

Herewith, supervisory board of SCALABLE GLOBAL SOLUTIONS d.d., Zagreb, ulica grada Vukovara 284, Tax No: 85470532354, (the "Company") consisting of Snježana Aston acting chairman of the supervisory board and supervisory board members: Jannetje Christine Van Leeuwen and Günther Alois Ernst has adopted on this 01 January 2024 the following:

### **BY-LAW OF THE SUPERVISORY BOARD**

#### Article 1

Purpose of this Bylaw is to supplement provisions of the Statute of the Company and mandatory provisions of the Companies Act pertaining to supervisory board of the Company.

Furthermore, purpose of this Bylaw is also to provide the supervisory board of the Company with a set of rules that will enable them to perform their duties and responsibilities as well as to act in accordance with interests of the Company.

#### Article 2

Supervisory board consists of a sufficient number of its members that will enable the supervisory board effective fulfilment of its tasks as well as adequate perspective in independent and objective reasoning having in mind interests of the Company.

Members of the Supervisory Board are elected and revoked by a decision of the General Assembly of the Company by majority vote.

The Supervisory Board consists of 3 (three) members. Members of the supervisory board appoint among themselves their respective chairman and deputy chairman by simple majority vote.

The deputy chairman has the rights and obligations of the chairman only in the event that the chairman is prevented from performing her/his function(s).

The term of the members of the Supervisory Board is 4 (four) years with the possibility of re-election.

Any member of the Supervisory Board may resign from the Company by a written statement addressed to the shareholders meeting of the Company.

Members of the Supervisory Board may be subject to external verification mandated by majority shareholder(s) in terms of cross-referencing experience, referrals and previous criminal records (if any).

#### Article 3

Supervisory Board acts and makes decisions at its meetings, and a majority of the members of the Supervisory Board (quorum) is required for valid decision-making.

All decisions of the Supervisory Board are made by a majority of the votes cast. In the case of an equal number of votes cast for or against a particular decision, the chairman of the Supervisory Board shall be the deciding vote.

## Article 4

Sessions of the Supervisory Board shall be convened and chaired by the chairman of the Supervisory Board, and in case of its interference by the Deputy chairman. The chairman shall determine the order of deliberations and the manner and order of voting.

Any member of the Supervisory Board or the Management Board may, giving reasons and purpose, request the Chairman to convene a meeting of the Supervisory Board. The meeting must take place within 15 days from the date of convening the meeting.

A person who is not a member of the Supervisory Board may attend the session of the Supervisory Board instead of an absent member, if such a person receives a written power of attorney from the absent member of the Management Board, which can be sent by fax.

Absent members of the Supervisory Board may participate in decision-making by giving their vote in writing. This may also be voted on by letter, telephone, telegraph, fax, e-mail and using other appropriate technical means, if no member of the Supervisory Board raises an objection. Such decision-making shall be recorded in the minutes.

The minutes of the decisions of the Supervisory Board shall be kept and signed by the person who chaired the meeting or, in the case referred to in the preceding paragraph, by the Chairman of the Supervisory Board or his Deputy.

## Article 5

Supervisory Board performs the following tasks:

- appoint and recall members of the Management Board;
- Supervises, without interfering in day-to-day, work of the management Board
- supervises the management of the Company's activities;
- represents the Company to the Members of the Management Board;
- gives consent to the decisions of the Management Board in cases prescribed by the Statute or by law;
- convene the General Assembly of the Company, if necessary;
- submit to the General Assembly a written Report on the supervision carried out;
- for supervision purposes, examine and examine the financial records and documentation of the company, treasury, securities and other items, plans, work programmes, annual budgets, etc.;
- participates in the determination of the annual financial statements of the Company and appoint auditors, where necessary;
- instructs the auditor to review the Company's annual financial statements;
- act in best interests of the Company;
- performs other tasks entrusted to it by law or statute.

The Supervisory Board may appoint committees to prepare decisions it takes and supervise their implementation in accordance with the applicable regulations.

## Article 6

Chairman of the supervisory Board has the following duties:

- discuss topics of discussions between Supervisory Board and Management Board
- convoke meetings of the Supervisory Boards
- preside over meetings of the Supervisory Board, this enabling open and constructive discussion,
- execute security clearances for members that are to be elected
- provides regular information to other members of the Supervisory Board
- Secures resources for proper functioning of the Supervisory Board
- Secures planning of succession of members of the Supervisory Board as well as members of the Management Board
- Performs other activities with regards to supervision of work of the Management Board of the Company.

## Article 7

Management of the Company is sole responsibility of the Management Board. However, the duty of the Supervisory Board is to supervise the management of the Company by the Management Board.

Below are listed decisions of the Management Board of the Company that require consent of the Supervisory Board:

- Transactions between connected individuals, as specified within art 263b of the Companies Act;
- Decisions on determining business strategy of the Company in periods of at least 1 year;
- Annual goals of the Company;
- Business arrangements that may have significant financial impact on the Company;
- Incorporating and/or dilution of branch offices and sister companies;
- Merger of the Company with other companies
- Long term indebtedness exceeding value of EUR 5M
- Capital investments exceeding value of EUR 5M
- Appointing and revoking of independent auditors of the Copmoany;

Below are listed decisions of the Management Board of the Company that require consultations with the chairman of the Supervisory Board:

- Appointing executive officers of the Company;
- Transfer of own shares to employees of the Company (ESOP).

## Article 8

Members of the Supervisory Board are obliged to keep as a trade secret all information they learn during the performance of their function. Persons attending meetings of the Supervisory Board or its boards upon invitation must expressly undertake to keep trade secrets.

## Article 9

Members of the Supervisory Board are not entitled to compensation for their work in the Supervisory Board.

## Article 10

All matters that have not been regulated by this Bylaw shall be subject to mandatory provisions of the Companies Act.

This Bylaw is enacted and is in effect as of the date designated herein.

Chairman of the Supervisory Board of Scalable Global Solutions d.d.  
Žana Aston