

RULES ON THE SELECTION OF CANDIDATES FOR MEMBERS OF THE SUPERVISORY BOARD

(pursuant to Article 272.t of the Companies Act)

The Supervisory Board of CIAK Grupa d.d. (hereinafter: the “Company”), acting pursuant to Article 272.t of the Companies Act (“Official Gazette”, Nos. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 78/23, 130/23 and 136/24, hereinafter: the “CA”), given that, as at the date of adoption of these Rules, the Company does not meet any of the balanced-representation criteria for women and men set out in Article 272.s of the CA, hereby adopts the following:

RULES ON THE SELECTION OF CANDIDATES FOR MEMBERS OF THE SUPERVISORY BOARD

Article 1.

(Subject Matter and Purpose)

(1) These Rules govern the procedure for selecting candidates for membership of the Company’s Supervisory Board (hereinafter: the “Supervisory Board”), the members of which are elected by the General Assembly, in order to ensure the balanced representation of women and men on the Supervisory Board in accordance with Article 272.s of the CA and Annex 7 to the CA.

(2) The purpose of these Rules is to ensure the application of clear, neutral and unambiguous criteria at all stages of the selection and nomination of candidates, while preventing discrimination and selecting candidates solely on the basis of objectively assessable qualifications.

(3) These Rules do not apply to members of the Supervisory Board appointed through the exercise of an individual shareholder’s right under the articles of association, nor to employee representatives, where such a procedure would fall outside the scope of Article 272.t of the CA. Nevertheless, the Management Board shall apply the transparency standards prescribed by Article 256, paragraph 4 of the CA to the composition of the Supervisory Board in that respect.

Article 2.

(Definitions)

(1) For the purposes of these Rules, the following terms shall have the following meanings:

— “Underrepresented sex” means the sex that is numerically less represented on the Supervisory Board relative to the thresholds set out in Annex 7 to the CA;

- “Candidate” means a natural person who has been proposed, has applied, or has been considered for election as a member of the Supervisory Board;
- “Nomination Committee” means the working body of the Supervisory Board established for the purposes of implementing these Rules or — if no such body has been established — the Supervisory Board acting as a whole;
- “Balanced-representation criteria” means the criteria set out in Article 272.s of the CA, under Annex 7 or Annex 8 to the CA.

Article 3.
(Selection Principles)

(1) The following principles shall apply at all stages of selection:

- transparency — all steps of the process must be documented and accessible to the Supervisory Board;
- objectivity — the assessment of qualifications shall be based solely on predetermined, measurable criteria;
- non-discrimination — any direct or indirect discrimination is prohibited, including but not limited to discrimination on grounds of sex, age, marital status, religion, ethnicity or other personal characteristics;
- merit — selection shall be based on the candidate’s qualifications, experience and abilities;
- right of preference — where candidates are equally qualified, preference shall be given to the candidate of the underrepresented sex, in accordance with Article 272.t, paragraph 3 of the CA.

Article 4.
(Candidate Profile and Selection Criteria)

(1) Before initiating the selection procedure, the Supervisory Board shall determine a candidate profile that includes:

- general requirements — legal capacity, the absence of statutory disqualifications under Article 239 of the CA, and the absence of a conflict of interest with the Company;
- professional qualifications — level and field of education, professional licences (CFA, ACCA, certified auditor, attorney, etc.), and specialisation in an area that contributes to the diversity of competencies within the Supervisory Board;
- work experience — at least 10 years of managerial or professional experience in an area relevant to the Company’s business (the automotive industry, finance, audit, corporate governance, law, IT, ESG);

- specific competencies — knowledge of Croatian and English to the level required for the work of the Supervisory Board, knowledge of corporate governance regulations, and financial literacy;
 - time availability — the ability to regularly participate in meetings of the Supervisory Board and its committees;
 - independence criterion — where the candidate is being considered for the position of an independent member of the Supervisory Board, fulfilment of the requirements set out in Article 255, paragraph 6 of the CA.
- (2) The candidate profile must be formulated in a gender-neutral manner, such that no element of it directly or indirectly favours one sex.
- (3) The profile shall be determined by a written decision of the Supervisory Board and shall be appended to the minutes of the meeting.

Article 5.
(Candidate Sourcing Procedure)

- (1) The Supervisory Board shall initiate the candidate selection procedure at least six months before the expected expiry of the term of office of the incumbent Supervisory Board member or, in the case of an unforeseen vacancy, without delay.
- (2) Candidates may be sourced using one or more of the following methods:
- a public call published on the Company's website and in professional media;
 - engaging a specialised executive search agency, under a contractual obligation requiring the agency to ensure that, when presenting the shortlist, at least one candidate of the underrepresented sex is represented;
 - internal mapping of candidates based on publicly available sources (registers of professional associations, director databases, professional networks);
 - recommendations from shareholders, existing Supervisory Board members, or the Management Board, subject to the condition that the source of the recommendation is documented.
- (3) Where the Supervisory Board does not meet the balanced-representation criteria set out in Article 272.s of the CA, the shortlist of candidates proposed to the General Assembly must include at least one qualified candidate of the underrepresented sex for each individual position being filled.

Article 6.
(Candidate Assessment)

(1) The Supervisory Board, or the Nomination Committee, shall conduct a written assessment of each candidate against the criteria set out in Article 4 of these Rules.

(2) The assessment shall include:

- a review of the candidate's curriculum vitae and documentation regarding professional qualifications;
- a check of statutory disqualifications and conflicts of interest;
- a structured interview with the candidate, conducted using a protocol prepared in advance and applied equally to all candidates;
- where necessary, reference checks.

(3) An evaluation sheet shall be prepared for each candidate, containing a rating against each criterion and a statement of reasons. Evaluation sheets shall be kept in the Company's records for at least five years.

(4) If two or more candidates of comparable qualifications and abilities were considered in connection with an election, this fact shall be recorded in the minutes.

Article 7.

(Right of Preference Where Equally Qualified)

(1) If, following the assessment, it is determined that two or more candidates are of comparable qualifications and abilities, preference shall be given to the candidate of the underrepresented sex, in accordance with Article 272.t, paragraph 3 of the CA.

(2) By way of exception to paragraph 1 of this Article, the Supervisory Board or the Nomination Committee may, in the selection, give preference to a candidate of the opposite sex only if it establishes specifically justified reasons that are:

- linked to the Company's specific needs (e.g., the lack of a particular competency within the Supervisory Board that only that candidate possesses),
- fully documented in the minutes of the Nomination Committee, and
- proportionate to the objective being achieved.

Article 8.

(Candidate's Right to Information)

(1) Upon a candidate's written request, the Company shall, within 30 days, notify the candidate of:

- the criteria on which the selection was based,

- a comparison with other candidates who were considered for the same position, to the extent this is possible without infringing their personal rights,
- any specifically justified reasons that — if they existed — tipped the balance in favour of a candidate of the opposite sex.

(2) The notification shall be issued in writing and signed by the Chairperson of the Supervisory Board or the Chairperson of the Nomination Committee.

(3) The Company reserves the right to omit, from the information provided, the personal data of other candidates, as well as trade secrets and confidential information, all in accordance with the regulations on the protection of personal data and capital market regulations.

Article 9.

(Proposal to the General Assembly)

(1) Upon completion of the selection procedure, the Supervisory Board shall propose the election of a candidate to the General Assembly.

(2) The Supervisory Board's proposal must include:

- the first name, surname, occupation and place of residence of the proposed candidate,
- a statement as to whether the proposed candidate is independent within the meaning of Article 255, paragraph 6 of the CA,
- a statement on how the acceptance of the proposal will affect compliance with the balanced-representation obligation under Article 272.s of the CA (in accordance with Article 280, paragraph 4 of the CA),
- a brief description of the candidate's key qualifications.

(3) Where a proposal for the election of a Supervisory Board member is submitted by a shareholder (a minority proposal), the Management Board must, together with such proposal, provide shareholders with the warning prescribed by Article 283 of the CA, where acceptance of the proposal would result in a breach of balanced representation.

Article 10.

(Nomination Committee)

(1) The Supervisory Board may establish a Nomination Committee as either a standing or an ad hoc working body.

(2) The Nomination Committee shall consist of at least three members of the Supervisory Board, of whom at least one shall be independent within the meaning of Article 255, paragraph 6 of the CA.

(3) The composition of the Nomination Committee itself must reflect efforts towards the balanced representation of women and men.

(4) If no Nomination Committee is established, all of its functions shall be performed by the Supervisory Board as a whole.

Article 11.

(Documentation and Record-Keeping)

(1) All documentation relating to the selection procedure (candidate profile, applications, curricula vitae, evaluation sheets, minutes, the proposal to the General Assembly) shall be retained for at least five years from the date of the candidate's election, or from the date the procedure is concluded.

(2) The documentation shall be made available for inspection by the Ombudsperson for Gender Equality upon her written request, in accordance with Article 272.v of the CA.

Article 12.

(Amendments)

(1) These Rules may be amended by the Supervisory Board by a majority vote of all its members.

(2) The Rules shall be reviewed at least once every two years and, where necessary, aligned with changes in legislation and corporate governance codes.

Article 13.

(Entry into Force)

(1) These Rules shall enter into force on the date of their adoption and shall apply to all candidate selection procedures for membership of the Supervisory Board initiated from the date of entry into force onwards.

(2) These Rules shall be published on the Company's website, in the "Corporate Governance" / "Investors" section.

In Zagreb, on 19 June 2026

For the Supervisory Board of CIAK
Grupa d.d.:
Stjepan Ljatifi, Chairman