



SUPERVISORY BOARD

No: NO-53-12/1-2023
Koprivnica, 4 April 2023

Pursuant to Article 280, paragraph 3 of the Companies Act (Official Gazette 152/11-consolidated text, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22 and 18/23), Article 16 of the Corporate Management Code, and Article 4 of the Rules of Procedures of the Podravka d.d. Supervisory Board, at its 53rd session held on 4 April 2023, the PODRAVKA d.d. Supervisory Board passed the following

SUBSTANTIATION
for the proposed decision on the selection of members of the PODRAVKA d.d.
Supervisory Board

When establishing a proposal for the selection of members of its Supervisory Board, PODRAVKA d.d. takes the diversity of its structure into account, to ensure the representation of different positions and experiences, and with the aim of achieving the independence of opinion that the members of the Supervisory Board must have whilst performing their duties.

The profile of the PODRAVKA d.d. Supervisory Board includes various aspects of diversity, such as the education and professional experience, specialised expert knowledge and skills of its members.

The proposed candidate for member of the PODRAVKA d.d. Supervisory Board, Mr. Darko Prpić holds a Master's degree in the economic sciences in the field of finance, and is a permanent court expert for the fields of finance, accounting and securities.

He attained his professional experience in various management positions and as an auditor in the company Uhy Rudan d.o.o. for tax consulting and audits.

He attained his experience in the work of supervisory boards by serving as a member of the Supervisory Board of the company SQ Kapital d.o.o. for the management of investment funds.

The proposed candidate for a member of the PODRAVKA d.d. Supervisory Board, Mr. Damir Čukman holds a Bachelor's degree in economics, with specialisation in finance and the financial markets. He has added numerous corporate training sessions and acquired the qualifications of a certified investment advisor and the right to use the title of CFA. He is one of the founders and the first chairperson of the CFA Society Croatia.

He attained his professional experience in various management positions, including being the founder of and serving as chairperson of the board of the company N3 Capital Partners d.o.o., and served as procurator for the associated companies TEBA Finpro d.o.o. and Teb automatika d.o.o.

He attained experience in the work of supervisory boards by serving as a member of the Supervisory Board of the company Quattro logistika d.d.

The additional knowledge and skills of these candidates indicate their capabilities for corporate governance and risk assessment, and their readiness for continual learning and professional development.



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The above candidates have been proposed as members of the PODRAVKA d.d. Supervisory Board as independent, as they have no relations with the company PODRAVKA d.d. and its affiliated companies, and are signatories of the declaration of independence pursuant to Article 16 of the Corporate Governance Code of the Croatian Agency for the Supervision of Financial Services and the Zagreb Stock Exchange.

Pursuant to the above, PODRAVKA d.d. believes that the proposed candidates, Darko Prpić and Damir Čukman will contribute to the profile of the PODRAVKA d.d. Supervisory Board with their current professional work, personal integrity, and independence.

Chairperson of the
Supervisory Board:

Damir Grbavac, v.r.