



SCALABLE GLOBAL SOLUTIONS JSC



STATUTE

Companies SCALABLE GLOBAL SOLUTIONS Joint stock company

We work, you grow

In accordance with the provisions of Article 564(1) and Article 565(1) of the Code of Civil Procedure, Companies Act (Official Gazette No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 102/11, 111/12, 68/13, 110/15, 40/19), the Assembly of Scalable Global Solutions JSC, with its registered office in Zagreb, Ulica grada Vukovara 284, registered in the Register of the Commercial Court in Zagreb under the registration number of the Company (Court) 081074213, PIN: 85470532354, 05 December 2023, adopts

STATUTE
(hereinafter referred to as the "Statute")

Companies SCALABLE GLOBAL SOLUTIONS
Joint stock company

(hereinafter referred to as "The Company")

I INTRODUCTORY PROVISIONS

Article 1.

- 1.1 This Articles of Association is a general act of the Company regulating the basic rules on the legal status and structure of the Company, the management of the Company, the functioning of the Company and the rules on the mutual relations between the shareholders of the Company and the Company.

II COMPANY NAME AND HEADQUARTERS

Article 2.

- 2.1 The company name is: SCALABLE GLOBAL SOLUTIONS joint stock company for services.
2.2 The short name of the company is: SCALABLE GLOBAL SOLUTIONS D.D.
2.3 The company name in English is: Scalable Global Solutions Joint Stock Company for services.
2.4. The abbreviated company name in English is: SCALABLE GLOBAL SOLUTIONS JSC.
2.5 The decision to change the name of the company or the short name of the company and/or to translate the company name or short name of the company into foreign languages is made by the Management Board of the company.

Article 3.

- 3.1 The headquarters of the Company are in Zagreb.
3.2 The Management Board of the Company is authorized to determine and change the company's business address at its headquarters.

Article 4.

- 4.1 In its business, the Company uses a stamp containing the company name or abbreviated company name, and may also contain the company's business address.
4.2 The form, size and manner of the stamp are determined by the Management Board of the Company.

III COMPANY FACILITIES

Article 5.

- 5.1 The Company will carry out the following activities:
- ❖ representation of foreign companies;
 - ❖ Performing the services of commercial agencies on the domestic and foreign markets;
 - ❖ buying and selling goods;
 - ❖ provision of trade services;
 - ❖ business and management consulting;
 - ❖ mediation in the conclusion of transactions in the financial market;
 - ❖ accounting services;
 - ❖ promotion (advertising and propaganda);
 - ❖ information company services;
 - ❖ information technology and related activities;
 - ❖ market research and public opinion polls;
 - ❖ transportation on your own account.
- 5.2 In addition to the above activities, the Company may perform other activities that serve the performance of activities specified in this article, if they are, to a lesser extent or usually, performed in addition to these activities.
- 5.3 For the purpose of realizing the company's objects as defined in this Article, the Company will take over all legal actions and conclude all kinds of legal transactions, and in particular can establish branches and representative offices in the country and abroad.
- 5.4 A company can establish and acquire other companies of the same or similar type, acquire shares In such companies manage your business, as well as enter into entrepreneurial contracts with other companies and merge into concerns.

IV DURATION OF THE COMPANY

Article 6.

- 6.1 The company was established as a permanent concern and may terminate only in cases established by this Statute and law.

V SHARE CAPITAL AND SHARES

Article 7.

- 7.1 The share capital of the Company is EUR 140,000.00 (in letters: one hundred and forty thousand euros). The share capital is fully paid in cash.
- 7.2 The share capital is divided into 140,000 (in letters: one hundred and forty thousand) ordinary shares, each nominal amount of EUR 1.00 (in letters: one euro).

Article 8.

- 8.1 All shares of the Company are ordinary, registered and issued in dematerialized form.
- 8.2 The shares are kept in the computer system of the Central Depository and Clearing Company Inc. (hereinafter: CDCC) and in accordance with the positive regulations of the Republic of Croatia.
- 8.3 The Company may issue other classes and types of shares in accordance with the provisions of this Articles of Association, the Companies Act and other regulations governing the manner of issuing securities.

Article 9.

- 9.1 A shareholder of the Company is anyone who is registered with the CDCC as a shareholder Company
- 9.2 Shares grant their holder the right to vote at the General Assembly of the Company, the right to dividends and other rights stipulated by this Statute and regulations of the Republic of Croatia.
- 9.3 The change in ownership of the Company's shares is recorded by registering in the electronic records of the CDCC information system.

YOU. COMPANY BODIES

- 10.1. The bodies of the Society are:
 - 1 Management Board;
 - 2 Supervisory Board; and
 - 3 General Assembly.

VII MANAGEMENT

Article 11

- 11.1 The activities of the Company are managed by the Management Board, consisting of at least 1 (one) to a maximum of 3 (three) members of the Management Board.
- 11.2 Members of the Management Board and the Chairman of the Management Board are appointed and recalled by the decision of the Supervisory Board.
- 11.3 In the event that the Company has more than 1 (one) member of the Management Board, one of the members of the Management Board shall be appointed as the Chairman of the Management Board.
- 11.4 The members of the Management Board shall be appointed for a period of five (five) years and may be reappointed.
- 11.5 If the Management Board consists of 1 (one) member, the member of the Management Board shall represent the Company independently. In the event that the Management Board consists of more than 1 (one) member of the Management Board, the members of the Management Board shall represent the Company together with another member of the Management Board.
- 11.6 The Management Board may give another person a written power of attorney to conclude certain types of contracts and to take other legal actions, to conclude individually established contracts and to take other legal actions. Such power of attorney is given by the

President of the Management Board, i.e. members of the Management Board (in the manner determined for the representation of the Company referred to in Article 11.5, when the Company has several members of the Management Board).

Article 12

- 12.1 The Management Board of the Company is authorized to adopt the Rules of Procedure on its work, which will determine the competences of individual members and other details on the work of the Management Board.
- 12.2 The Management Board may take decisions if the majority of its members (quorum) are present at the Board of Directors meeting.
- 12.3 Decisions of the Management Board shall be taken by a majority of the votes cast. In the case of an equal number of votes for or against a particular decision, the president's vote shall be decisive.

Article 13

- 13.1 The Management Board of the Company:
 - ❖ manages the affairs of the Company and represents the Company;
 - ❖ adopts acts and decisions in the field of activity of the Company in accordance with regulations;
 - ❖ prepare decisions and general acts the adoption of which falls within the competence of the General Assembly;
 - ❖ convenes the General Assembly in cases laid down by law and the Statute;
 - ❖ prepares and submits annual financial statements on the Company's operations for approval Supervisory Board;
 - ❖ submit to the Supervisory Board and the General Assembly a proposal for a decision on profit distribution;
 - ❖ prepare contracts concluded with the consent of the General Assembly and the Supervisory Board;
 - ❖ proposes business policy and prepares the annual and multiannual business plan and budget of the Company;
 - ❖ report regularly to the Supervisory Board in accordance with regulations;
 - ❖ makes decisions on the establishment of branches of the Company;
 - ❖ determines the organizational structure and decides on the establishment and termination of branches and representative offices of the Company;
 - ❖ decides on the taking out and granting of short-term loans and loans;
 - ❖ decides on the procurement and sale of means of work;
 - ❖ proposes the adoption of other decisions and implements decisions made by the General Assembly of the company within its competence;
 - ❖ performs other tasks and decides on other issues for which the competence of the Management Board is determined by law, this Statute or some other general act of the Company.

Article 14

- 14.1 The Management Board manages the activities of the Company at its own risk and is obliged and authorized to take all actions and make all decisions it deems necessary for the successful management of the Company's activities.
- 14.2 Management of the Company's activities means making decisions related to the implementation of business strategy, work plans and programs, activities arising from a common goal, but also any actual and legal action within the Company and in its favor.
- 14.3 In relation to the Company, members of the Management Board must comply with restrictions in performing tasks that are established within the framework of positive regulations by the Statute, decisions of the Supervisory Board and the General Assembly. Failure to comply with these restrictions is an important reason for the recall of a member of the Board of Directors.
- 14.4 Members of the Management Board are obliged to refrain from disclosing information that constitutes a trade secret of the Company or which by its nature is considered confidential and which they become aware of in the performance of their function. Persons attending meetings of the Management Board by invitation must expressly commit themselves to keeping trade secrets.

Article 15

- 15.1 The Management Board shall require the consent of the Supervisory Board to make the following decisions:
- ❖ carrying out legal transactions with the Company's shareholders or affiliates or companies (related, directly or indirectly, by owning more than half of the share capital or business assets or exercising more than half of the voting rights or appointing more than half of the members of the Management Board or other bodies of the company representing the legal person);
 - ❖ other decisions of the Management Board for which the consent of the Supervisory Board of the Company is prescribed by law, by this Statute or by the decision of the Supervisory Board.

VII SUPERVISORY BOARD

Article 16

- 16.1 The Supervisory Board consists of 3 (three) members.
- 16.2 The members of the Supervisory Board shall be elected by the General Assembly of the Company by a majority vote.
- 16.3 The term of office of the members of the Supervisory Board shall be 4 (four) years with the possibility of re-election.
- 16.4 Members of the Supervisory Board shall elect each other the President and Deputy Chairperson of the Supervisory Board. The Deputy Chairperson shall have the rights and obligations of the Chairperson only in the event that the Chairperson is prevented from performing his or her function.
- 16.5 Any member of the Supervisory Board may resign from the Company by a written statement to the Company.

Article 17

- 17.1 As a rule, the 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.
- 17.2 As a rule, 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 president of the Supervisory Board shall be the deciding vote.

Article 18

- 18.1 The Supervisory Board shall perform the following tasks:
 - ❖ appoint and recall members of the Management Board;
 - ❖ supervises the management of the Company's activities;
 - ❖ represents the Society 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;
 - ❖ instructs the auditor to review the Company's annual financial statements;
 - ❖ performs other tasks entrusted to it by law or statute.
- 18.2 The Supervisory Board may appoint committees to prepare decisions it takes and supervise their implementation in accordance with the applicable regulations.

Article 19

- 19.1 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 President. The Chairman shall determine the order of deliberations and the manner and order of voting.
- 19.2 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.
- 19.3 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 he receives a written power of attorney from the absent member of the Management Board, which can be sent by fax.
- 19.4 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.
- 19.5 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 20

- 20.1 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 21

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

IX GENERAL ASSEMBLY

Article 22

- 22.1 The General Meeting of the Company consists of shareholders of the Company.

Article 23

- 23.1 The General Assembly of the Company shall be convened by the Management Board of the Company. This does not affect the right of the Supervisory Board of the Company and other persons authorized by law and this Statute to convene the General Assembly of the Company.
- 23.2 The General Meeting of the Company is convened at least once a year, in the first 8 (eight) months of the business year (ordinary General Meeting) and whenever the interests of the Company so require (extraordinary General Meeting).
- 23.3 As a rule, the General Assembly of the Company is held at the headquarters of the Company, at a place designated by its convocation. The General Meeting may also be held outside the company's headquarters.

Article 24

- 24.1 The invitation to the General Meeting of the Company must contain:
- company name and registered office of the Company;
 - place and time of the General Assembly;
 - the proposed agenda;
 - a proposal for decisions to be taken at the General Assembly;
 - conditions for participation in the General Assembly; and
 - the deadline for holding a new General Assembly if the quorum is not met at the convened one.
- 24.2 The invitation to the General Assembly will be published in the Company's newsletter in accordance with the provisions of the law.

Article 25

- 25.1 Shareholders of the Company participate in the General Meeting of the Company in person or through proxy.
- 25.2 The Management Board of the Company may, by a special decision, enable shareholders to vote in writing or by electronic communication without participating in the General Assembly in the manner described in Article 25, paragraph 1, while respecting all legal requirements for the use of electronic communication.
- 25.3 Shareholders of the Company may participate in the General Assembly of the Company and exercise their right to vote if they inform the Company in advance of their participation in the General Assembly of the Company. The application must come to the Company at the business address at the company's headquarters specified in the invitation to the General Assembly of the Company as part of the period prescribed by law.
- 25.4 The invitation to the General Assembly of the Company will specify the conditions for applying for participation in the General Assembly of the Company.
- 25.5 Shareholders of the Company may be represented at the General Meeting of the Company by proxies on the basis of a valid written power of attorney issued by the Shareholder of the Company, i.e. a person authorised to represent on behalf of a shareholder of the Company who is a legal entity.
- 25.6 The right to vote in the General Assembly of the Company is exercised in such a way that each ordinary share of the Company in the nominal amount of EUR 1.00 (in letters: one euro) gives the right to one vote.
- 25.7 Each shareholder of the Company shall bear the costs of participation in the General Assembly of the Company, and the costs of convening and holding the General Assembly of the Company shall be borne by the Company.

Article 26

- 26.1 General Meeting of the Company:
- adopts the Statute of the Company and decides on its amendments;
 - adopt the Rules of Procedure of the General Assembly of the Company, if it deems it necessary;
 - elects and recalls members of the Supervisory Board of the Company;
 - decides on the use of the Company's profits;
 - decides on granting discharge to the members of the Management Board and Supervisory Board of the Company;
 - decides on the appointment of auditors and special auditors of the Company;
 - decides on the increase and reduction of the Share Capital of the Company;

- decides on statute changes of the Company;
- decides on the dissolution of the Company;
- decides on other issues in accordance with the law or this Statute.

Article 27

- 27.1 In order to maintain and make a valid decision at the General Assembly of the Company, it is necessary that more than 50% (in words: fifty percent) of the nominal amount of the Share Capital of the Company be represented at the General Assembly.
- 27.2 When convening the General Assembly of the Company, it is necessary to determine when the next General Assembly of the Company will be held if there is no quorum specified by this Statute on the convened one. Decisions made at the next General Assembly of the Company shall apply regardless of the number of shareholders of the Company represented at it.
- 27.3 At the General Assembly of the Company, decisions are made by a majority of votes cast, unless a larger majority is prescribed by law or by this Statute.
- 27.4 Decisions on the increase and reduction of the Company's share capital, status changes of the Company (division, acquisition, merger), termination and liquidation of the Company, as well as amendments to this Statute, are made by votes representing at least three quarters of the share capital represented at the General Assembly when making a decision.

Article 28

- 28.1 The General Assembly of the Company is chaired by the President of the Supervisory Board of the Company, who may authorize another person by a special written power of attorney or a statement on the minutes of the General Assembly of the Company. If the Chairman of the Supervisory Board is prevented from presiding over the General Assembly of the Company and has not authorized another person for this purpose, the General Assembly shall be chaired by the Deputy Chairman of the Supervisory Board of the Company.
- 28.2 The President of the General Assembly of the Society presides over the General Assembly of the Society, manages its work and signs the decisions of the General Assembly of the Society.

X ANNUAL FINANCIAL STATEMENT AND PROFIT USE

Article 29

- 29.1 The business year of the Company is the calendar year.
- 29.2 The annual financial statements are prepared and ratified by the Management Board in accordance with accounting regulations, with the consent of the Supervisory Board. The financial statements thus determined will be submitted to shareholders at the General Meeting of the Company.
- 29.3 The Management Board is obliged to submit to the Supervisory Board without delay the annual financial statements and the report on the state of the Company after their compilation.
- 29.4 By submitting annual financial statements, the Management Board is obliged to present to the Supervisory Board a proposal for a decision on the use of profits that it wishes to propose to the General Assembly for adoption.

Article 30

- 30.1 The General Assembly of the Company decides on the use of the Company's profit, in accordance with this Statute and regulations, after the Management Board and the Supervisory Board have determined the annual financial statements of the Company.
- 30.1 The General Meeting of the Company may decide on the payment of profits (dividends) to shareholders of the Company in kind and/or rights.
- 30.2 The Management Board may, with the prior written consent of the Supervisory Board of the Company, after the end of the business year, pay the shareholders of the Company an advance on dividends from the foreseeable part of the Company's net profit under the conditions laid down in the regulations.

Article 31

- 31.1 The Company is obliged to use the net profit generated in the business year for purposes in the following order:
 - 1 to cover losses caused by previous years,
 - 2 to enter the legal reserves,
 - 3 to enter reserves for own shares if the Company has acquired them or intends to acquire them,
 - 4 to enter the legal reserves if the Company has them.
- 31.2 The General Assembly of the Company may decide that the profits are used for distribution to the Shareholders of the Company and for other purposes.
- 31.3 Shareholders have the right to distribute profits, unless the decision of the General Assembly of the Company in accordance with the law and this Articles of Association stipulates that the profit is used for the purposes referred to in points 31.1 and 31.2 of this Article or that it is not distributed to the shareholders of the Company (retained earnings).

XI TRADE SECRET

Article 32

- 32.1 All documents, data and documentation related to the Company's activities or the work of employees whose disclosure to unauthorized persons would be contrary to the interests of the Company are considered a business secret of the Company.
- 32.2 Trade secrets are also information and documents that the Management Board declares to be trade secrets and which the body discloses to the Company as confidential.

XII ANNOUNCEMENTS AND COMMUNICATIONS

Article 33

- 33.1 Data, announcements and notices of the Company are published on the website of the court register.

XIII TRANSITIONAL AND FINAL PROVISIONS

Article 34

- 34.1 The original of the Company's Statute and its amendments and/or additions are kept by the Company.
- 34.2 This Statute shall enter into force on the day of entry into the court register.