



**ZAGREBAČKA
BURZA**

Zagreb Stock Exchange

**ZAGREB STOCK EXCHANGE, INC.
SUPERVISORY BOARD REPORT
ON SUPERVISION OF COMPANY OPERATIONS UNDERTAKEN IN 2022**

Zagreb, April 2023



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

Contents:

1.	Introduction.....	3
2.	Supervisory Board composition and changes.....	3
3.	Management Board composition and changes.....	4
4.	Report on supervision of the management of Exchange affairs in 2022.....	4
5.	Consistency of financial statements with account balances.....	4
6.	Supervisory Board committees and commissions in 2022.....	5
7.	Report on the results of examination of Company's annual financial statements.....	5
8.	Supervisory Board opinion on the auditor's report.....	6
9.	Conclusion.....	6



**ZAGREBAČKA
BURZA**

Zagreb Stock Exchange

1. INTRODUCTION

The Supervisory Board submits the following to shareholders:

- Report on supervision of the management of Zagreb Stock Exchange affairs in 2022, in accordance with the provision of Article 263(3) of the Companies Act;
- Report on examination of the Zagreb Stock Exchange financial statements for 2022, in accordance with the provision of Article 300c of the Companies Act;
- Report on examination of the Management Report on the Zagreb Stock Exchange condition in 2022, in accordance with the provision of Article 300c of the Companies Act;
- Report on the Supervisory Board stance with regard to the 2022 Zagreb Stock Exchange audit report and examination of the proposal for a resolution on the 2022 profit distribution.

2. SUPERVISORY BOARD COMPOSITION AND CHANGES

As at 31 December 2022, the Supervisory Board consisted of six (6) members, namely:

Mr. Matko Maravić, Chairman of the Supervisory Board

Mr. Enrique Bernardo Mariano, Deputy Chairman of the Supervisory Board

Mr. Tomislav Jakšić

Mr. Silvije Orsag

Mr. Dražen Čović

Mr. Ivan Sardelić.

Dependent members of the Supervisory Board are: Mr. Matko Maravić, Mr. Dražen Čović.

Independent members of the Supervisory Board are: Mr. Tomislav Jakšić, Mr. Silvije Orsag, Mr. Enrique Bernardo Mariano.

Employee representative on the Supervisory Board: Mr. Ivan Sardelić.

Supervisory Board composed Mr. Borislav Centner, Mr. Matko Maravić, Mr. Dražen Čović, Mr. Tomislav Jakšić, Mr. Silvije Orsag was appointed by resolution of the AGM of Zagreb Stock Exchange held on 21 February 2021.

Mr. Borislav Centner resigned as a member of the Supervisory Board on 6 April 2022 and was deleted from the court register on 15 May 2022.

Representative of the European Bank for Reconstruction and Development Mr. Enrique Bernardo Mariano was appointed on 28 February 2020.

The employee representative Mr. Ivan Sardelić was elected on 19 April 2021.



**ZAGREBAČKA
BURZA**

Zagreb Stock Exchange

3. MANAGEMENT BOARD COMPOSITION AND CHANGES

As at 31 December 2022, the Management Board consisted of two (2) members:
Ms Ivana Gažić, President of the Management Board,
Mr. Tomislav Gračan, Member of the Management Board.

There were no changes to the composition of the Zagreb Stock Exchange Management Board in 2022.

4. REPORT ON SUPERVISION OF THE MANAGEMENT OF EXCHANGE AFFAIRS IN 2021

In 2022, the Supervisory Board of Zagreb Stock Exchange, Inc. (hereinafter: the Exchange and/or the Company) held a total of eight (8) meetings on the following dates: 23 February, 26 April, 16 May, 14 June, 29 July, 12 September, 24 October and 5 December 2022. At the meetings, the Supervisory Board discussed the overall business operations of the Company, including current and preventive supervision.

Members of the Management Board Ms Ivana Gažić and Mr. Tomislav Gračan also participated in Supervisory Board meetings, presenting particular business areas and providing clarifications necessary to the Supervisory Board. In that respect, the Supervisory Board finds its cooperation with the Management Board to be very successful.

During supervision, the Supervisory Board paid particular attention to examining the legality of business, both with regard to compliance with the applicable legal framework and in relation to compliance with the provisions of the Company's Articles of Association.

The Supervisory Board has accepted all the Management reports submitted in the course of 2022, concluding that the results achieved were within expectations and in line with the current economic environment.

5. CONSISTENCY OF FINANCIAL STATEMENTS WITH ACCOUNT BALANCES

The Supervisory Board emphasises that, to its best knowledge and based on the data provided to it, the financial statements correspond to the balances stated in the Exchange accounts and that they give a complete, fair and true view of the assets and liabilities of the Company.

The Company has Management Board remuneration policy. The Company's Management Board earns regular employment income and exercises the right to remuneration in accordance with employment contracts and remuneration policy.

6. SUPERVISORY BOARD COMMITTEES AND COMMISSIONS IN 2021



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

The Supervisory Board has in place a special internal control and audit committee, i.e. the Audit Committee, consisting of the following three (3) members:

Mr. Matko Maravić, Chairman
Mr. Silvije Orsag
Mr. Enrique Bernardo Mariano.

The Supervisory Board also has a Remuneration Committee, consisting of the following three (3) members:

Mr. Matko Maravić, Chairman
Mr. Tomislav Jakšić
Mr. Enrique Bernardo Mariano.

The Supervisory Board has a Strategy Committee, consisting of the following four (4) members:

Mr. Borislav Centner, Chairman (resigned as a member of the Supervisory Board on 6 April 2022)
Mr. Matko Maravić
Mr. Dražen Čović
Mr. Enrique Bernardo Mariano.

The Supervisory Board also has a Appointment Board, consisting of the following three (3) members:

Mr. Tomislav Jakšić, Chairman
Mr. Matko Maravić
Mr. Silvije Orsag.

7. REPORT ON THE RESULTS OF EXAMINATION OF THE COMPANY'S FINANCIAL STATEMENTS

Within the legal time limit, the Company's Management Board prepared the annual financial statement, which was audited by independent auditors PwC Croatia Ltd., Zagreb, Heinzelova ulica 70.

The audited annual financial statement and the consolidated financial statement were submitted to and accepted by the Supervisory Board, which has issued its approval, in accordance with the provisions of the Articles of Association and the Companies Act.

The Supervisory Board has no particular comments on the auditor's report.

The Supervisory Board accepts fully and without reservations the conclusion of the Management Board that the preparation of the financial statements under the going concern assumption is appropriate.

8. SUPERVISORY BOARD OPINION ON THE AUDITOR'S REPORT

At its meeting held on 26 April 2023, the Supervisory Board issued its approval of the Management Board resolution to adopt the audited annual financial statement and the consolidated financial statement for the year 2021.

An examination was made of the Independent Auditor's Report, which includes the following in its opinion:

“In our opinion, the financial statements, in all material respects, give a true and fair view of the Company's financial position as at 31 December 2022, its financial performance and cash flows for the year then ended, in accordance with International Standards of Financial Reporting adopted in the European Union.”

According to the audited annual financial statement, the Zagreb Stock Exchange posted a net profit after taxation in the amount of HRK 127,276.19 or EUR 16,892.45 in the financial year ended 31 December 2022.

The Supervisory Board has no objection to the Management Board's proposed profit distribution resolution, that is, it accepts the proposal to use realized net profit after taxation be allocated to the retained profit.

9. CONCLUSION

In accordance with its obligations, the Supervisory Board has conducted supervision of the Exchange overall business operations.

It emphasises that an examination of the annual financial statement, consolidated financial statement, Report on the condition of the Company as well as regular supervision undertaken in the course of 2021 has found the Management Board to have acted in compliance with applicable regulations, the Articles of Association of the Company, its AGM resolutions, and by adhering to Supervisory Board guidelines and instructions. Therefore, the Supervisory Board proposes to the Annual General Meeting to grant discharge to the Management Board.

A review by the Supervisory Board has determined that the annual financial statements and consolidated financial statements were prepared in accordance with the balances in the accounts of the Exchange and that they give a correct view of the financial and business condition of the Company. Therefore, the Supervisory Board has issued its approval of the annual financial statement and the consolidated financial statement of the Exchange for the year ended 31 December 2022 which, in accordance with the provision of Article 300d of the Companies Act, may be considered determined.

The 2021 financial statements of the Exchange were audited by Deloitte Ltd. auditing company. The Supervisory Board agrees with the Auditor's Report on the audit of the 2022 annual financial statements and has accepted it.

The Supervisory Board has no objection to the proposal for a Management Board resolution on the 2022 profit distribution or to the audited annual financial statement.



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

The Supervisory Board submits this report to the Annual General Meeting and proposes that the proposal for a Management Board resolution on the 2022 profit distribution be adopted.


Matko Maravić
Chairman of the Supervisory Board

ZAGREBAČKA BURZA d.d.
Zagreb
1