

## **PROPOSED DECISION ON THE ADOPTION OF THE ANNUAL REPORT OF THE BOARD OF DIRECTORS ON THE CONDITION AND OPERATIONS OF THE COMPANY**

Pursuant to Article 329 of the Law on Companies ("Official Gazette of the RS", Nos. 36/2011, 99/2011, 83/2014 – other law, 5/2015, 44/2018, 95/2018, 91/2019, 109/2021, and 19/2025) (hereinafter: the **Law**), and based on the proposal of the Board of Directors of the company FINTEL ENERGIJA AD BEOGRAD, registration number: 20305266 (hereinafter: the **"Company"**), the General Assembly of the Company, at its regular session held on June 10, 2025, hereby adopts the following:

### **DECISION ON THE ADOPTION OF THE ANNUAL REPORT OF THE BOARD OF DIRECTORS ON THE CONDITION AND OPERATIONS OF THE COMPANY**

#### **1.**

The Annual Report of the Board of Directors on the condition and operations of the Company is hereby adopted as presented in the attached material, which forms an integral part of this Decision.

#### **Explanation**

This Decision has been adopted based on the provisions of applicable regulations.

### **ATTACHMENT TO THE DECISION ON THE ADOPTION OF THE ANNUAL REPORT OF THE BOARD OF DIRECTORS ON THE CONDITION AND OPERATIONS OF THE COMPANY**

#### **I. Report on the activities of the Board of Directors between two annual sessions of the General Assembly**

Between two regular annual sessions of the General Assembly, the Board of Directors held a total of three meetings, at which it considered and decided on matters within its competence related to the Company's operations:

- **Meeting held on November 29, 2024**
  - Convening an extraordinary session of the General Assembly of Shareholders
- **Meeting held on April 24, 2025**
  - Approval of the consolidated and stand-alone financial statements for 2024
- **Meeting held on May 7, 2025**
  - Convening the regular session of the General Assembly of Shareholders

#### **II. Report on the adequacy of the composition and number of members of the Board of Directors in accordance with Article 412 of the applicable Law on Companies**

During the period between two annual General Assembly sessions, the Board of Directors has operated in compliance with applicable regulations, with a sufficient number of members and in an appropriate composition in terms of qualifications. The Board of Directors comprises four

members: one is the executive director and an employee of the Company; one is a non-executive director and the Chairman of the Board of Directors; and two are independent members. All members possess higher education degrees and many years of management experience.

### **III. Report on contracts concluded between the Company and its directors**

The Company has concluded an employment agreement with the member of the Board of Directors who is also the executive director and legal representative of the Company. The agreement, approved by the General Assembly at its extraordinary session held on March 28, 2018, was concluded for the duration of his mandate as legal representative and provides for remuneration in accordance with the employment contract.

The Company has also concluded mutual rights and obligations agreements with the non-executive members of the Board of Directors. These contracts were approved by the General Assembly at its extraordinary session held on April 18, 2023, and provide for remuneration in accordance with their respective terms.

### **IV. Report on compliance of the Company's operations with the law and other regulations**

No irregularities or non-compliance were identified in the Company's operations during 2024. Based on the information available to the Board of Directors, the Company's operations are fully aligned with the applicable laws, other relevant regulations, and internal corporate acts.

### **V. Report on accounting and financial reporting practices of the Company and its affiliated companies, and on the qualification and independence of the auditor in relation to the Company**

The accounting and financial reporting practices applied by the Company and its affiliated entities are fully in line with applicable legal regulations, internal acts, and international standards. The auditor that conducted the audit of the Company's financial statements, including the consolidated financial statements for 2024, is **Ernst & Young d.o.o. Beograd**, located at Vladimira Popovića 8a, Belgrade. The auditor is both independent and qualified, registered in the official auditors' register of the Republic of Serbia. To the best knowledge and belief of the Board of Directors, the audit was conducted diligently, professionally, and in accordance with the relevant regulations and applicable standards.

FINTEL ENERGIJA AD BEOGRAD

---

Tiziano Giovannetti, President of the  
General Assembly