

No.: NO-XX-X-2026
Koprivnica, 28 April 2026

Pursuant to Article 247a, paragraph 1 of the Companies Act (Official Gazette 111/1993, 34/1999, 121/1999, 52/2000, 118/2003, 107/2007, 146/2008, 137/2009, 111/2012, 125/2011, 68/2013, 110/2015, 40/2019 and 34/2022, hereinafter: **the Act**), Article 27 of the Articles of Association of PODRAVKA Inc., with its registered office in Koprivnica, Ante Starčevića 32, OIB: 18928523252 (hereinafter: **PODRAVKA Inc.** or **the Company**) and Article 4 of the Rules of Procedure of the Supervisory Board of PODRAVKA Inc., the Supervisory Board of PODRAVKA Inc. at its 97th session held on 28 April 2026, adopted the following:

REMUNERATION POLICY

1. INTRODUCTION

PODRAVKA prehrambena industrija Inc., with its registered office in Koprivnica, is a joint-stock company whose shares are listed on the Zagreb Stock Exchange in the most demanding trading segment, the Prime Market. PODRAVKA Inc. has invested capital in other companies in the country and abroad and, pursuant to Article 11 of its Articles of Association, together with them forms a corporate group. PODRAVKA Inc. has invested capital in three companies in the country, including Belupo Inc. Koprivnica, through which it has invested capital in the pharmaceutical industry (thereby indirectly exercising influence over Belupo Inc.'s subsidiaries), and Podravka Agri Ltd. Osijek, through which it has invested capital in agriculture (and indirectly exercises influence over Podravka Agri Ltd.'s subsidiaries). In addition to domestic investments, PODRAVKA Inc. owns two manufacturing companies in the food industry abroad (Žito Ltd. Ljubljana, Republic of Slovenia, and Lagris Luhachovice in the Czech Republic), as well as 18 trading companies abroad through which it distributes its products. Together with all subsidiaries, PODRAVKA Inc. forms the Podravka Group, where internal relations within the group are decided by the Management Board of PODRAVKA Inc. pursuant to the Articles of Association.

Overall, the Podravka Group operates in three business segments: Food, consisting of PODRAVKA Inc. itself and its manufacturing and trading companies in the country and abroad in the food processing industry, Pharmaceuticals, consisting of Belupo Inc. and its subsidiaries, and Agriculture, consisting of Podravka Agri Ltd. and its subsidiaries.

The Rules of Procedure of the Management Board, subject to the approval of the Supervisory Board, determine the division of duties and responsibilities among individual Management Board members. This means that the President of the Management Board and certain members of the Management Board of PODRAVKA Inc., in addition to responsibility for PODRAVKA Inc., are also responsible for the operations of the Podravka Group as a whole, while some Management Board members are responsible only for PODRAVKA Inc. and the Food business unit.

The number of members and the complexity of the Podravka Group require the establishment of a competitive remuneration policy that correlates with the level of responsibility, knowledge, skills, and experience required for managing PODRAVKA Inc., as well as for managing and coordinating subsidiaries across three different business segments, i.e., three different industries.

The number of Podravka Group members, the number of industries in which the Group operates, and the number of markets in which sales are generated make the Podravka Group one of the most complex business groups in the Republic of Croatia.

The Remuneration policy is intended to attract and retain high-quality experts who will achieve the Company's strategic goals, as well as those of the entire Group, by aligning the interests of shareholders and other key

stakeholders. The activities of the Management Board members must be directed toward achieving strategic and business goals that improve the Company and the Podravka Group and protect and ensure its long-term sustainable value. PODRAVKA Inc., together with all subsidiaries comprising the Podravka Group, operates according to the principles of sustainable business, is an employer with high standards of corporate governance, and is a responsible member of the business community.

The total remuneration of Management Board members is designed to ensure competitiveness and encourage attraction and interest in the position of Management Board member of the highly qualified professionals with the necessary abilities, skills, and experience.

Accordingly, the total remuneration of Management Board members is related to their duties within the Company, duties and responsibilities related to managing the Food business unit, and duties and responsibilities related to managing the Podravka Group as a whole. The total remuneration of Management Board members is therefore linked to and arises from the complexity of operations, both of the Company itself and of managing and coordinating the Podravka Group, which operates in different industries.

Additionally, the total remuneration reflects the implementation of strategic goals that improve and maintain the operations of both the Company itself and subsidiaries within the Podravka Group, and the creation of sustainable long-term value. Achievements of short-term and long-term business plans are monitored and rewarded through business results and the development of the Company and companies within the Podravka Group, as well as achievements in corporate social responsibility.

The Company's Management Board may establish the principles set out in this Remuneration Policy in relation to variable remuneration also for Company's management levels below the Management Board, under the supervision of and in compliance with the recommendations of the Remuneration Committee and the Supervisory Board.

2. FIXED AND VARIABLE COMPONENTS OF REMUNERATION AND THEIR PROPORTIONS IN TOTAL REMUNERATION

The remuneration of Management Board members consists of:

- fixed remuneration;
- variable remuneration, and
- other benefits.

The Remuneration Policy aims to ensure a competitive level of remuneration in all elements. For this purpose, the remuneration levels of companies of similar size, complexity, and industry in which the Company and the Podravka Group as a whole operate are used as a benchmark.

The Supervisory Board is authorized to decide on the sample of companies forming the reference benchmark against which the competitiveness of Management Board members' remuneration is determined. The competitiveness of Management Board members' remuneration in relation to the reference benchmark is determined once per year.

2.1. Fixed remuneration

The fixed remuneration of Management Board members consists of a monthly salary expressed as a gross amount, contributions to a voluntary pension fund, and other remuneration.

The monthly salary of Management Board members consists of remuneration reflecting the area of their responsibility and authority within the Company, i.e., responsibilities and authority at the Podravka Group level, determined as an absolute gross amount in accordance with the remuneration of comparable companies from the reference benchmark and aligned with the remuneration policy at levels below the Management Board.

Management Board members are also entitled to a contractually determined monthly gross amount which the Company may pay into a voluntary pension fund chosen by them or pay as an addition to the monthly salary, in accordance with the decision of the Management Board member.

Other remuneration includes the right of Management Board members to a one-off salary supplement per day of annual leave for the calendar year, a jubilee award and a Christmas gift for children, all in the amount determined by the Collective Agreement of the Podravka Group.

2.2. Variable remuneration

Variable remuneration consists of the Annual bonus and the Long-Term Share Award Program.

Variable remuneration is conditioned by payment criteria in such a way that business results achieving profitable, responsible, and sustainable development of the Company and the Podravka Group are rewarded. Together with fixed remuneration, it serves as an incentive for the Management Board to conduct the Company's and the Podravka Group's operations responsibly, with the aim of ensuring continued sustainable and innovative development and the creation of new value.

For each business year, the Supervisory Board determines whether the contractually established criteria for payment of the variable part of remuneration have been fulfilled, based on the Podravka Group Business Plan. The analysis of whether these criteria have been met and the preparation of the proposed decision is entrusted by the Supervisory Board to the Remuneration Committee.

The decision on fulfilment of the criteria for payment of variable remuneration and the entitlement to variable remuneration is made by the Supervisory Board of the Company on the basis of the annual audited financial statements of the Podravka Group.

2.2.1. Annual bonus

The amount of variable remuneration in the form of bonus pay depends on the achievement of predefined goals during the business year, expressed through contractually determined performance indicators measuring overall success and sustainability in operations, and may amount to up to 100% of the annual gross salary.

2.2.1.1. Criteria for payment of the Annual bonus

The Annual bonus is based on the achievement of business performance criteria, which include financial performance criteria, criteria related to sustainable development and criteria related to the achievement of specific strategic goals, arising from the Podravka Group Business Plan for each business year and determined by the service agreement, employment contract, and the decisions of the Supervisory Board. Performance indicators used account for 100% of the basis for calculating the Annual bonus.

In exceptional business circumstances exceeding regular business frameworks, or in the event of extraordinary business results, the Supervisory Board may decide on an additional payment to the achieved Annual bonus for Management Board members of up to five monthly salaries. Extraordinary business circumstances or extraordinary business results include business events such as acquisitions, achievement of financial results significantly above those planned in the annual business plan, achievement of business plans under conditions of exceptional deterioration of the business environment that could not have been foreseen, or achievement of business results or business events which the Supervisory Board assesses as a particularly significant contribution to the development and growth of the Company and the Podravka Group or its market position. The Supervisory Board is authorized to decide on the method of payment of this supplement, which may be in cash or shares.

2.2.1.2. Method and time of payment of the Annual bonus

The Company shall pay the Annual bonus in cash within 30 days from the decision of the Supervisory Board determining the amount of the Annual bonus. The Supervisory Board shall make this decision within 30 days from the date on which it gives approval to the annual consolidated and audited financial statements of the Company and the Podravka Group for the relevant year for which the Annual bonus is to be paid.

From the gross amount of the Annual bonus, the Company shall calculate and pay all legally prescribed duties and pay the remaining net amount of the Annual bonus.

2.2.2. Long-Term Share Award Program

The part of remuneration that may be achieved through the award of Company shares under prescribed conditions directly encourages motivation for achieving not only the short-term but also the long-term goals of the Company, as well as the implementation of the strategy of profitable growth and sustainable business development defined by the Podravka Group Strategic Plan for 2025-2030, since this affects the maintenance and growth of the share price, the value of the Company for shareholders, employees, and other stakeholders, as well as the Company's social responsibility.

The Long-Term Share Award Program applies for the duration of the contracts with Management Board members and depends on the fulfilment of long-term business performance indicators of the Company and any discretionary decision of the Company's Supervisory Board.

2.2.2.1. Criteria for the award of Company shares in accordance with the Long-Term Share Award Program

The award of Company shares is based on the achievement of long-term business performance indicators, and the number of shares awarded to Management Board members depends on the fulfilment of these indicators.

A Management Board member is entitled to the award of shares if their term has lasted two years or more.

A Management Board member is entitled to the award of shares if they have acquired the right to payment of the Annual bonus.

The total number of shares to which a Management Board member is entitled for an individual business year is determined by multiplying a certain number of monthly salaries, determined by the service agreement and employment contract, by the amount of the monthly salary expressed as a gross amount, and then dividing that amount by the Company's share price. The Company's share price is calculated as the average price achieved on the Zagreb Stock Exchange during the 6 months preceding the date of the Supervisory Board's decision on the total number of shares to which the Management Board member is entitled.

Together with the decision on the amount of the Annual bonus, the Company's Supervisory Board shall also adopt a decision on the total number of shares to which the Management Board member is entitled for the business year for which the Annual bonus is determined, together with the schedule for their allocation.

2.2.2.2. Method and time of Company share allocation in accordance with the Long-Term Share Award Program

The Supervisory Board shall determine the schedule for the allocation of the total number of Company shares to which a Management Board member is entitled for an individual business year in such a way that 50% of the total number of shares for the relevant year shall be allocated to the Management Board member within 30 days from the decision of the Supervisory Board determining the amount of the Annual bonus for the relevant business year.

The right of the Management Board member to the allocation of the remaining 50% of shares shall depend on the fulfilment of long-term business performance indicators and any discretionary decision of the Supervisory

Board, the fulfilment of which shall be determined by the Supervisory Board after three and five years from the year of commencement of the term of the Management Board as a whole.

2.2.3. Restrictions, deferral of payment, and return of variable remuneration

A Management Board member is not obliged to retain the Company's shares after acquiring them, but may not dispose of them in any way until two years have passed from the date on which the individual shares were allocated.

If a Management Board member breaches the obligation to comply with the prohibition of competition or the obligation to maintain business secret, or if the term of the Management Board member ends due to their culpable conduct, they shall not be entitled to variable remuneration that had not been paid by the date of termination of the mandate.

In the event that it is determined that the financial results on the basis of which Company shares were allocated were incorrectly presented, or culpable conduct is established due to which a restatement of financial statements must be made, the Company has the right, in addition to the right to compensation for damages caused, to require the Management Board member to return the acquired shares within two years from the date of their allocation.

2.3. Other benefits

In addition to fixed and variable remuneration, Management Board members are also entitled to other benefits.

This type of remuneration contributes to more efficient and simpler business operations of the Company, encourages the development of professional skills and further education of Management Board members, and provides them with additional personal development, security, and stability.

Management Board members are entitled to the use of a company vehicle for both business and private purposes, with all maintenance and usage costs borne by the Company.

The Company concludes life insurance contracts for Management Board members with a savings component and the possibility of taking over the life insurance policy after termination of employment with the Company, whereby the rights arising from the policy belong to the Management Board member, who then independently continues paying the premiums. The President of the Management Board and a Management Board member may waive the conclusion of a life insurance contract or payment into an existing policy, in which case the Company shall make a one-off annual payment of the agreed amount to the President of the Management Board or the Management Board member. In addition, the Company concludes accident insurance contracts and D&O insurance policies for Management Board members, for which the Company pays the insurance premiums. Furthermore, the Company promotes the health protection of Management Board members through regular medical check-ups in reputable institutions and by arranging supplementary and additional health insurance policies.

2.4. Maximum amount of remuneration of the President of the Management Board and Management Board members

The total remuneration of the President of the Management Board or a Management Board member for an individual year may amount to a maximum equal to the total fixed annual salary of the President of the Management Board or the individual Management Board member plus the Annual bonus, which may amount to a maximum equal to the annual fixed salary, participation in the Long-Term Share Award Program, whereby the number of salaries taken into account for the allocation of shares for an individual year may amount to a maximum of 12 monthly salaries, and other benefits, which for an individual year may amount to a maximum of two monthly salaries of the President of the Management Board or the individual Management Board member. An additional payment to the Annual bonus due to extraordinary business circumstances or extraordinary results, based on the discretionary decision of the Supervisory Board, may amount to a maximum

of five monthly salaries and may, by decision of the Supervisory Board, be paid in cash or through the allocation of shares.

The stated total remuneration of the President of the Management Board and Management Board members for an individual year does not include vested rights of the President of the Management Board or the individual Management Board member from previous periods.

3. CONTRACT WITH THE PRESIDENT AND MEMBERS OF THE MANAGEMENT BOARD

3.1. Duration and termination of the contract

Pursuant to the Company's Articles of Association, the term of Management Board members lasts for a maximum of five years. The duration of the term of each individual Management Board member is determined by the Supervisory Board through its decision, for which period the contract with the Management Board members is concluded.

The contract shall terminate upon the fulfilment of the conditions prescribed by law and the contract: expiration of the period for which it was concluded, termination by mutual rescission, or termination by notice.

Notice periods shall be determined by the service agreement of the Management Board member.

The contracts of the current President and members of the Management Board expire on 23 February 2027. The contracts of the current members of the Management Board were concluded in accordance with the provisions of the Remuneration Policy established by the Supervisory Board on 29 April 2022 and approved by the General Assembly of the Company on 14 June 2022, as well as the Decision on Amendments to the Remuneration Policy established by the Supervisory Board on 4 April 2024 and approved by the General Assembly on 16 May 2024.

3.2. Severance pay

A Management Board member whose status has ceased due to the expiration of their term of office may be offered the opportunity to remain employed by the Company in an appropriate position.

If the former Management Board member does not accept such an offer, they shall be entitled to severance pay in the amount of 8 gross fixed monthly salaries, from which amount the Company shall calculate and pay taxes and public contributions and pay the net amount. In the event of the expiration of the mandate of a Management Board member, the Company shall, in addition to severance pay, also pay the Management Board member 4 gross fixed monthly salaries, which shall also be considered compensation due to the contractual non-compete obligation.

In the event of resignation and termination of employment with the Company, a Management Board member shall be entitled to severance pay depending on the length of time served in the mandate of a Management Board member. For less than 12 months served in office, they shall be entitled to one-half of a gross salary for each month served in office. For more than 12 months served in office, they shall be entitled to 8 gross salaries, provided that the Management Board member declares that they will not become employed during the period of 6 months following the termination of employment with the Company.

If a Management Board member resigns and there exists an important reason for their dismissal, which includes serious breach of duty, inability to properly perform the Company's affairs, or a vote of no confidence at the General Assembly of the Company, the Management Board member shall not be entitled to severance pay.

In cases where the regulations and contractual provisions on dismissal of a Management Board member do not apply, and the Supervisory Board unilaterally terminates the contract, the Management Board member shall be entitled to severance pay in the amount of 12 gross salaries.

A Management Board member shall be entitled to severance pay in the amount of 3 gross salaries upon retirement.

A Management Board member shall also be entitled to severance pay in the amount of 12 gross salaries in the event of injury, disability, or illness resulting in the termination of the duties of a Management Board member.

A Management Board member shall not be entitled to severance pay if the reason for termination of the contract was culpable conduct, or dismissal for an important reason under the provisions of the Companies Act.

If, within one year from the termination of employment of the Management Board member, the Company determines that the Management Board member has breached the obligation to comply with the contractual prohibition of competition or the obligation to maintain business secret, the Company shall have the right to demand repayment of the severance pay together with default interest.

3.3. Pension and health insurance

The Company calculates and pays contributions for mandatory pension and health insurance from the fixed remuneration of Management Board members and has no obligation to purchase additional pension service for a Management Board member if, upon expiration of their mandate, they retire early.

4. EMPLOYEE REMUNERATION

Employee remuneration arises from the process of collective bargaining with representative trade unions in PODRAVKA Inc., or trade unions that are representative in individual subsidiaries of the Podravka Group. The determination of employee remuneration is based on a modern work evaluation system within a salary grade system, based on the complexity of the work performed by each employee, the skills required, and the level of knowledge necessary for carrying out specific work tasks. The level of employee remuneration, ensuring an appropriate material position for employees, and the continuous improvement of working conditions are strategic commitments of the Company and the Podravka Group, established by the medium-term business strategy of the Podravka Group, to which the Supervisory Board has given its approval. During the term of office of the Management Board, seven salary increase waves were implemented and seven amendments to the Collective Agreement were signed, resulting in an increase in the average gross salary paid and the net income of employees covered by the Collective Agreement.

The average gross salary of employees of PODRAVKA Inc. covered by the Collective Agreement increased by 64% during that period, while average net income increased by 61%. The average gross salary of employees in Belupo increased by 53%, while average net income increased by 57%.

Improving the material position of employees in accordance with the Company's results is a permanent commitment of the Company and all members of the Podravka Group.

5. CONFLICT OF INTEREST

Management Board members are bound by the provisions of the Companies Act relating to conflicts of interest.

In its operations, the Company applies the Corporate Governance Codes of the Zagreb Stock Exchange d.d. and the Croatian Financial Services Supervisory Agency (HANFA).

The Company has adopted the Podravka Group Code of Business Ethics in its operations, which also applies to Management Board members.

The contracts of Management Board members contain provisions on the prohibition of competition and contractual non-compete obligations after termination of employment.

The contracts of Management Board members contain provisions limiting the participation of Management Board members in other companies, both in terms of membership and participation in the governing bodies of other companies.

The contracts of Management Board members contain provisions on maintaining the confidentiality of business secrets.

6. ADOPTION OF THE REMUNERATION POLICY

The Remuneration Committee provides recommendations to the Supervisory Board regarding the Remuneration Policy for Management Board members at least every two years.

After consultation with the President of the Management Board, the Remuneration Committee shall each year provide recommendations to the Supervisory Board regarding the remuneration of Management Board members based on an assessment of the Company's performance, an analysis of the average remuneration of presidents of management boards of comparable companies from the defined benchmark sample, and the individual performance of each Management Board member.

The Supervisory Board considers the recommendations of the Remuneration Committee and determines the Remuneration Policy for Management Board members, which it submits to the General Assembly for approval at least every four years.

The Remuneration Committee continuously monitors the content and implementation of the Remuneration Policy and reports regularly, once a year, to the Supervisory Board. Likewise, the Remuneration Committee supervises the preparation of the prescribed mandatory annual remuneration report.

The Supervisory Board may temporarily deviate from the Remuneration Policy in all respects if this is necessary for the long-term benefit of the Company, in accordance with the procedure established by a decision of the Supervisory Board.

7. REMUNERATION OF SUPERVISORY BOARD MEMBERS

Members of the Supervisory Board receive remuneration for their work in accordance with a separate decision of the General Assembly of the Company. The amount of remuneration is determined by the General Assembly in that decision.

The Company withholds all taxes, surtaxes, contributions, and/or other duties from the gross amount of the remuneration.

In addition to remuneration for their work, the Company also pays all travel expenses incurred by Supervisory Board members as a result of their work.

8. FINAL PROVISIONS

This Remuneration Policy is established for a period of four years, from 2026 to 2029.

The Remuneration Policy shall enter into force on the date it is approved by the General Assembly of the Company.

The decision of the General Assembly and the Remuneration Policy shall be published and made available free of charge for a period of ten years, immediately after the General Assembly is held, on the Company's website.

President of the Supervisory Board:

Dubravko Štimac