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POLITIKA upravljanja sukobom interesa

POLICY on the Management of Conflicts of Interest

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1. UVOD

Mlinar pekarska industrija d.o.o. („Društvo“) ovime donosi Politiku upravljanja sukobima interesa **(„Politika“).**

MLINAR pekarska industrija d.o.o. (u daljnjem tekstu: „Društvo“) je usvojilo ovu politiku kako bi se na razini samog Društva, kao i na razini svih njegovih ovisnih društava odnosno na razini MLINAR grupe (u daljnjem tekstu: „Grupa“), uredila pravila i način postupanja kada privatni interes POJEDINCA potencijalno utječe na samo poslovanje Društva, odnosno kosi se s interesima Društva. Ovom Politikom ne uređuje se poslovanje Društva kao ni sklapanje ili postupak sklapanja ugovora s povezanim osobama Društva.

2. Uvodne odredbe

Ovom Politikom provode se pravila i zahtjevi iz sljedećih propisa i kodeksa:

- Kodeks korporativnog upravljanja ZSE, HANFA iz 2019. godine **(„Kodeks“);**
- Zakon o trgovačkim društvima, zadnja promjena NN 130/2023 **(„ZTD“).**

Ovom Politikom posebno se provode sljedeći zahtjevi:

- Definira se što znači sukob interesa, kako u smislu Kodeksa tako i u smislu ZTD-a;
- Uvode se pravila u slučaju sukoba interesa;
- Uvode se mehanizmi / sustavi kojima se otklanjaju situacije sukoba interesa.

1. INTRODUCTION

Mlinar pekarska industrija d.o.o. (the “Company”) hereby adopts this Policy on the Management of Conflicts of Interest **(the “Policy”).**

MLINAR pekarska industrija d.o.o. (hereinafter: the “Company”) has adopted this Policy in order to lay down, at the level of the Company itself as well as at the level of all its subsidiaries, i.e. at the level of the MLINAR Group (hereinafter: the “Group”), the rules and the procedure to be followed when the private interest of an INDIVIDUAL potentially affects the Company’s business operations, i.e. conflicts with the interests of the Company. This Policy does not regulate the Company’s business operations, nor the conclusion of contracts, or the procedure for concluding contracts, with related persons of the Company.

2. INTRODUCTORY PROVISIONS

This Policy implements the rules and requirements of the following regulations and codes:

- Corporate Governance Code of the Zagreb Stock Exchange (ZSE) and HANFA of 2019 **(the “Code”);**
- Companies Act, as last amended in Official Gazette (NN) 130/2023 **(the “ZTD”).**

In particular, this Policy implements the following requirements:

- It defines what constitutes a conflict of interest, both within the meaning of the Code and within the meaning of the ZTD;
- It introduces rules applicable in the event of a conflict of interest;
- It introduces mechanisms / systems for eliminating conflict of interest situations.

3. DONOSITELJI ODLUKA

Obuhvaćene osobe: Ova se Politika odnosi na sljedeće osobe:

- Članove uprave, tijekom mandata u upravi Društva;
- Članove nadzornog odbora i drugih njegovih odbora, tijekom mandata u dotičnim odborima Društva (uključujući njihove eventualne zamjenike);
- Zaposlenike Društva, tijekom njihova radnog odnosa u Društvu, kada imaju ovlaštenje za odlučivanje ili zastupanje Društva u okviru svog radnog mjesta ili na temelju posebne punomoći;
- Ugovorne partnere Društva, kada dobiju ovlaštenje za odlučivanje ili zastupanje Društva na temelju posebne punomoći ili ugovora.

Donositelji odluka: Ova Politika obvezuje relevantne pojedince samo kada:

- odlučuju ili nastupaju u ime i za račun Društva u situaciji koja za njih osobno predstavlja sukob interesa;
- su uključeni u nadzor ili drugo izvješćivanje o situaciji u kojoj postoji njihov osobni sukob interesa.

Tada dotične osobe smatramo **„Donositeljima odluka“.**

Prošireno djelovanje: Zbog zahtjeva ZTD-a i jedinstvenog položaja članova uprave Društva, svaki član uprave Društva dužan je pridržavati se ove Politike i smatra se Donositeljem odluke čak i onda kada nije osobno uključen u postupak odlučivanja / nije potpisnik (kada se izuzeo iz predmetne odluke ili potpisa, odnosno kada predmetna odluka ili potpis ne ulaze u njegovo područje nadležnosti).

Primjer:

3. DECISION MAKERS

Persons covered: This Policy applies to the following persons:

- Members of the Management Board, during their term of office on the Management Board of the Company;
- Members of the Supervisory Board and its other committees, during their term of office on the respective bodies of the Company (including any deputies);
- Employees of the Company, during their employment with the Company, where they are authorised to make decisions on behalf of or to represent the Company within the scope of their job position or on the basis of a special power of attorney;
- Contractual partners of the Company, where they are granted authority to make decisions on behalf of or to represent the Company on the basis of a special power of attorney or a contract.

Decision Makers: This Policy is binding on the relevant individuals only when they:

- make decisions or act in the name and on behalf of the Company in a situation that represents a conflict of interest for them personally;
- are involved in the supervision of, or other reporting on, a situation in which they have a personal conflict of interest.

Such persons are then considered **“Decision Makers”.**

Extended application: Owing to the requirements of the ZTD and the unique position of the members of the Company’s Management Board, each member of the Company’s Management Board is obliged to comply with this Policy and is considered a Decision Maker even when he or she is not personally involved in the decision-making process / is not a signatory (where he or she has been recused from the decision or signature in question, or where the decision or signature in question does not fall within his or her area of responsibility).

Za ove potrebe ne procjenjuje se potencijalni sukob interesa koji bi mogao postojati na razini bilo kojeg zaposlenika ili bilo kojeg člana nadzornog odbora u konkretnoj situaciji, već isključivo potencijalni sukob interesa ONOG zaposlenika ili člana nadzornog odbora koji je uključen u odlučivanje / potpisivanje / nadzor / izvješćivanje o dotičnom poslu. **Drugačije pravilo vrijedi za članove uprave, koji su dužni prijaviti potencijalni sukob interesa iako nisu osobno uključeni u odlučivanje / potpisivanje / nadzor / izvješćivanje o dotičnom poslu.** Ako je Donositelj odluke uključen samo u postupak nadzora, onda se njegov sukob procjenjuje isključivo za dotičnu aktivnost (a ne i, primjerice, za potpisivanje, jer u njemu nije sudjelovao).

4. SUKOB INTERESA

Sukob interesa: Sukob interesa predstavlja svaku situaciju u kojoj Donositelj odluke, kada djeluje u ime i za račun Društva, ne nastupa neovisno i objektivno u odnosu na predmet odlučivanja, odnosno kada ima, izravno ili neizravno, osobne, profesionalne ili financijske interese koji mogu biti suprotni interesima Društva. Interese treba gledati široko te uzeti u obzir ne samo izravni interes Donositelja odluke, već i interes njegovih povezanih osoba.

4.1. IZRAVNI SUKOB INTERESA

Sukob interesa postoji kada Donositelj odluke ima ili je imao **izravni osobni, profesionalni ili financijski odnos s DRUGOM OSOBOM ili S ČLANOM UPRAVE ILI PUNOMOĆNIKOM ILI PROKURISTOM** te druge osobe (s kojom Društvo ulazi ili se nalazi u određenom poslovnom odnosu).

Promatra se **trenutačno stanje** kao i razdoblje od prethodnih **12 mjeseci.**

Primjer:
Ako u trenutku odlučivanja / potpisa / nadzora postoji ili je u prethodnom razdoblju od 12 mjeseci postojala bilo koja niže navedena situacija ili odnos, postoji sukob interesa.

4.1.1. Osobni odnos s drugom osobom osobito predstavlja situacija kada je Donositelj odluke u krvnom srodstvu (ravna linija bez ograničenja, pobočna linija do drugog stupnja, bračni / izvanbračni drug ili partner, srodnik po tazbini do

Example:
For these purposes, what is assessed is not a potential conflict of interest that might exist on the part of any employee or any member of the Supervisory Board in a specific situation, but solely the potential conflict of interest of THE employee or member of the Supervisory Board who is involved in the decision-making / signing / supervision / reporting on the transaction in question. **A different rule applies to members of the Management Board, who are obliged to report a potential conflict of interest even if they are not personally involved in the decision-making / signing / supervision / reporting on the transaction in question.** If the Decision Maker is involved only in the supervision process, his or her conflict is assessed solely in respect of that activity (and not, for example, in respect of signing, as he or she did not take part in it).

4. CONFLICT OF INTEREST

Conflict of interest: A conflict of interest is any situation in which the Decision Maker, when acting in the name and on behalf of the Company, does not act independently and objectively with regard to the subject matter of the decision, i.e. where he or she has, directly or indirectly, personal, professional or financial interests that may be contrary to the interests of the Company. Interests should be interpreted broadly, taking into account not only the direct interest of the Decision Maker but also the interests of his or her related persons.

4.1. DIRECT CONFLICT OF INTEREST

A conflict of interest exists where the Decision Maker has or has had a **direct personal, professional or financial relationship with ANOTHER PERSON or WITH A MANAGEMENT BOARD MEMBER, ATTORNEY-IN-FACT OR PROCURATOR** of that other person (with whom the Company is entering into or has a certain business relationship).

Both the **current situation** and the period of the preceding **12 months** are taken into account.

Example:
If, at the time of the decision / signature / supervision, any of the situations or relationships listed below exists, or existed at any time during the preceding 12 months, a conflict of interest exists.

4.1.1. A personal relationship with another person exists in particular where the Decision Maker is related (by blood in the direct line without limitation, in the

drugog stupnja, bez obzira na to je li brak prestao ili nije, ili postoji odnos posvojitelja / posvojenika, ili čine dio istog kućanstva) s drugom osobom ili je u istom odnosu s članom uprave / prokuristom / punomoćnikom te druge osobe (s kojom Društvo ulazi ili se nalazi u određenom poslovnom odnosu). **Primjer:** Krvno srodstvo primjerice uključuje odnos muž / žena, djeca i drugi potomci, otac / majka i drugi preci, brat / sestra, djeca braće i sestara, bračni i izvanbračni partneri tih osoba. Ako postoji takav odnos Donositelja odluke s osobom koja zastupa drugu stranu, postoji sukob interesa.	collateral line up to the second degree, as a spouse / common-law spouse or partner, by marriage up to the second degree, regardless of whether the marriage has ended, or through a relationship of adoptive parent / adopted child, or as members of the same household) to the other person, or has the same relationship with a Management Board member / procurator / attorney-in-fact of that other person (with whom the Company is entering into or has a certain business relationship). **Example:** Kinship includes, for example, the relationship of husband / wife, children and other descendants, father / mother and other ancestors, brother / sister, children of siblings, and the spouses and common-law partners of these persons. If such a relationship exists between the Decision Maker and the person representing the other party, a conflict of interest exists.
4.1.2. Profesionalni odnos s drugom osobom osobito predstavlja situacija kada Donositelj odluke ima bilo kakav položaj (člana uprave, člana nadzornog ili drugog odbora, prokurista ili radni odnos) kod druge osobe (s kojom Društvo ulazi ili se nalazi u određenom poslovnom odnosu). **Primjer:** Kada Društvo potpisuje ugovor s drugom pravnom osobom u kojoj Donositelj odluke ima ili je u posljednjih 12 mjeseci imao radni odnos.	**4.1.2. A professional relationship** with another person exists in particular where the Decision Maker holds any position (Management Board member, member of the Supervisory Board or another committee, procurator, or employee) with the other person (with whom the Company is entering into or has a certain business relationship). **Example:** Where the Company signs a contract with another legal entity with which the Decision Maker is, or has been within the last 12 months, employed.
4.1.3. Financijski odnos s drugom osobom osobito predstavlja situacija kada Donositelj odluke ima bilo kakav suvlasnički udjel (ili pravo na suvlasnički udjel) veći od 5% temeljnog kapitala druge osobe (s kojom Društvo ulazi ili se nalazi u određenom poslovnom odnosu).	**4.1.3. A financial relationship** with another person exists in particular where the Decision Maker holds any ownership interest (or a right to an ownership interest) exceeding 5% of the share capital of the other person (with whom the Company is entering into or has a certain business relationship)
4.2. NEIZRAVNI SUKOB INTERESA	4.2. INDIRECT CONFLICT OF INTEREST
Kada Donositelj odluke ima NEIZRAVNI financijski odnos s drugom osobom (s kojom Društvo ulazi ili se nalazi u određenom poslovnom odnosu). Neizravni znači da, iako Donositelj odluke nema izravni interes, povezane osobe Donositelja odluke imaju financijski odnos s drugom osobom ili s njoj povezanim osobama; Povezanim osobama Donositelja odluke smatraju se osobito muž / žena, djeca i drugi potomci, otac / majka i drugi preci, brat / sestra, bračni i izvanbračni partneri tih osoba, odnosno drugi članovi kućanstva Donositelja odluke.	Where the Decision Maker has an INDIRECT financial relationship with another person (with whom the Company is entering into or has a certain business relationship). Indirect means that, although the Decision Maker has no direct interest, persons related to the Decision Maker have a financial relationship with the other person or with persons related to it; Persons related to the Decision Maker include, in particular, the husband / wife, children and other descendants, father / mother and other ancestors, brother / sister, the spouses and common-law partners

	of these persons, and other members of the Decision Maker's household.
Primjer: NEIZRAVNI financijski odnos postoji kada muž / žena (ili drugi članovi obitelji) Donositelja odluke imaju financijski interes u drugoj osobi (s kojom Društvo ulazi ili se nalazi u određenom poslovnom odnosu).	**Example:** An INDIRECT financial relationship exists where the husband / wife (or other family members) of the Decision Maker have a financial interest in another person (with whom the Company is entering into or has a certain business relationship).
4.3. DRUGI SUKOB INTERESA	4.3. OTHER CONFLICTS OF INTEREST
Kada Donositelj odluke ima drugi financijski interes u dotičnom poslu te zbog svoje odluke može ostvariti korist, dar ili nagradu izvan svog angažmana s Društvom.	Where the Decision Maker has another financial interest in the transaction in question and, as a result of his or her decision, may obtain a benefit, gift or reward outside his or her engagement with the Company.
4.4. KADA NE POSTOJI SUKOB INTERESA	4.4. WHEN THERE IS NO CONFLICT OF INTEREST
Sukob interesa NE POSTOJI u gore navedenim situacijama kada: povezanost ili interes ili položaj Donositelja odluke s drugom osobom (s kojom Društvo ulazi ili se nalazi u određenom poslovnom odnosu) proizlazi isključivo iz okolnosti da je druga osoba društvo kći ili druga osoba u kojoj Društvo ima izravan ili neizravan vlasnički udjel veći od 25%.	A conflict of interest DOES NOT EXIST in the situations described above where: the connection, interest or position of the Decision Maker in relation to the other person (with whom the Company is entering into or has a certain business relationship) arises solely from the fact that the other person is a subsidiary of the Company or another entity in which the Company holds a direct or indirect ownership interest exceeding 25%.
# 5. IZBJEGAVANJE SUKOBA INTERESA	# 5. AVOIDANCE OF CONFLICTS OF INTEREST
Pravila u slučaju sukoba interesa: U situaciji u kojoj je moguće da postoji sukob interesa, primjenjivat će se sljedeća pravila:	**Rules in the event of a conflict of interest:** In a situation where a conflict of interest may exist, the following rules shall apply:
• Ako se zaposlenik ili vanjski partner nalazi u sukobu interesa, prijavit će to Pravnoj službi Društva i upravi Društva. U tom slučaju ne smije nastupati u dotičnoj situaciji bez prethodnog odobrenja uprave Društva; • Ako se član uprave nalazi u sukobu interesa, prijavit će to Pravnoj službi Društva kao i članovima i predsjedniku nadzornog odbora Društva. U tom slučaju ne smije nastupati u dotičnoj situaciji bez prethodnog odobrenja nadzornog odbora Društva; • Ako se član nadzornog odbora Društva nalazi u sukobu interesa, prijavit će to	• If an employee or an external partner is in a conflict of interest, he or she shall report it to the Company's Legal Department and to the Company's Management Board. In that case, he or she may not act in the situation in question without the prior approval of the Company's Management Board; • If a member of the Management Board is in a conflict of interest, he or she shall report it to the Company's Legal Department and to the members and the Chairman of the Company's Supervisory Board. In that case, he or she may not act in the situation in question without the prior approval of the Company's Supervisory Board;

Pravnoj službi Društva kao i predsjedniku nadzornog odbora Društva. U tom slučaju ne smije nastupati u dotičnoj situaciji bez prethodnog odobrenja nadzornog odbora Društva – pritom član nadzornog odbora Društva koji se nalazi u sukobu interesa neće imati pravo glasa na sjednici na kojoj se odlučuje o suglasnosti; • Ako Donositelj odluke sam ne prijavi sukob interesa, sukob interesa ili sumnju na njega može prijaviti bilo koja druga osoba koja ima saznanja o dotičnom sukobu interesa. Dužnost je članova uprave prijaviti svaki sukob interesa za koji saznaju u redovnom tijeku poslovanja; • Kad god je to moguće, Donositelj odluke u sukobu interesa izuzet će se iz situacije sukoba interesa te će ga zamijeniti druga ovlaštena osoba Društva. Ako to nije moguće, potrebno je pribaviti odgovarajuću suglasnost. Ako se daje suglasnost, Donositelj odluke u sukobu interesa bit će u najvećoj mogućoj mjeri isključen ne samo iz odlučivanja, već i iz samog postupka odlučivanja o suglasnosti, na način da neće sudjelovati na sjednici uprave ili nadzornog odbora na kojoj se odlučuje o sukobu interesa.	• If a member of the Company's Supervisory Board is in a conflict of interest, he or she shall report it to the Company's Legal Department and to the Chairman of the Company's Supervisory Board. In that case, he or she may not act in the situation in question without the prior approval of the Company's Supervisory Board – the member of the Company's Supervisory Board who is in a conflict of interest shall have no voting right at the meeting at which the approval is decided upon; • If the Decision Maker does not report the conflict of interest himself or herself, the conflict of interest, or a suspicion thereof, may be reported by any other person who has knowledge of it. Members of the Management Board are obliged to report any conflict of interest of which they become aware in the ordinary course of business; • Whenever possible, the Decision Maker in a conflict of interest shall recuse himself or herself from the conflict of interest situation and shall be replaced by another authorised person of the Company. If this is not possible, appropriate approval must be obtained. If approval is given, the Decision Maker in a conflict of interest shall, to the greatest extent possible, be excluded not only from the decision-making but also from the process of deciding on the approval itself, in that he or she shall not attend the meeting of the Management Board or Supervisory Board at which the conflict of interest is decided upon.
Suglasnost: Prilikom odlučivanja o sukobu interesa osobito će se razmotriti i obrazložiti sljedeće: • Položaj Donositelja odluke u Društvu; • Položaj Donositelja odluke u odlučivanju / ulasku u konkretni pravni posao; • Odnos Donositelja odluke s drugom osobom; • U kojoj mjeri odnos Donositelja odluke s drugom osobom utječe na sukob interesa ili ga stvara, odnosno u kojoj mjeri Donositelj odluke može nepristrano djelovati u interesu Društva; • Okolnost / situacija za koju se daje suglasnost; • Eventualne dodatne mjere koje se u dotičnoj situaciji moraju primjenjivati kako bi se otklonio sukob interesa.	**Approval:** When deciding on a conflict of interest, the following shall in particular be considered and explained: • The position of the Decision Maker within the Company; • The role of the Decision Maker in the decision-making / entry into the specific legal transaction; • The relationship between the Decision Maker and the other person; • The extent to which the Decision Maker's relationship with the other person affects or creates a conflict of interest, i.e. the extent to which the Decision Maker can act impartially in the interest of the Company; • The circumstance / situation for which approval is given;

	• Any additional measures that must be applied in the situation in question in order to eliminate the conflict of interest.
## 6. EVIDENCIJA SUKOBA INTERESA **Evidencije:** Pravna služba vodi evidenciju prijava sukoba interesa. Dotične evidencije čuvaju se tijekom razdoblja od 5 godina zajedno s povezanim odlukama o suglasnostima. *****	## 6. RECORDS OF CONFLICTS OF INTEREST **Records:** The Legal Department keeps records of conflict of interest reports.These records are kept for a period of 5 years, together with the related approval decisions. *****