

FINTEL ENERGIJA AD BEOGRAD

STANDALONE REPORT ON REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS FOR YEAR ENDED 31th of DECEMBER 2024

CONTENT

INDEPENDENT AUDITOR'S REPORT

CONSOLIDATED ANNUAL REPORT ON REMUNERATION OF THE MANAGMENT BODIES OF THE JOINT STOCK COMPANY FINTEL ENERGIJA AD BEOGRAD FOR THE YEAR ENDED DECEMBER 31,2024

*This is English translation of the Report
originally issued in Serbian language
(For management purposes only)*

INDEPENDENT PRACTITIONER'S ASSURANCE REPORT

To the shareholders of the FINTEL ENERGIJA AD BEOGRAD:

This report is intended for the shareholders of parent company **FINTEL ENERGIJA AD BEOGRAD** (hereinafter "the Company") for the purpose of reporting on the remunerations of its board of directors for the year ended **31st December 2024** in accordance with the Company Law of the Republic of Serbia (Official Gazette of the Republic of Serbia No 36/2011, 99/2011, 83/2014, 5/2015, 44/2018, 95/2018, 91/2019, 109/2021, 19/2025) (hereafter "the Company Law of the Republic of Serbia" or "the Company Law").

Underlying Subject Matter and Applicable Criteria

The assurance engagement relates to the report on standalone remunerations report of the Company's executive board of directors prepared as of 31st December 2024 and for the year then ended in accordance with the requirements prescribed in the Company Law of the Republic of Serbia, section 7.7 *Remuneration in Public Corporations*, paragraph 463b Remuneration Report (hereafter "the Company Law requirements").

Responsible Party's Responsibilities

The Company's management is responsible for the preparation of the report on remuneration to the board of directors in accordance with the Company Law requirements. Furthermore, the Company's management is responsible for internal controls being designed and implemented to prevent the report on remuneration to the board of directors from being materially misstated.

In addition, the Company's management is responsible for ensuring that the documentation provided to the practitioner is complete and accurate. The Company's management is also responsible for maintaining the internal control system that reasonably ensures that the documentation described above is free from material misstatements, whether due to fraud or error.

Practitioner's Responsibilities

Our responsibility is to express an opinion on the presentation of the Subject Matter based on the evidence we have obtained.

We conducted our assurance engagement in accordance with the Company Law, and in accordance with the International Standards for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information (ISAE 3000). These regulations require that we plan and perform our engagement to obtain reasonable assurance about the fulfillment of the remuneration to the board of directors reporting requirements. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

EY Independence and Quality Control

We have maintained our independence and confirm that we have met the requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, and we have the required competencies and experience to conduct this assurance engagement.

EY also applies International Standard on Quality Management (ISQM) 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Description of procedures performed

The procedures selected depend on the practitioner's judgment. Accordingly, the level of assurance obtained in a limited assurance engagement is substantially lower than the level of assurance that would have been obtained had a reasonable assurance engagement been performed. Our procedures are designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required for a reasonable assurance engagement. The procedures include, in particular, inquiry of the personnel responsible for financial reporting and risk management and additional procedures aimed at obtaining evidence about the fulfillment of remuneration to the board of directors reporting requirements.

In respect of the subject matter mentioned above, we have performed mainly the following procedures:

- Walkthrough of the process of reporting on remuneration to the board of directors to gain an understanding of implemented procedures and controls.
- Testing of the operating effectiveness of relevant controls over the reporting on remuneration to the board of directors.
- Obtain an understanding of relevant IT processes and test design and operating effectiveness of controls over IT systems used for processing and recording data underlying reporting on remuneration to the board of directors.
- Inspection of documentation related to sample of remunerations to the board of directors during the period from 1st January 2024 to 31st December 2024. Documentation includes remuneration policies, contracts, payroll slips, bank statements, posting orders, strategy documents etc. as specifically detailed in paragraph 463b of the Company Law of the Republic of Serbia.

We also performed such other procedures as we considered necessary in the circumstances.



Opinion

In our opinion, the company has complied, in all material respects, with reporting requirements in the annual remuneration report prepared for the year ended 31st December, 2024 in accordance with the Company Law of the Republic of Serbia.

Belgrade, 20th May 2025

Danijela Mirković
Authorized Auditor
For Ernst & Young d.o.o. Beograd

STANDALONE REPORT ON REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS FOR 2024

The standalone report on the remuneration of management bodies covers the parent company Fintel Energija AD Beograd, which, together with twenty subsidiaries, forms the Fintel Group. The subsidiaries do not include any publicly listed joint-stock companies.

1. REMUNERATION POLICY

This Standalone Report on the Remuneration of Members of the Board of Directors of the publicly listed joint-stock company FINTEL ENERGIJA AD BEOGRAD, with its registered office at Masarikova 5, 21st floor, Belgrade – Vračar, Company Registration Number: 20305266, Tax ID: 105058839 (the "Company"), has been prepared by the Company's Board of Directors in accordance with the Company's Remuneration Policy ("Remuneration Policy"), which is published and publicly available on the Company's website. The Remuneration Policy was adopted at the Shareholders' Assembly held on April 18th, 2023, i.e. the amendments to the Remuneration Policy dated November 18th, 2022 were adopted. The Policy stipulates that the remuneration of non-executive directors shall not be fixed but variable. According to the Remuneration Policy, it was decided that the Company shall enter into an employment contract with the executive director, while for non-executive directors, no employment contracts shall be concluded—instead, engagement contracts or contracts on mutual rights and obligations between the directors and the Company shall be signed. Remuneration to both executive and non-executive directors for the entire year 2024 was paid based on the Remuneration Policy dated April 18th, 2023.

The Board of Directors (the "Board"), as the governing and management body of the Company, plays a key role in promoting the long-term success of the Company's operations, and the Remuneration Policy has been established in line with the Company's long-term objectives, business strategy, and other core values.

In 2024, the Board of Directors of the Company consisted of four (4) members – directors, of whom one (1) member is the Executive Director ("Executive Director"), employed by the Company, and three (3) members are Non-Executive Directors of the Company ("Non-Executive Directors"), who are not employed by the Company. One Non-Executive Director is also independent of the Company ("Independent Director").

1. REMUNERATION POLICY (continued)

Overview of Board Members

Full Name	Position	Company Employing the Member	Remuneration Arrangement
Tiziano Giovannetti	Executive Director	Fintel Energija AD Beograd - part-time MK-Fintel Wind AD Beograd - part-time	Employment contract
Claudio Nardone	Chairman of the Board	/	Agreement on mutual rights and obligations between the director and the Company
Tamara Mlađenović	Non-Executive Director	/	Agreement on mutual rights and obligations between the director and the Company
Giulio Moreno	Non-Executive Director	/	Agreement on mutual rights and obligations between the director and the Company

1. REMUNERATION POLICY (continued)

Remuneration of the Executive Director

The gross amount of the executive director's base salary was, until April 15th, 2024, set at EUR 230.00 (gross I), payable in RSD at the middle exchange rate of the National Bank of Serbia (NBS) on the date of payment. For the period from April 16th, 2024, to December 31st, 2024, the base salary was set at EUR 275.00 (gross I), also payable in RSD at the NBS middle exchange rate on the date of payment.

The director is entitled to reimbursement of expenses, salary compensation, and other benefits in accordance with the law and the employer's Work Rulebook.

Remuneration of the Non-Executive Directors

Non-executive directors are paid a fee of EUR 750 per Board meeting if the director was physically present, or EUR 250 if the director participated in the meeting in writing or via electronic means, telephone, telegraph, fax, or by using other audio-visual communication tools, with the total annual remuneration not exceeding EUR 3,000.

2. OVERVIEW OF REMUNERATION PAYMENTS

In the course of paying any portion of remuneration to members of the Board of Directors during the previous year 2024, the Company did not deviate from the applicable Remuneration Policy adopted at the Shareholders' Assembly on April 18th, 2023.

In accordance with the stated Remuneration Policy and the decisions made pursuant to it, remuneration to members of the Board of Directors in 2024 was paid exclusively as monetary payment. There were no other forms of remuneration during the specified period. All amounts are presented in Serbian dinars (RSD).

The following overview presents a comparative summary of annual net remuneration paid to members of the Board of Directors in 2023 and 2024, within the individual entity Fintel Energija AD Belgrade.

Full Name	Position	Type of Remuneration	2023 (RSD) – Net Remuneration	2024 (RSD) – Net Remuneration
Tiziano Giovannetti	Executive Director	Fixed	284.586,99	333.124
Claudio Nardone	Chairman of the Board	Variable	117.274,50	117.007,35
Tamara Mladenović	Non-Executive Director	Variable	351.823,50	351.041,78
Giulio Moreno	Non-Executive Director	Variable	-	117.007,35
Jovan Purar (until November 3rd, 2023)	Non-Executive Director	Variable	-	-

The Company did not pay remuneration to non-executive members of the Board of Directors, Giulio Moreno and Jovan Purar, in 2023, as they did not attend any Board meetings. Jovan Purar held the position of director until November 3rd, 2023, and therefore was not entitled to remuneration after that date.

Affiliated companies operating within the same Group did not pay, nor did they undertake any obligation to pay, remuneration in connection with the duties performed by the non-executive directors on the Company's Board of Directors.

2. OVERVIEW OF REMUNERATION PAYMENTS (continued)

The following affiliated companies, operating within the same Group, have undertaken to pay the Executive Director (Tiziano Giovannetti) the following amounts based on contracts regulating the rights and obligations of the director. The net salaries have not yet been paid, while taxes and social contributions have been settled. All legal entities, unless otherwise indicated, are consolidated at the level of the Fintel Energija AD Belgrade Group.

Legal Entity	Gross Remuneration (2023)	Paid Taxes and Contributions (2023)	Gross Remuneration (2024)	Paid Taxes and Contributions (2024)
Vetropark Lipar d.o.o.	74.074,07	26.074,07	74.074,07	26.074,07
Vetropark Lipar 2 d.o.o.	74.074,07	26.074,07	74.074,07	26.074,07
Agrosolar d.o.o. – affiliated entity	74.074,07	26.074,07	74.074,07	26.074,07
Fintel Energija development d.o.o	381.481,44	134.281,44	381.481,44	134.281,44
Project Torak d.o.o.	74.074,07	26.074,07	74.074,07	26.074,07
Viafast	74.074,07	26.074,07	74.074,07	26.074,07
Vetropark Maestrle Ring – affiliated entity	74.074,07	26.074,07	74.074,07	26.074,07
Staklenik jedan d.o.o.	74.074,07	26.074,07	74.074,07	26.074,07
Staklenik dva d.o.o.	74.074,07	26.074,07	74.074,07	26.074,07
Staklenik tri d.o.o.	74.074,07	26.074,07	74.074,07	26.074,07
Staklenik četiri d.o.o.	74.074,07	26.074,07	74.074,07	26.074,07
Staklenik pet d.o.o.	74.074,07	26.074,07	74.074,07	26.074,07
Staklenik Šest d.o.o.	-	-	74.074,07	26.074,07

2. OVERVIEW OF REMUNERATION PAYMENTS (continued)

The following affiliated companies, operating within the same Group, undertook to pay the Executive Director (Tiziano Giovannetti) the following amounts based on contracts governing the rights and obligations of the director. These obligations have been fully paid.

Legal Entity	Gross Remuneration (2023)	Paid Taxes and Contributions (2023)	Gross Remuneration (2024)	Paid Taxes and Contributions (2024)
Vetropark Kula d.o.o.	74.074,07	26.074,07	74.074,07	26.074,07
Energobalkan d.o.o.	75.000,00	26.400,00	74.074,07	26.074,07
Vetropark Torak d.o.o.	75.000,00	26.400,00	74.074,07	26.074,07
MK Fintel Wind Development d.o.o.	75.000,00	26.400,00	74.074,07	26.074,07
MK Fintel Wind Holding d.o.o.	75.000,00	26.400,00	74.074,07	26.074,07
Vetropark Ram d.o.o.	75.000,00	26.400,00	74.074,07	26.074,07

The following affiliated companies, operating within the same Group, undertook to pay the Executive Director (Tiziano Giovannetti) the following amounts based on employment contracts. These obligations have been fully settled.

Legal Entity	Gross Remuneration (2023)	Paid Taxes and Contributions (2023)	Gross Remuneration (2024)	Paid Taxes and Contributions (2024)
MK-Fintel Wind AD	728.390	195.795	485.889,05	175.256,85

To the affiliated company Fintel Energia SPA Italy, whose ultimate beneficial owner is the Executive Director Tiziano Giovannetti, the Company paid – or undertook to pay – the following amounts in 2023 and 2024 based on a consultancy services agreement:

	Total Fee for 2023	Total Fee for 2023	Total Fee for 2024	Total Fee for 2024
Management Fee FEG	32.953.532,91	11.996.345,30	11.971.514,24	11.971.514,24

All of the above amounts are expressed in RSD.

This version of the financial report is a translation from the original, which was prepared in the Serbian language. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of the report takes precedence over this translation

2. OVERVIEW OF REMUNERATION PAYMENTS (continued)

The Company has not undertaken any obligation to pay remuneration to members of the Board of Directors in the event of early termination of their mandate or upon the expiration of the mandate.

The Company has neither granted nor undertaken to grant shares or warrants to the members of the Board of Directors.

The Company has not requested the return of any variable remuneration.

3. ANALYSIS OF GROUP PERFORMANCE AND AVERAGE NET SALARY

An overview was conducted of the individual business performance of Fintel Energija AD Beograd for the period from 2020 to 2024, along with an analysis of the Company's achieved results during the same period. In addition, an analysis was carried out on the trends in the average net salaries of employees in the Company for the period 2020-2024.

The average net salary of all full-time employees (excluding directors) was calculated by dividing the total net salary for each year by the total number of full-time employees. The relevant data is presented in the following table.

			in RSD thousands	
Year	Operating Revenue	Net Result	Net Remuneration to Board Members (Fintel Energija AD only)	Average Net Sala
2020	-	-	-	1.632
2021	-	1.659	-	1.639
2022	223	7.626	253	1.851
2023	1.786	249.982	754	1.972
2024	13.938	274.636	918	2.089

This version of the financial report is a translation from the original, which was prepared in the Serbian language. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of the report takes precedence over this translation

4. FINAL PROVISIONS

This Individual Remuneration Report is subject to audit.

The Individual Remuneration Report, together with the auditor's report, is submitted to the Shareholders' Assembly of the Company for consideration at the regular session of the Assembly.

Once adopted by the Shareholders' Assembly, this Individual Remuneration Report will be published and made publicly available on the Company's website.

Belgrade, 20th May 2025

Chairman of the Board of Directors: