala i proizvoda od metala-----
- * Proizvodnja sječiva, alata i opće željezne robe-----
- * Proizvodnja elektromotora, generatora, transformatora te uređaja za distribuciju i kontrolu električne energije-----
- * Proizvodnja električne opreme za rasvjetu-----
- * Proizvodnja strojeva za opće namjene-----
- * Proizvodnja strojeva za poljoprivredu i šumarstvo-----
- * Popravak i održavanje proizvoda od metala, strojeva i opreme-----
- * Proizvodnja metala i proizvoda od metala, kao što su alati, metalni namještaj, metalne konstrukcije, metalne bravarije, građevinska stolarija od metala-----
- * Opći mehaničarski radovi: bušenje, glodanje, savijanje, ravnanje, poliranje, probadanje, poravnavanje, piljenje, brušenje, oštrenje, zavarivanje, sječenje, rezanje itd. predmeta od metala, te rezanje i upisivanje na metale laserskim trakom-----
- * Izvođenje radova na električnim postrojenjima, na izolaciji i antikorozijskoj zaštiti-----
- * Projektiranje, proizvodnja i montaža elektrotehničke opreme u industriji-----
- * Projektiranje i proizvodnja upravljačkih sustava za postrojenja obnovljivih izvora energije-----
- * Projektiranje i proizvodnja upravljačkih sustava za upravljanje i nadzor industrijskih procesa-----
- * Projektiranje i izrada tehničke dokumentacije za elektro-upravljačke uređaje i elektroenergetska postrojenja-----
- * Projektiranje inteligentnih sustava u zgradarstvu-----
- * Projektiranje informacijskih i upravljačkih sustava i programa-----
- * Projektiranje, montaža i održavanje sustava tehničke zaštite osoba i imovine-----
- * Proizvodnja opreme za distribuciju i kontrolu električne energije-----
- * Proizvodnja informacijskih elektroničkih displeja i panela-----
- * Proizvodnja elektroničkih modula i uređaja-----
- * Proizvodnja sustava za upravljanje i automatizaciju u industriji i prometu-----
- * Upravljanje i vođenje elektroenergetskih proizvodnih postrojenja-----
- * Energetsko certificiranje za jednostavne i složene tehničke sustave u zgradarstvu-----
- * Održavanje i servis postrojenja za proizvodnju električne i toplinske energije-----
- * Ispitivanje sigurnosti elektrotehničkih instalacija u industriji i zgradarstvu-----
- * Izrada analiza isplativosti i projektiranje industrijskih i energetskih sustava-----
- * Izrada investicijske i tehnološke dokumentacije-----
- * Proizvodnja, popravak i održavanje opreme za kontrolu industrijskih procesa-----
- * Elektrotehnički i informatički inženjering te izrada tehničke i projektne dokumentacije-----
- * Upravljanje projektima i tehničko savjetovanje iz područja elektrotehnike i informatike-----
- * Savjetovanje i tehnička podrška za vođenje pogona za proizvodnju električne i toplinske energije iz obnovljivih izvora-----
- * Proizvodnja sjemena-----
- * Dorada sjemena-----
- * Pakiranje, plombriranje i označavanje sjemena-----
- * Stavljanje na tržište sjemena-----
- * Poslovi suzbijanja i iskorjenjivanja štetnih organizama-----
- * Ekološka proizvodnja, prerada, uvoz i izvoz ekoloških proizvoda-----
- * Prerada ekološke hrane-----
- * Stručna kontrola nad ekološkom proizvodnjom-----
- * Proizvodnja, prerada i konzerviranje mesa i mesnih proizvoda-----
- * Trgovina mesom i mesnim proizvodima-----
- * Ugradnja, postavljanje i održavanje (servisiranje) postrojenja za ventilaciju, hlađenje/klimu, vodu, kanalizaciju, plin i grijanje-----
- * Puštanje u rad i održavanje elektroenergetskih i drugih industrijskih postrojenja i opreme-----
- * Izgradnja, upravljanje i održavanje objekata i uređaja javne rasvjete-----
- * Stručni poslovi u području savjetodavne djelatnosti u poljoprivredi, ruralnom razvoju, ribarstvu te unapređenju gospodarenja šumama i šumskim zemljištima šumoposjednika-----
- * Izrada i provođenje investicijskih studija, elaborata i projekata za fondove Europske unije-----
- * Izrada studija isplativosti projekata-----
- * Pružanje savjetodavnih usluga prilikom apliciranja za projekte u Europskoj uniji-----
- * Međunarodno otpremništvo-----
- * Prijevoz robe (tereta) morem i priobaljem-----
- * Riječni, jezerski i drugi prijevoz na vodi-----
- * Prateće i pomoćne djelatnosti u prometu-----

- * Međunarodni prijevoz robe kopnom-----
- * Usluge u željezničkom prijevozu-----
- * Obavljanje poslova prihvata i otpreme zrakoplova, putnika i prtljage, tereta i pošte te pružanje drugih zemaljskih usluga-----
- * Djelatnosti ostalih agencija u prijevozu-----
- * Prijevoz putnika i tereta u unutarnjem i međunarodnom javnom cestovnom prijevozu-----
- * Zastupanje domaćih i inozemnih tvrtki, konsignacijska i carinska skladišta, poslovi reeksporta, dorade i prerade robe-----
- * Pomorsko agencijski poslovi: prihvaćanje i otpremanje brodova, posredovanje pri sklapanju ugovora o iskorištavanju brodova, kupoprodaji, gradnji i popravku brodova, osiguranju brodova, tereta i interesa, opskrbi zaliham-----
- * Međunarodni cestovni prijevoz osoba i stvari-----
- * Proizvodnja pripremljene hrane za životinje-----
- * Proizvodnja pripremljene stočne hrane-----

III. TEMELJNI KAPITAL DRUŠTVA

Članak 6.

- 6.1. Temeljni kapital društva iznosi 21.236.140,00 eura (dvadeset jedan milijun dvjesto trideset šest tisuća sto četrdeset eura) te je uplaćen u cijelosti. -----
- 6.2. Temeljni kapital društva podijeljen je na 21.236.140 (dvadeset jedan milijun dvjesto trideset šest tisuća sto četrdeset) redovnih dionica nominalnog iznosa svake dionice 1,00 EUR (jedan euro). -----
- 6.3. Društvo mora povući (naređeno prisilno povlačenje) dionice ako to zahtijevaju dioničari koji su upisali i uplatili dionice u postupku povećanja temeljnog kapitala društva, a koji prema primjenjivim propisima ne smiju držati dionice koje nisu uvrštene na uređeno tržište („**Ovlašteni dioničari**“), i to isključivo pod uvjetom da dionice koje su **Ovlašteni dioničari** upisali u postupku povećanja temeljnog kapitala ne budu uvrštene na uređeno tržište u roku od godine dana od dana izdanja. Dionice se povlače samo od onih **Ovlaštenih dioničara** koji to zatraže od društva. -----
- 6.4. Odredbe ovog članka o naređenom prisilnom povlačenju dionica primjenjuju se na bilo koje izdanje dionica u okviru bilo kojeg povećanja temeljnog kapitala društva ulozima izdavanjem novih dionica. -----
- 6.5. U slučaju iz stavka 3. ovog članka, odluku o povlačenju dionica donosi Uprava društva. Uprava društva dužna je donijeti odluku o povlačenju dionica najkasnije u roku od petnaest dana po primitku zahtjeva **Ovlaštenog dioničara** u skladu sa stavkom 3. ovog članka. Nepostupanje Uprave društva u skladu s odredbama ovog članka predstavlja važan razlog za opoziv članova Uprave društva. -----
- 6.6. Društvo će u skladu s prethodnim odredbama ovog članka povući sve dionice koje su na dan donošenja odluke o povlačenju dionica u Depozitoriju (kako je niže definiran) Središnjeg klirinškog depozitarnog društva d.d. („**SKDD**“) upisane na računima **Ovlaštenih dioničara** koji su zatražili da se njihove dionice povuku i koje na taj dan nisu uvrštene na uređeno tržište. -----
- 6.7. U slučaju povlačenja dionica u skladu s ovim člankom, društvo će svakom **Ovlaštenom dioničaru** čije su dionice povučene isplatiti naknadu po povučenoj dionici u iznosu koji je jednak nižem od sljedeća dva iznosa: (i) iznosu koji je **Ovlašteni dioničar** uplatio za svaku povučenu dionicu u postupku povećanja temeljnog kapitala; ili (ii) stvarnoj (fer) vrijednosti povučenih dionica (po pojedinoj povučenoj dionici) na dan donošenja odluke o povlačenju dionica koja se određuje kako slijedi: (a) ako su dionice društva (koje su istog roda kao i povučene dionice) već uvrštene na uređeno tržište i tim se dionicama trgovalo u više od 1/3 (jedne trećine) trgovinskih dana unutar zadnja tri mjeseca prije dana donošenja odluke o povlačenju dionica, stvarna vrijednost povučenih dionica određuje se kao prosječna cijena dionica društva ostvarena na uređenom tržištu, a koja se računa kao ponderirani prosjek svih cijena ostvarenih na uređenom tržištu u zadnja tri mjeseca prije donošenja odluke o povlačenju dionica računajući od dana koji prethodi danu donošenja te odluke; ili (b) ako dionice društva (koje su istog roda kao i povučene dionice) još nisu uvrštene na uređeno tržište ili su uvrštene na uređeno tržište, ali se njima nije trgovalo u više od 1/3 (jedne trećine) trgovinskih dana unutar

zadnja tri mjeseca prije dana donošenja odluke o povlačenju dionica, stvarnu vrijednost povučenih dionica procjenjuje ovlašteni revizor kojeg imenuje društvo pomoću metoda utemeljenih na međunarodno priznatim standardima za procjenu vrijednosti koje se uobičajeno koriste između sudionika tržišta u određivanju fer vrijednosti dionica. -----

- 6.8. Naknadu iz stavka 7. ovog članka društvo će isplatiti Ovlaštenim dioničarima koji su zatražili povlačenje dionica u skladu s ovim člankom u roku od 15 (petnaest) dana po proteku roka iz članka 345. stavaka 2. Zakona o trgovačkim društvima. Naknada se isplaćuje na račun koji Ovlašteni dioničar navede u zahtjevu za povlačenje dionica. -----
- 6.9. U slučaju povlačenja dionica u skladu s odredbama ovog članka, Uprava društva ovlaštena je donijeti odluku o smanjenju temeljnog kapitala društva. Uprava društva također je ovlaštena uskladiti tekst Statuta s promjenama do kojih je došlo slijedom takvog smanjenja temeljnog kapitala (odredbe o temeljnom kapitalu društva i o broju dionica), a Nadzorni odbor ovlašten je utvrditi pročišćeni tekst Statuta. Uprava i Nadzorni odbor društva ovlašteni su poduzeti i sve druge radnje potrebne radi upisa odluke o povlačenju dionica i smanjenja temeljnog kapitala društva u sudski registar te radi provedbe odgovarajuće korporativne akcije kod SKDD-a. -----
- 6.10 Uprava društva je ovlaštena, uz prethodnu suglasnost Nadzornog odbora društva, u roku od 5 (pet) godina računajući od upisa ovog Statuta (odnosno ove izmijenjene Statuta) u sudski registar, donijeti jednu ili više odluka o povećanju temeljnog kapitala društva izdavanjem novih dionica uz uplatu uloga putem uloga u novcu ili u stvarima i pravima, s time da ukupan iznos povećanja temeljnog kapitala društva ne može prijeći polovinu nominalnog iznosa temeljnog kapitala u vrijeme davanja ovlasti, odnosno na dan stupanja na snagu ove odredbe Statuta (odobreni temeljni kapital). Uprava je ovlaštena, uz prethodnu suglasnost Nadzornog odbora, u pogledu dionica koje se izdaju temeljem ove odredbe Statuta, isključiti u cjelini ili djelomično pravo prvenstva dioničara pri upisu novih dionica. O sadržaju prava iz novih dionica koje se izdaju temeljem ovlasti iz ove odredbe Statuta odlučuje Uprava uz suglasnost Nadzornog odbora. Uprava uz suglasnost Nadzornog odbora može odrediti da se nove dionice izdaju zaposlenima u društvu. Nadzorni odbor je ovlašten uskladiti odredbe Statuta s promjenama koje su posljedica takvog povećanja temeljnog kapitala i izdavanja novih dionica. -----

IV. DIONICE

- Članak 7. -----
- 7.1. Dionice društva su nematerijalizirani vrijednosni papiri na ime koji postoje samo u obliku elektroničkog zapisa u računalnom sustavu („Depozitorij“) SKDD-a. -----
- 7.2. U odnosu prema društvu dioničarom društva smatrat će se samo onaj tko je evidentiran u Depozitoriju SKDD-a. -----
- 7.3. Društvo može voditi i knjigu dionica kao pomoćnu evidenciju. -----

V. ORGANI DRUŠTVA

- Članak 8. -----
- 8.1. Organi društva su: Glavna skupština, Nadzorni odbor i Uprava društva. -----
- Glavna skupština -----
- Članak 9. -----
- 9.1. Glavna skupština društva sastoji se od dioničara društva. -----
- 9.2. Članovi Uprave i Nadzornog odbora moraju sudjelovati u radu Glavne skupštine. Članovi Nadzornog odbora mogu sudjelovati u radu Glavne skupštine prijenosom zvuka i slike ako zbog opravdanih razloga nisu u mogućnosti osobno sudjelovati u njezinom radu, primjerice zbog bolesti, samoizolacije, karantene, nemogućnosti osobnog sudjelovanja u radu Glavne skupštine zbog ograničenja putovanja određenih od strane nadležnih vlasti ili drugih odluka mjerodavnih tijela, ili zbog drugih opravdanih razloga. Uprava je ovlaštena dopustiti da se rad Glavne skupštine prenosi slikom i zvukom. Odluči li Uprava društva da se rad Glavne skupštine

prenosi zvukom i slikom, to će se navesti u pozivu na Glavnu skupštinu. Vanjski revizor mora biti prisutan na Glavnoj skupštini na kojoj se predstavljaju financijski izvještaji. -----

9.3. Glavna skupština je nadležna odlučivati o pitanjima koja su izričito određena zakonom i ovim Statutom, a osobito o: -----

- izboru i opozivu članova Nadzornog odbora; -----
- upotrebi dobiti; -----
- politici primitaka i o izvješćima o primicima za članove uprave i članove nadzornog odbora, ako su dionice društva uvrštene na uređeno tržište radi trgovanja; -----
- davanju razrješnice članovima Uprave i Nadzornog odbora; -----
- imenovanju revizora društva; -----
- izmjenama statuta; -----
- povećanju i smanjenju temeljnoga kapitala društva; -----
- imenovanju revizora za ispitivanje radnji obavljenih u osnivanju društva ili radnji vođenja poslova društva i utvrđivanju naknade za njegov rad; -----
- uvrštenju dionica društva na uređeno tržište radi trgovanja i o povlačenju dionica s tog uvrštenja; -----
- prestanku društva; -----
- kao i o svim drugim važnim pitanjima društva. -----

9.4. Glavna skupština može odlučivati o pitanjima vođenja poslova društva samo na temelju zahtjeva Uprave društva. -----

----- Članak 10. -----

10.1. Glavnu skupštinu mora se sazvati u slučajevima određenim zakonom i ovim Statutom kao i uvijek onda kada to zahtijevaju interesi društva. -----

10.2. Glavna skupština se mora održati u prvih osam mjeseci poslovne godine. -----

10.3. Glavnu skupštinu saziva Uprava društva koja o tome odlučuje običnom većinom glasova. -----

10.4. Glavnu skupštinu može sazivati i Nadzorni odbor društva. -----

10.5. Uprava društva dužna je sazvati Glavnu skupštinu kada to zatraži Nadzorni odbor ili ako to u pisanom obliku zatraže dioničari koji zajedno imaju udjele u visini od dvadesetoga dijela temeljnoga kapitala društva i navedu svrhu i razlog sazivanja te skupštine. Zahtjev za sazivanje Glavne skupštine upućuje se Upravi društva u pismenom obliku. -----

10.6. Uprava društva određuje mjesto održavanja Glavne skupštine. -----

----- Članak 11. -----

11.1. Na Glavnoj skupštini društva mogu sudjelovati dioničari koji su prijavili društvu svoje sudjelovanje na Glavnoj skupštini najkasnije 6 (šest) dana prije održavanja Glavne skupštine, u koji rok se ne uračunava dan prispjeća prijave društvu i koji su evidentirani kao imatelji dionica pri SKDD-u na zadnji dan roka za prijavu. Prijave se dostavljaju preporučenom poštom ili predaju neposredno na adresu sjedišta društva s naznakom „Prijava za glavnu skupštinu“. -----

11.2. Glavna skupština mora se sazvati najmanje trideset dana prije dana njezina održavanja. U taj rok se ne uračunava dan objave poziva. -----

----- Članak 12. -----

12.1. Za donošenje odluka na Glavnoj skupštini potrebna je zastupljenost dioničara ili njihovih punomoćnika koji zajedno imaju najmanje 50 % (pedeset posto) plus jednu dionicu s pravom glasa, ako zakonom ili ovim Statutom za pojedine slučajeve nije drukčije određeno. -----

12.2. Odluke na Glavnoj skupštini donose se većinom danih glasova (obična većina) osim kad se zakonom propisuje posebna kvalificirana većina koja je potrebna za donošenje točno određenih odluka. -----

12.3. Pravo glasa na Glavnoj skupštini ostvaruje se prema nominalnim iznosima dionica. Svaka dionica daje pravo na jedan glas. -----

13.1. Dioničari na Glavnoj skupštini sudjeluju osobno ili preko punomoćnika. -

- 13.7. Upotreba elektroničke komunikacije za potrebe iz stavaka 13.5. i 13.6. ovog članka dopuštena je ako su za to ispunjeni uvjeti predviđeni Zakonom o trgovačkim društvima. -----

14.1. Glavnoj skupštini predsjeda predsjednik Glavne skupštine, kojeg imenuje Glavna skupština društva.

- 14.3. Predsjednik Glavne skupštine:

- 14.4. Prije prelaska na predviđeni dnevni red, predsjednik Glavne skupštine utvrdit će imaju li punomoćnici dioničara valjane punomoći u smislu odredbi ovog Statuta.-----

15.1. Dioničari sami snose vlastite troškove sudjelovanja u radu i na sjednicama Glavne skupštine.
Troškove održavanja sjednice snosi društvo.

- 15.2. Na Glavnoj skupštini mora se sastaviti popis svih prisutnih i zastupanih dioničara te njihovih zastupnika uz navođenje imena, prezimena i prebivališta te navođenje ukupnog broja dionica. Popis treba sastaviti na temelju vjerodostojne isprave koju izda SKDD, odnosno na temelju punomoći za zastupanje dioničara na Glavnoj Skupštini u pismenom obliku.-----

----- Članak 16. -----

- 16.1. Dioničarima ili njihovim punomoćnicima riječ će davati Predsjednik Glavne skupštine.-----
- 16.2. Prisutni dioničari i njihovi punomoćnici dužni su svojim ponašanjem omogućiti da se Glavna skupština održi u skladu s odredbama ovog Statuta i zakona.-----
- 16.3. Mir i red Glavne skupštine održava Predsjednik Glavne skupštine te je u tu svrhu ovlašten oduzimati riječ, a osobu koja trajno remeti rad Glavne skupštine, ovlašten je udaljiti s Glavne skupštine.-----

----- Članak 17. -----

- 17.1. Ukoliko je to svrsishodno za uredni rad, primjereno trajanje i učinkovitost rada Glavne skupštine, Predsjednik Glavne skupštine može ograničiti ukupno vrijeme raspravljanja, postavljanja pitanja i traženja obavještenja koje otpada na pojedinu točku dnevnog reda kao i odrediti maksimalno vrijeme u kojem svaki dioničar ili punomoćnik koji se propisno javi za riječ, može postavljati pitanja, raspravljati ili tražiti obavještenja.-----
- 17.2. Pri određivanju ograničenja iz prethodnog stavka, Predsjednik Glavne skupštine vodit će računa o ukupnom broju točaka dnevnog reda, složenosti materije o kojoj treba odlučiti te o broju dioničara ili njihovih punomoćnika koji su se prijavili za riječ.-----

----- Članak 18. -----

- 18.1. Nakon raspravljanja o pojedinim točkama dnevnog reda u skladu s prethodnim člankom, Glavna skupština će o tome donijeti odluku glasovanjem.-----
- 18.2. Glasovanje se vrši podizanjem glasačkih kartona ili popunjavanjem glasačkih listića na kojima je označen broj glasova koji pripada pojedinom dioničaru, a glasovati se može sa "za", "protiv" ili "suzdržan" za svaku točku dnevnog reda. Ovlašćuju se Uprava i Nadzorni odbor da donesu odluku kojom se omogućuje glasovanje na Glavnoj skupštini pomoću elektroničke naprave za glasovanje.-----
- 18.3. Obrasce glasačkih kartona odnosno glasačkih listića ili elektroničke naprave za glasovanje za potrebe ostvarenja prava glasa na Glavnoj skupštini pripremit će društvo.-----
- 18.4. Svaka odluka Glavne skupštine mora se navesti u zapisnik koji sastavlja javni bilježnik. U zapisniku se navodi način i rezultat glasovanja i utvrđenje predsjednika o donesenim odlukama koje obuhvaća za svaku odluku i broj dionica na temelju kojih su dani valjani glasovi, udio temeljnog kapitala društva koji otpada na dionice na temelju kojih su dani valjani glasovi te broj glasova danih za pojedinu odluku, glasova danih protiv i prema okolnostima broj glasova koji bi otpao na one koji su se suzdržali od glasovanja.-----
- 18.5. Društvo mora bez odgode učiniti dostupnima bez naknade odluke Glavne skupštine na svojim mrežnim stranicama. U roku od 30 (trideset) dana društvo mora na svojim mrežnim stranicama učiniti dostupnima bez naknade odgovore na pitanja postavljena na Glavnoj skupštini.-----

----- Nadzorni odbor -----

----- Članak 19. -----

- 19.1. Nadzorni odbor ima do 7 (sedam) članova.-----
- 19.2. Članovi Nadzornog odbora biraju se na razdoblje do 4 (četiri) godine počevši od dana donošenja odluke o imenovanju, a iste osobe mogu biti ponovno birane.-----
- 19.3. Članove nadzornog odbora bira Glavna skupština društva. Izbor članova Nadzornog odbora na Glavnoj skupštini vrši se glasovanjem za svakog člana pojedinačno, a odluka o izboru donosi se običnom većinom.-----

19.4. Jednog (1) člana Nadzornog odbora imaju pravo imenovati radnici sukladno odredbama posebnog zakona kojim se uređuje rad i radnopravni odnosi. Navedeno se ne odnosi na imenovanje članova prvog nadzornog odbora prilikom osnivanja društva.-----

19.5. Prilikom predlaganja kandidata za Nadzorni odbor Glavnoj skupštini, društvo će među materijalima za Glavnu skupštinu učiniti dostupnima bez naknade na mrežnim stranicama društva sljedeće informacije: -----

- životopis kandidata, u kojem su navedene vještine, znanje, obrazovanje i iskustvo koje će omogućiti da djelotvorno obavlja ulogu člana Nadzornog odbora-----
- objašnjenje o tome kako kandidat pridonosi profilu Nadzornog odbora-----
- bilo koje odnose između kandidata i društva ili osoba povezanih s društvom-----
- je li kandidat predložen kao neovisni član (koje značenje je pojmu dano u Poslovniku o radu Nadzornog odbora) Nadzornog odbora i ako jest, zašto Nadzorni odbor smatra da je kandidat neovisan i-----
- ostale aktivnosti kandidata, uključujući članstvo u nadzornom odboru ili upravi drugih društava.-----

U slučaju da je predložen trenutni član Nadzornog odbora, materijali za Glavnu skupštinu moraju uključivati informacije o prisutnosti toga člana sjednicama Nadzornog odbora i njegovih odbora tijekom prijašnjeg mandata, kao i zaključke posljednje procjene njegovih rezultata. Podaci iz ovog članka također moraju biti dostupni bez naknade na mrežnim stranicama društva kada se imenuje predstavnik radnika ili drugi član Nadzornog odbora kojeg ne biraju dioničari na Glavnoj skupštini. -----

19.6. Većina članova Nadzornog odbora mora biti neovisna. Predsjednik ili zamjenik predsjednika Nadzornog odbora moraju biti neovisni. Nadzorni odbor mora uključiti članove različitih spolova, dobi, profila i iskustava kako bi se osigurala raznolikost perspektiva prilikom donošenja odluka.-----

----- Članak 20. -----

20.1. Članovi Nadzornog odbora između sebe biraju predsjednika i njegovog zamjenika. -----

20.2. Zamjenik predsjednika Nadzornog odbora zamjenjuje predsjednika u njegovoj odsutnosti. --

----- Članak 21. -----

21.1. Nadzorni odbor radi i donosi svoje odluke na sjednicama, a može odlučivati ako je na sjednici prisutna najmanje polovina od propisanoga broja njegovih članova, ali ne manje od tri.-----

21.2. Nadzorni odbor donosi svoje odluke većinom od danih glasova. Svaki član Nadzornog odbora ima pravo na jedan glas. Ako su glasovi jednako podijeljeni, odlučujući je glas predsjednika Nadzornog odbora. -----

21.3. Nadzorni odbor može donositi odluke i bez održavanja sjednice, elektronskim putem, pismom, telefonom, telegrafom, telefaksom i korištenjem drugih za to potrebnih tehničkih sredstava. Takve odluke obavezno se verificiraju na prvoj sljedećoj sjednici Nadzornog odbora.-----

21.4. Nadzorni odbor donosi pravilnik o svom radu i načinu glasovanja te drugim pitanjima iz svoje nadležnosti. -----

21.5. Sjednice Nadzornog odbora treba u pravilu sazivati jednom tromjesečno, a mora ih se sazivati najmanje jednom polugodišnje. -----

----- Članak 22. -----

22.1. Nadzorni odbor nadzire vođenje poslova društva. -----

22.2. U okviru svojih nadležnosti, Nadzorni odbor je ovlašten: -----

- imenovati i opozvati predsjednika i članove Uprave društva; -----
- sazvati Glavnu skupštinu društva; -----
- ispitati godišnja financijska izvješća te ih zajedno s Upravom društva utvrditi; -----
- podnijeti Glavnoj skupštini pismeno izvješće o obavljenom nadzoru; -----
- predložiti Glavnoj skupštini donošenje odluka sukladno Zakonu o trgovačkim društvima;---
- davati suglasnost na odluke Uprave, kada je to propisano propisima ili ovim Statutom; ----
- davati nalog revizoru za ispitivanje godišnjih financijskih izvješća;-----
- nadzirati ostvarene rezultate Uprave u postizanju ciljeva i načinu na koji vrši svoje dužnosti, kao i načina na koji surađuje s dioničarima i drugim dionicima;-----
- zastupati društvo prema Članovima uprave. -----

22.3. Nadzorni odbor i svaki njegov član, obvezni su štititi interese društva. Nadzorni odbor doprinosi razvoju i odobravanju strategije društva, poslovnog plana i proračuna.-----

----- Članak 23. -----

23.1. Nadzorni odbor može imenovati komisije u svrhe pripreme odluka Nadzornog odbora i nadzora njihova provođenja. Nadzorni odbor može osnivati odbore sukladno Poslovniku o radu Nadzornog odbora.-----

23.2. Članovi Nadzornog odbora imaju pravo na nagradu za njihov rad, a koji iznos nagrade članovima Nadzornog odbora određuje Glavna skupština društva pisanom odlukom.-----

----- Uprava -----

----- Članak 24. -----

24.1. Uprava Društva sastoji se od 1 (jednog) do 5 (pet) članova. Ukoliko se sastoji od više od jednog člana, jedan od njih mora se imenovati za predsjednika Uprave. -----

24.2. Predsjednika i članove Uprave imenuje i razrješuje Nadzorni odbor društva. Nadzorni odbor odlučuje o točnom broju članova uprave te njihovoj funkciji.-----

24.3. Mandat predsjednika i članova Uprave traje četiri godine, s time da ih se može ponovno imenovati.-----

24.4. Ako se u tijeku mandata člana Uprave pojavi zakonska smetnja za obavljanje funkcije ili se naknadno utvrdi da pojedini član ne ispunjava uvjete za obavljanje te funkcije, Nadzorni odbor će opozvati odluku o imenovanju toga člana i umjesto njega imenovati novog člana Uprave društva. -----

24.5. Ako mandat člana Uprave prestane iz drugih razloga (umirovljenje, smrt ili drugo), Nadzorni odbor će potvrditi prestanak mandata člana Uprave i imenovati novog člana Uprave.-----

----- Članak 25. -----

25.1. Uprava je obvezna i ovlaštena poduzimati sve radnje i donositi sve odluke koje smatra potrebnim za uspješno vođenje poslova društva.-----

25.2. Vođenje poslova društva obuhvaća donošenje odluka u svrhu realizacije poslovne strategije, planova i programa poslovanja, aktivnosti koje proizlaze iz zajedničkog cilja, ali i svako stvarno i pravno djelovanje unutar društva i u njegovu korist. Uprava vodi poslove društva na vlastitu odgovornost, osiguravajući uredno obavljanje svih djelatnosti i stručnih poslova. Odluke u okviru vođenja poslova društva (nalozi, upute, smjernice, itd.) koje donesu članovi Uprave u okviru svojih ovlasti obvezne su za djelatnike na nižim razinama organizacije. -----

25.3. Uprava osobito obavlja sljedeće poslove: -----

- vodi poslove društva;-----
- zastupa društvo-----
- utvrđuje poslovnu politiku društva;-----
- priprema odluke i opće akte društva za donošenje kojih je nadležna Glavna Skupština;-----
- saziva Glavnu Skupštinu u slučajevima određenim zakonom i ovim Statutom;-----
- donosi interne akte i odluke iz područja poslovanja društva sukladno propisima i Statutu; -----
- podnosi izvješće Nadzornom odboru;-----
- vodi poslovne knjige društva i izvještava druge organe društva; -----

- razvija i provodi strategiju i poslovne planove društva; -----
- upravlja djelatnostima i resursima društva; -----
- ostvaruje vrijednosti i etike društva; -----
- odabire i imenuje članove višeg rukovodstva; -----
- implementira djelotvorne sustave upravljanja rizicima i unutarnje kontrole te donosi odgovarajuće politike o upravljanju rizicima, uz suglasnost nadzornog odbora; -----
- održava konstruktivne odnose sa svim dioničarima i važnim dionicima; -----
- obavlja i druge poslove sukladno zakonu i drugim propisima. -----

----- Članak 26. -----

- 26.1. Uprava se sastaje kad za to postoji potreba. -----
- 26.2. Ako se Uprava sastoji od više članova, kvorum za sjednice čini polovina imenovanih članova Uprave, a Uprava donosi odluke većinom glasova nazočnih članova Uprave. -----
- 26.3. Odluke Uprave navode se u zapisniku sa sjednice Uprave. -----
- 26.4. Predsjednik uprave ima prava i obveze utvrđene zakonom, ovim Statutom, Poslovníkom o radu Uprave, i drugim općim aktima društva i odlukama organa društva. Predsjednik uprave predsjedava sjednicama Uprave, koordinira vođenje poslova društva, i u ime Uprave podnosi izvještaje Nadzornom odboru i Glavnoj skupštini društva. -----
- 26.5. Član uprave ima ovlasti i dužnosti utvrđene u skladu sa zakonom, ovim Statutom, Poslovníkom o radu uprave i drugim internim aktima društva. -----
- 26.6. Vođenje poslova društva i rad Uprave uređuje se Poslovníkom o radu uprave, kojeg donosi Uprava uz prethodnu suglasnost Nadzornog odbora. -----
- 26.7. Poslovníkom o radu uprave detaljnije će se urediti: -----
- a) zadaci i odgovornosti Uprave; -----
 - b) organizacija te način rada i donošenja odluka Uprave; -----
 - c) područja poslova koje članovi Uprave vode samostalno; -----
 - d) ovlasti i ograničenja u vođenju poslova društva; -----
 - e) pripremanje i sazivanje sjednica Uprave; -----
 - f) rad na sjednicama i način donošenja odluka; -----
 - g) zapisnik i zaključci, akti i pismohrana; -----
 - h) pravila za sprječavanje sukoba interesa; -----
 - i) suradnja i odnos prema Nadzornom odboru; -----
 - j) druga pitanja od značaja za rad Uprave. -----
- 26.8. Uprava je ovlaštena isključivo uz izričitu prethodnu suglasnost Nadzornog odbora, donijeti sljedeće odluke: -----
1. o svakom obliku stjecanja, raspolaganja ili opterećivanja nekretnina ili druge imovine čija knjigovodstvena vrijednost prelazi 3% (tri posto) ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva; -----
 2. o svakom obliku stjecanja, raspolaganja ili opterećivanja dionica ili poslovnih udjela u povezanim društvima čija vrijednost prelazi 3% (tri posto) ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva, uključujući stjecanja dionica ili poslovnih udjela prilikom osnivanja novih društava; -----
 3. o svakom obliku statusne promjene društva, uključujući svaki oblik pripajanja, spajanja, restrukturiranja te prestanka društva; -----
 4. o svakom ulaganju u opremu, postrojenja i vozila, a čija knjigovodstvena vrijednost prelazi 3% (tri posto) ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva; -----
 5. o uzimanju ili davanju zajma, izdavanju mjenica, davanju osiguranja na imovini društva ili izdavanju garancija ili preuzimanje jamstava, sudužništva ili drugih poslova koji su prema

svom gospodarskom učinku s time izjednačeni, a čiji iznos obveze prelazi 3% (tri posto) ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva; ---

6. sklapanje bilo kojeg ugovora čija vrijednost prelazi 1,50% (jedan cijelih pedeset posto posto) ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva;----
 7. utvrđenju godišnjeg poslovnog plana i proračuna društva;-----
 8. preuzimanju jamstva, sudužništva ili slične obveze u slučajevima kada obveza glavnog dužnika za koju se preuzima takvo jamstvo, sudužništvo ili slična obveza, prelazi 3% (tri posto) ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva; -----
 9. donošenju odluke o značajnim promjenama u načinu izvještavanja računovodstvenih, knjigovodstvenih i poslovnih rezultata, -----
 10. donošenju odluke koje utječu na strategiju društva i izloženost riziku, posebice strategije i politike upravljanja rizicima koje priprema uprava Društva; -----
 11. ulazak u bilo kakva zajednička ulaganja (*joint ventures*) ili partnerstva čija vrijednost prelazi 3% (tri posto) ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva; -----
 12. sklapanje nagodbe, preuzimanje obveze za naknadu štete, povlačenje ili odricanje od tužbenog zahtjeva, priznavanje tražbina, odustajanje od pravnih lijekova u bilo kakvim postupcima (primjerice parničnim, upravnim, arbitražnim) čija vrijednost predmeta spora prelazi 1,50% (jedan cijelih pedeset posto) ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva; -----
 13. sklapanje, izmjena ili raskid kolektivnih ugovora; -----
 14. u ostalim slučajevima određenim Zakonom o trgovačkim društvima i ovim Statutom. -----
- 26.9. Uprava je dužna izvještavati Nadzorni odbor u redovitim intervalima o operativnim rezultatima društva, financijskoj situaciji, znatnijim financijskim i nefinancijskim rizicima i rezultatima interakcija s dioničarima i ostalim dionicima. Predsjednik uprave mora odmah obavijestiti Nadzorni odbor ako nastane ili je vjerojatno da će nastati događaj koji potencijalno može znatno utjecati na rezultate, financijski položaj ili ugled društva. -----

Članak 27.

- 27.1. Ako Uprava ima više članova, svi članovi uprave ovlašteni su zastupati društvo pojedinačno i samostalno, osim ako Nadzorni odbor donese drugačiju odluku o ovlaštenju u zastupanju. ---
- 27.2. Uprava je ovlaštena dati drugoj osobi prokuru (specijalna vrsta punomoći) i pisanu punomoć za sklapanje određene vrste ugovora i poduzimanje drugih pravnih radnji, ili za sklapanje pojedinačno određenih ugovora ili poduzimanje drugih posebno određenih pravnih radnji. ---
- 27.3. Prokuru daje Uprava uz suglasnost Nadzornog odbora, a punomoć daje Uprava u skladu sa svojim ovlastima za zastupanje. -----
- 27.4. Pri zastupanju društva, članovi Uprave navode tvrtku društva i svoj položaj članova Uprave. -----
- 27.5. Članovi uprave dužni su se u zastupanju i vođenju poslova držati ograničenja koja su postavljena Statutom, odlukama Glavne skupštine, Nadzornog odbora i odredbama Poslovnika o radu Uprave. -----

VI. GODIŠNJI OBRAČUN I UPOTREBA DOBITI

Članak 28.

- 28.1. Poslovna godina društva je kalendarska godina. -----

- 28.2. Uprava društva je dužna u rokovima predviđenim Zakonom o trgovačkim društvima, nakon završetka poslovne godine pripremiti godišnja izvješća i izvješće o poslovanju društva te ih predati revizoru društva. -----
- 28.3. Revizorsko izvješće Uprava društva bez odgode dostavlja Nadzornom odboru zajedno s godišnjim financijskim izvješćem, izvješćem o poslovanju društva i prijedlogom odluke Glavnoj skupštini o upotrebi dobiti. -----
- 28.4. Nadzorni odbor ispituje godišnja financijska izvješća, izvješće o stanju društva i prijedlog odluke o upotrebi dobiti te podnosi Glavnoj skupštini pisano izvješće o ispitanoj vođenju poslova društva u skladu s zakonom. -----
- 28.5. Nadzorni odbor dužan je svoje izvješće dostaviti Upravi u roku mjesec dana nakon što su mu podnesena sva izvješća koja treba ispitati. Ne postupi li tako, Uprava mu je dužna dati dodatni rok za dostavljanje istog, koji ne može biti dulji od mjesec dana. Ne dostavi li Nadzorni odbor svoje izvješće ni u tom roku, smatra se da nije dao suglasnost na izvješća Uprave. -----
- 28.6. Ukoliko Nadzorni odbor da suglasnost na godišnja financijska izvješća, time su ih utvrdili Uprava i Nadzorni odbor ako oni ne odluče da se utvrđenje tih izvješća prepusti Glavnoj skupštini. Odluke Uprave i Nadzornog odbora o tome moraju se navesti u izvješću Nadzornog odbora Glavnoj Skupštini i moraju mu se priložiti. -----
- 28.7. Glavna skupština utvrđuje godišnja financijska izvješća kada joj Uprava i Nadzorni odbor prepuste da to učini ili kada Nadzorni odbor ne da suglasnost na izvješća koja mu podnese Uprava. Pri utvrđivanju godišnjih financijskih izvješća primjenjuju se propisi kojima se uređuje sastavljanje tih izvješća. Glavna skupština smije pri utvrđivanju godišnjih financijskih izvješća rasporediti u rezerve društva samo iznose koje u njih treba unijeti po Zakonu o trgovačkim društvima i ovom Statutu. Izmijeni li Glavna skupština godišnje financijsko izvješće koje je ispitao revizor, odluka Glavne skupštine o utvrđenju tog izvješća i odluka o uporabi dobiti imaju pravni učinak tek nakon što ih ispita revizor i o tome podnese izvješće bez rezerve. Te su odluke ništave ako revizor ne podnese izvješće bez rezerve u roku dva tjedna od dana njihova donošenja. -----
- 28.8. Godišnja financijska izvješća, izvješće o poslovanju društva, revizorsko izvješće i prijedlog Uprave društva o upotrebi dobiti te izvješće Nadzornog odbora o nadzoru poslova društva moraju biti dani na uvid dioničarima društva u poslovnim prostorijama društva, od dana objave poziva za Glavnu skupštinu. -----

----- Članak 29. -----

- 29.1. Način utvrđivanja dobiti društva za svaku poslovnu godinu određen je zakonom. -----
- 29.2. Nakon podmirenja namjena određenih zakonom, na prijedlog Uprave društva, Glavna skupština donosi odluku o raspodjeli dobiti društva, svoti i načinu isplate dividende. -----
- 29.3. Glavna skupština društva može odlučiti da se dobit upotrijebi i za isplatu dioničarima kao i za druge namjene, primjerice za isplatu zaposlenima ili članovima Uprave. -----
- 29.4. Glavna skupština može odlučiti da se dobit društva ne isplati dioničarima (zadržana dobit). --
- 29.5. Rok za isplatu dividende je 30 (trideset) dana od dana donošenja odluke o isplati, osim ako Glavna skupština nije drugačije odredila. -----
- 29.6. Tijekom poslovne godine i uz suglasnost Nadzornog odbora Uprava je ovlaštena isplatiti dioničarima predujam na ime dividende iz predviđenog dijela neto dobiti, ali samo ako privremeni račun dobiti i gubitka za proteklu godinu pokazuje dobit. -----
- 29.7. Na ime predujma može se isplatiti najviše polovinu iznosa dobiti umanjenog za iznose koji se po zakonu moraju unijeti u rezerve društva. -----
- 29.8. Isplata predujma na ime dividende ne može prijeći iznos polovine prošlogodišnje dobiti. -----

VII. OBJAVE I PROPĆENJA DRUŠTVA

Članak 30.

- 30.1. Podatci i priopćenja društva objavljuju se u skladu s odredbama Zakona o trgovačkim društvima i ostalim pratećim propisima, uključujući ali ne i ograničeno na službeno glasilo društva i/ili mrežnim stranicama društva.
- 30.2. Ako dionice društva budu uvrštene na uređeno tržište ili na drugo mjesto trgovanja u Republici Hrvatskoj, podatci i priopćenja društva objavljuvat će se u skladu s propisima koji reguliraju obveze izdavatelja čiji su instrumenti uvršteni na uređeno tržište ili na drugo mjesto trgovanja te u skladu s primjenjivim pravilima odnosno uređenog tržišta odnosno drugog mjesta trgovanja.

VIII. POSLOVNA TAJNA

Članak 31.

- 31.1. Poslovnom tajnom smatraju se akti, isprave i podaci u društvu čije bi priopćavanje neovlaštenoj osobi moglo nanijeti štetu poslovnim interesima i poslovnom ugledu društva, a koji su kao takvi predviđeni posebnim aktom ili označeni oznakom poslovna tajna ili drugom oznakom istog značenja.
- 31.2. Poslovnu tajnu dužni su čuvati članovi Uprave i Nadzornog odbora i nakon isteka njihovog mandata.
- 31.3. Društvo može usvojiti poseban interni akt poput pravilnika o čuvanju poslovnih tajni kojim se dodatno razrađuju prava i obveze u odnosu na čuvanje poslovnih tajni.

IX. TRAJANJE I PRESTANAK DRUŠTVA

Članak 32.

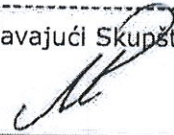
- 32.1. Društvo se osniva na neodređeno vrijeme i prestaje na jedan od načina koji su propisani zakonom i u postupku koji je određen zakonom i odredbama ovog Statuta.

X. PRIJELAZNE I ZAVRŠNE ODREDBE

Članak 33.

- 33.1. Ovaj Statut stupa na snagu danom upisa u sudski registar nadležnog suda.
- 33.2. Statut je osnovni akt društva i svi ostali opći akti moraju biti u skladu s njegovim odredbama.
- 33.3. Uprava društva odgovorna je za čuvanje Statuta i obvezna je na zahtjev dioničara omogućiti uvid u Statut ili na njegov trošak osigurati presliku statuta.
- 33.4. Izmjene i dopune ovog Statuta moguće su samo na način koji je propisan zakonom.
- U Osijeku, 16.05.2025. (slovima: šesnaestog svibnja dvije tisuće dvadeset pete).

Predsjedavajući Skupštine


Marko Pipunić



REPUBLIKA HRVATSKA

JAVNI BILJEŽNIK

Vedran Borić

31000 Osijek, Vij. J. Gotovca 13

U Osijeku, 16.05.2025.

OU-325/25-2

P O T V R D A

Ja, VEDRAN BORIC, javni bilježnik u Osijeku potvrđujem da učinjene izmjene Statuta društva ŽITO d.d. za proizvodnju i trgovinu, Osijek (Grad Osijek), Đakovština 3, MBS: 030033416, OIB: 03834418154, Trgovački sud u Osijeku, sa neizmijenjenim odredbama Statuta koje se nalaze kod Trgovačkog suda u Osijeku u potpunosti odgovaraju potpunom tekstu Statuta društva ŽITO d.d. za proizvodnju i trgovinu, Osijek (Grad Osijek), Đakovština 3, MBS: 030033416, OIB: 03834418154, Trgovački sud u Osijeku, koji se prilaže uz ovu potvrdu.



Javnobilježnička nagrada zaračunata po čl. 26. PPJT u iznosu od 320,00 eur + PDV.

Javnobilježnička pristojba naplaćena po tbr. 11.st.8.TJP u iznosu od 19,91 eur.



