

## COMPLIANCE QUESTIONNAIRE FOR ISSUERS OF SHARES

All questions contained in this questionnaire relate to the **period of one calendar year.**

The Corporate Governance Code is intended for companies with two-tier governance structure considering that such a governance structure is most common in companies whose shares are listed on the Zagreb Stock Exchange. If the issuer has a one-tier structure, the questionnaire on management practices is answered in accordance with Appendix B of the Code of Corporate Governance

Companies respond to questions from the compliance questionnaire with **YES, NO or Partially** by selecting answers from a drop-down menu for each question.

For questions where company has responded with **YES column Explanation is not filled.**

For questions where company has responded with **NO or PARTIALLY in the column Explanation it should explain why this is so**, that is:

- explain in which part it does not comply with the provisions of the Code and for what reason,
- describe the measures taken in the place of compliance with provisions of the Code in order to fulfill the objectives set out in the relevant principles of the Code
- if the company intends to comply with the provisions of the Code in the future, indicate when it will start to act accordingly.

Instructions for generating XML Schema from XLS files are published on Hanfa's website under Technical instructions and forms in section Transparency of the issuer.

Year	Institution code
2020	501

**Instructions:**

\* Year is entered without period (eg. 2019)

\* Enter the year for which data are entered in the questionnaire

CHAPTER	PROVISION	ARTICLE	QUESTION	ANSWER (Each question is answered by choosing the answer from the drop-down menu)	EXPLANATION (fulfill only for questions that were answered with "NO" or "PARTIALLY")
1	Cooperation	1	The articles of association and/or other internal acts clearly define the powers of the supervisory board and management board.	YES	
1	Cooperation	1	The articles of association and/or other internal acts are available free of charge on the website of the company.	YES	
1	Cooperation	2	The supervisory board has adopted a decision in which it stated categories of decisions and legal transactions that require prior approval by the supervisory board and those decisions about which management board must consult with the supervisory board before making a decision, and a summary thereof is available free of charge on the website of the company.	YES	
1	Cooperation	2	The articles of association and/or internal company acts provide for prior consent of the supervisory board for making important decisions that affect the strategy of the company, expenses, risk exposure and reputation.	YES	
1	Cooperation	3	The articles of association and/or internal company acts stipulate that the supervisory board and its committees have timely access to documents, premises and employees when necessary for the performance of their duties.	YES	
1	Cooperation	4	The articles of association and/or other internal company acts stipulate that the management board must report to the supervisory board at regular intervals on the operating results of the company, financial situation, substantial financial and non-financial risks and results of interaction with shareholders and other stakeholders.	YES	
1	Cooperation	5	Statutes and/or internal company documents stipulate that the president of the management board shall immediately notify the supervisory board if there is or is likely for an event to arise that has the potential to significantly affect the results, financial position or reputation of the company.	YES	
1	Rules of conduct	6	The supervisory board approved the code of conduct (or other internal act), which establishes rules of conduct to be followed by members of the management and supervisory board members, employees and others acting on behalf of the company, which also contains rules and measures to be taken in case of its violations.	YES	
1	Rules of conduct	6	Code of Conduct (or other internal act) is available free of charge on the website of the company.	YES	
2	Conflict of interest	7	For members of the management board and the supervisory board the prohibition of participation in decision-making in relation to which there are conflicts of interest is stipulated.	YES	
2	Conflict of interest	7	The supervisory board has given prior consent to the policy for managing conflicts of interest.	YES	Conflict of interest management is an integral part of the adopted Code of Conduct
2	Conflict of interest	7	The policy for managing conflicts of interest is available free of charge on the website of the company.	YES	Conflict of interest management is an integral part of the Code of Conduct and is available on the company's website
2	Conflict of interest	8	Members of the supervisory board are obliged to inform the entire supervisory board that they are in an actual or potential conflict of interest.	YES	
2	Conflict of interest	8	Management board members have a duty to inform the president of the supervisory board and other members of the management board of an actual or potential conflict of interest.	YES	
2	Conflict of interest	8	The supervisory board keeps records of all notices pertaining to conflict of interest.	YES	Please note that such circumstances did not exist.
2	Conflict of interest	9	Member of the management board or the supervisory board has an obligation to inform the President and/or Vice-President of that board if it considers that another member of management or supervisory board is in an actual or potential conflict of interest.	YES	
2	Competition ban	10	Members of the supervisory board and management do not perform activities that compete with the business of the company, are not members of the management or supervisory boards of the companies that carry out such activities nor hold more than 5% stake in such companies.	YES	
2	Competition ban	10	Members of the management board and the supervisory board who hold shares in the companies with which the company is in the competition, informed the secretary of the company of all the shares in such companies and the details of these shares are available free of charge on the website of the company.	YES	
2	Related party transactions	11	No transactions between members of the management or supervisory board and the company (or a person affiliated with any party) can not be concluded without the prior consent of the supervisory board.	YES	There were no such corporate actions
2	Related party transactions	11	The fair value of each material transaction must be confirmed by an independent expert prior to any such transaction, and his or her report has to be available free of charge on the website of the company.	YES	There was no such corporate activity. In the event of such transactions, the auditor will confirm them, and the report will be available on the Company's website free of charge.
2	Related party transactions	12	The company has adopted procedures for the approval and disclosure of transactions between members of the management or supervisory board and the company (or a person affiliated with any party).	YES	
2	Related party transactions	12	The audit committee annually assesses the effectiveness of these procedures.	YES	
3	The role of the supervisory board	13	The supervisory board is responsible for appointing and dismissing members of the management board and making recommendations for candidates for members of the supervisory board to the general meeting.	YES	
3	The role of the supervisory board	13	The supervisory board has approved formal and transparent procedure for the appointment to both management and supervisory boards.	YES	
3	The role of the supervisory board	14	The supervisory board has set as a target percentage of female members of the supervisory board and the management board, which must be achieved in the next five years and adopted a plan for the implementation of this goal. Percentage on target and plan were published in the annual report.	NO	The Supervisory Board has not formally set a target percentage of female members of the Supervisory Board and the Management Board, however, all international and national standards on gender representation and equality are directly implemented. Currently, women make up 22.2 percent of the Supervisory Board membership.
3	The role of the supervisory board	14	A report explaining progress on the plan has been published in the annual report.	NO	
3	The role of the nomination committee	15	The nomination committee has all the tasks listed in Article 15 of the Code.	PARTIALLY	The Nomination Committee performs all tasks, except for supervising the Management Board in selecting the appointment of members of the Management Board in subsidiaries, which is the responsibility of the Supervisory Boards of subsidiaries.
3	Election of supervisory board members by the general meeting	16	When nominating candidates for the supervisory board to the general meeting for election the company provides information within the general meeting materials on the items requested by Article 16. of the Code.	YES	
3	Election of supervisory board members by the general meeting	16	Information provided by Article 16 of the Code are freely available on the company's website.	YES	
3	Election of supervisory board members by the general meeting	17	Materials for the general meeting contain all the information listed in Article 17 of the Code.	NO	In the next elections, the materials for the GA will contain all the information from Article 17 of the Code.
3	Election of supervisory board members by the general meeting	18	The information referred to in Article 17 of the Code is available free of charge on the website of the company also in cases where workers' representative or another member of the supervisory board which is not elected by the shareholders at the general meeting is appointed.	YES	
4	Responsibilities of the supervisory board	19	The terms of reference of the supervisory board include all the responsibilities set in Article 19. of the Code.	YES	
4	Composition	20	The supervisory board has developed a supervisory board profile which specifies the minimum number of members and combination of skills, knowledge and education, as well as professional and practical experience that required in the supervisory board.	YES	
4	Composition	21	The supervisory board includes members of different gender, age, profile and experience to ensure a diversity perspective when making decisions.	YES	
4	Composition	22	Majority of the members of the supervisory board are independent in accordance with the definition set out in Appendix A of the Code.	YES	
4	Composition	22	The President or deputy president of the supervisory board are independent.	YES	
4	President	23	The president of the supervisory board is responsible for the activities listed in Article 23. of the Code.	YES	
4	Board committees	24	Supervisory board established the nomination committee.	YES	
4	Board committees	24	Supervisory board established the remuneration committee.	YES	
4	Board committees	24	Supervisory board established the audit committee.	YES	
4	Board committees	24	The supervisory board stipulated the mandate and activities of each committee.	YES	
4	Board committees	26	Each committee of the supervisory board consists of members who have the necessary skills, knowledge and education, as well as professional and practical experience to carry out the committee responsibilities effectively.	YES	
4	Board committees	27	Each committee of the supervisory board has at least three members.	YES	
4	Board committees	27	Majority of the members of each committee of the supervisory board are independent (as defined in Appendix A of the Code).	NO	
4	Board committees	27	Board members are prohibited to be members of the committee of the supervisory board.	YES	

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4	Board committees	28	The terms of reference of each committee is made freely available on the company's website	NO	There was no obligation in 2019. By the end of 2020, the company plans to make available the job description of each board on the company's website free of charge within the Rules of Procedure of the Supervisory Board.
4	Board committees	28	The Company's annual report includes a report on the work of each committee of the supervisory board as well as information on the number of meetings held and the members of the committee.	YES	
4	Time commitment	29	The minimum expected time commitment of each supervisory board member is specified on their appointment.	YES	
4	Time commitment	29	The annual report includes record of attendance at the meetings for each member of the supervisory board and its committees.	NO	There was no obligation in 2019. The Company will include this information in the Annual Report for 2020.
4	Time commitment	30	The articles of association and/or internal company acts stipulate the obligation of the supervisory board member to inform the secretary of the company about their membership in the supervisory board or the management board of other companies.	YES	
4	Frequency and format of meetings	31	The supervisory board meets at least every three months.	YES	
4	Frequency and format of meetings	31	The supervisory board has adopted a workplan that includes time and agenda of future meetings.	YES	
4	Frequency and format of meetings	31	Committees of the supervisory board shall meet as often as necessary for the effective discharge of their duties, and regularly report to the supervisory board on its activities.	YES	
4	Frequency and format of meetings	32	The supervisory board can meet without the participation of the management board where it considers it appropriate.	YES	
4	Frequency and format of meetings	32	Non-Board committee members can participate in committee meeting only at the invitation of the committee.	YES	
4	Support	33	The company has designated an individual to carry out the duties of a company secretary.	YES	
4	Support	33	According to the company's internal acts, the person carrying out the duties of a company secretary is responsible for ensuring that supervisory board procedures are complied with, advising the supervisory board on governance matters, supporting the president of the supervisory board and helping the supervisory board and committees to function efficiently.	YES	
4	Quality and timeliness of information	34	The board terms of reference and/or internal acts require the materials for supervisory board meetings to be provided to all its members at least one week before the meeting.	YES	
4	Quality and timeliness of information	34	The board committees terms of reference and/or internal acts require the materials for board committee meetings to be provided to all its members at least one week before the meeting.	YES	
4	Quality and timeliness of information	35	The articles of association and/or internal company acts anticipate that the minutes of the meeting of the supervisory board must be available to all members of the supervisory board.	YES	
4	Quality and timeliness of information	35	Supervisory Board meeting minutes provide data on voting results including details of how individual members voted.	YES	
4	Quality and timeliness of information	36	The supervisory board has the right to receive information and advice from people outside the company at the expense of the company if it considers it necessary to successfully carry out its duties, provided that the procedure for it is specified in the internal documents of the company issued by the management board with the consent of the supervisory board.	YES	
4	Training and development	37	All members of the supervisory board at the time of appointment received introduction training for their role.	YES	
4	Training and development	37	All supervisory board members receive ongoing training and education to improve their skills and knowledge.	YES	
4	Training and development	38	The supervisory board members receive regular updates and briefings from the management board and experts on matters relevant to the company and to their duties.	YES	
4	Supervisory board evaluation	39	The supervisory board evaluated its effectiveness in the past 12 months.	YES	
4	Supervisory board evaluation	39	The supervisory board assessed the individual results of its members in the last 12 months.	PARTIALLY	The President of the Supervisory Board conducted a self-assessment of the profile and competencies of the Supervisory Board and determined that the Supervisory Board and its committees function well, have a balanced composition and the necessary expertise that is consistent with the Company's operations.
4	Supervisory board evaluation	39	The evaluation of the supervisory board was led by the president or deputy president.	YES	
4	Supervisory board evaluation	40	The evaluation of the supervisory board included an assessment of all the matters specified in Article 40 of the Code	YES	
4	Supervisory board evaluation	41	The annual report includes the assessment report of the supervisory board and its committees in which they assessed all the circumstances set out in Article 41 of the Code.	YES	
5	Responsibilities of the management board	42	The duties of management board include all the activities listed in Article 42 of the Code.	YES	
5	Responsibilities of the management board	43	The supervisory board has approved internal rules of procedure adopted by the management board that define the matters specified in Article 43. of the Code.	YES	
5	Responsibilities of the management board	44	In the case of groups, the management board of the parent company is obliged to ensure effective oversight over the activities of other companies in the group.	YES	
5	Responsibilities of the management board	44	The articles of association and/or internal company acts contain rules governing responsibilities and reporting procedures at the level of the parent company and subsidiaries.	YES	
5	Composition	45	The supervisory board ensures that management maintains a profile of the management board which determines the minimum number of members and a combination of members who possess the skills, knowledge and education, as well as professional and practical experience that are required for management board.	YES	
5	The president	46	The president of the management board is formally responsible for the activities listed in Article 46 of the Code.	YES	
5	Limits on other appointments	47	Internal company documents provide that the members of the management board must obtain the prior consent of the supervisory board before accepting appointment to the management board or supervisory board which is not part of the same group.	YES	
5	Limits on other appointments	47	Internal documents of the company provide that board members are prohibited from holding more than two positions in the management or supervisory board of other such companies.	YES	
5	Board evaluation	48	The supervisory board in the last 12 months, evaluated the effectiveness of arrangements for cooperation between the supervisory board and the management board, as well as the adequacy of support and information received from the management board.	YES	
5	Board evaluation	48	Results of the evaluation of arrangements for cooperation between the supervisory board and management are included in the annual report.	YES	
5	Board evaluation	49	The management board has evaluated its own effectiveness and that of its individual members in the last 12 months.	YES	
5	Board evaluation	49	The management board has reported the conclusions of the evaluations of its members to the supervisory board.	YES	
6	Role of remuneration committee	50	The duties of the remuneration board include all the activities listed in Article 50 of the Code.	PARTIALLY	The Remuneration Committee performs all tasks listed in Article 50 of the Code, except for the decision on the remuneration of members of the Management Board in subsidiaries, which is within the competence of the Supervisory Boards of subsidiaries.
6	Remuneration of management board members	51	The supervisory board determines the annual remuneration of each member of the management board, based on recommendations of the remuneration committee and in accordance with the approved remuneration policy.	YES	
6	Remuneration of management board members	52	The level of receipts of members of the management board takes into account the agreed strategy, risk appetite, the economic environment in which the company operates as well as wages and conditions of workers within companies.	YES	
6	Remuneration of management board members	53	Remuneration policy provides that a management board member may not dispose of the shares assigned to it as part of the remuneration at least two years from the date on which the shares were assigned to him or her.	YES	
6	Remuneration of management board members	53	Remuneration policy provides that a management board member may not make use of stock options assigned to him or her as part of the remuneration for at least two years from the date on which stock options were assigned to him or her.	YES	The remuneration policy and the Ordinance on long-term remuneration of the Management Board do not provide for share options

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6	Remuneration of management board members	53	Remuneration policy includes provisions that closely define the circumstances in which a portion of the remuneration of management board member was put on hold or to was asked to be returned.	NO	The remuneration policy stipulates that the Company has no delay or period for which the payment of part of the receipts is postponed and the Company has no right to demand the return of variable parts of receipts.
6	Remuneration of supervisory board members	54	Remuneration level for the president of the supervisory board and of other members of the supervisory board reflects the time commitment and responsibilities, including the time commitment and responsibilities in the committees of the supervisory board.	YES	
6	Remuneration of supervisory board members	55	Remuneration policy and/or internal company documents prohibit the inclusion of variable elements or other elements related to performance in the remuneration of the supervisory board.	YES	
6	Reporting on remuneration	56	Remuneration policy of the company was approved by shareholders at a general meeting.	YES	
6	Reporting on remuneration	56	The company has made freely available on its website its remuneration policy, as approved by the shareholders.	YES	
6	Reporting on remuneration	57	Annual report on remuneration includes data on remuneration of each individual member of the supervisory board as well as other information contained in Article 57 of the Code.	YES	
7	Roles of the supervisory and management boards	58	Management board, with the prior approval of the supervisory board, adopted a policy that determines the nature and extent of risk that company needs and that is willing to take in order to achieve all the long-term strategic objectives ("risk appetite").	YES	
7	Roles of the supervisory and management boards	59	The management board is formally responsible for the activities listed in Article 59 of the Code.	YES	
7	Role of the audit committee	60	Terms of reference of the audit committee includes all activities listed in Article 60 of the Code.	YES	
7	Role of the audit committee	61	The audit committee, the supervisory board or one of its committees, undertook the activities referred to in Article 61 of the Code.	YES	
7	Relations with the external auditor	62	The audit committee oversees the process of selection and appointment of external auditors in accordance with the legal requirements and makes recommendations to the supervisory board for the selection of the external auditor and conditions for their appointment.	YES	
7	Relations with the external auditor	63	The audit committee in the last 12 months approved the work plan of the external auditors, which includes the scope and content of the activities to be audited.	YES	
7	Relations with the external auditor	63	The audit committee shall meet as necessary with the external auditors to discuss the issues that have been identified during the audit and to oversee the quality of services provided.	YES	
7	Relations with the external auditor	64	The audit committee is responsible for monitoring the independence and objective of external auditor.	YES	
7	Relations with the external auditor	64	The audit committee approved a policy on permitted non-audit services provided by the external auditor.	YES	
7	Risk management and internal control	65	The audit committee evaluated the effectiveness of risk management and internal control system as a whole at least once a year.	YES	
7	Risk management and internal control	65	The audit committee, where appropriate, makes recommendations to the supervisory board and management board regarding the effectiveness of risk management and internal control systems.	YES	
7	Risk management and internal control	66	The company maintains an effective risk management system that provides reliable identification of risk measurement, answers, reporting and supervision.	YES	
7	Risk management and internal control	66	The company has determined clear internal responsibilities for the maintenance of the risk management system and a clear procedure for maintaining contact between persons responsible and the audit committee.	YES	
7	Risk management and internal control	67	The company has established an internal audit function responsible for monitoring the effectiveness of internal control systems, including risk management.	YES	
7	Risk management and internal control	67	The audit committee approved the internal audit plan in the last 12 months.	YES	
7	Risk management and internal control	67	The audit committee receives reports of internal auditors and monitors the implementation of its recommendations.	YES	
7	Risk management and internal control	68	The audit committee shall recommend to the supervisory board the appointment or dismissal of the heads of the internal audit function.	YES	
7	Risk management and internal control	68	If the company does not have internal audit function, the audit committee has once in the last 12 months evaluated the need for this function as part of its assessment of internal control systems.	NO	There is internal audit function.
7	Whistle-blowing	68	Management board, with the prior approval of the supervisory board, adopted a procedure for reporting violations of laws or internal rules of the company, actual or in the case of suspected violation.	YES	
7	Whistle-blowing	69	The procedure ensures that workers and external stakeholders do not suffer negative consequences if they report suspicious behavior.	YES	
7	Whistle-blowing	69	Details of the procedure for registration are available free of charge on the website of the company.	YES	
7	Whistle-blowing	70	Statute and/or internal company documents stipulate the duty of the management board to inform the supervisory board of any irregularities and to agree on measures that must be implemented.	YES	
7	Whistle-blowing	70	The audit committee evaluated the effectiveness of the procedure and its application in the last 12 months.	YES	There were no applications like that.
8	Use of the company website	71	All information that the company is required to disclose in accordance with the law, rules on the listing, the Code and its own Articles of Association are available free of charge on the website of the company.	YES	
8	Use of the company website	72	The company makes freely available and easily accessible on the website all the information requested by Article 72 of the Code.	YES	
8	Use of the company website	73	The company ensures that the information on the website is kept up to date and published in accordance with time limits prescribed in law and regulations.	YES	
8	Use of the company website	73	All data on the website are freely available in both Croatian and English.	YES	
8	Annual report	74	The annual report contains all the information referred to in Article 74 of the Code.	YES	
9	Relations with shareholders	75	The Company ensured that all shareholders, regardless of the number or type of shares they hold, have equal access to information about the company and about the way they can carry and protect their rights.	YES	
9	Relations with shareholders	76	The Company has established an effective formal mechanisms to ensure minority shareholders the possibility of asking questions directly to president of the management board and president of the supervisory board, and the details of the functioning of these mechanisms are available free of charge on the website of the company.	PARTIALLY	The Company provides minority shareholders with the opportunity to ask questions directly to the President of the Management Board and the Supervisory Board at the General Meeting of the Company. The Company has established mechanisms for asking shareholder questions via e-mail address (ir@koncar.hr)
9	Relations with shareholders	77	The Company has selected a person that will for all shareholders be the person to contact in relations with investors, and contact of this person is available free of charge on the website of the company.	YES	
9	General meeting	78	The articles of association and/or internal rules of the company do not in any way limit the ability of shareholders to call a general meeting, to participate in it or to add items to the agenda.	YES	
9	General meeting	79	The articles of association and/or internal company documents allow shareholders the opportunity to exercise their right to vote by proxy without restriction.	YES	
9	General meeting	79	The articles of association and/or internal company documents allow shareholders the opportunity to exercise their right to vote electronically without restrictions.	NO	The arrival of shareholders to the assembly is mandatory.
9	General meeting	79	Explanation of other ways in which shareholders can exercise its right to vote are set out in the documents for the general meeting.	NO	The arrival of shareholders to the assembly is mandatory.
9	General meeting	80	Notice of the general meeting is published no later than 30 days before it is held.	YES	
9	General meeting	80	The agenda, decisions and all other materials required for the general meeting are available free of charge on the website of the company.	YES	
9	General meeting	80	All documents are available in English and Croatian language.	YES	
9	General meeting	81	All persons referred to in Article 81 of the Code were present at the general meeting in the past 12 months.	PARTIALLY	The Articles of Association stipulate that the Supervisory Board approves the financial statements, and the General Meeting takes note of them, and the external auditor was present at the meeting of the Supervisory Board when the financial statements were adopted.
9	General meeting	81	The external auditor was present at the general meeting where financial statements are presented.	NO	The Articles of Association stipulate that the Supervisory Board approves the financial statements, and the General Meeting takes note of them, and the external auditor was present at the meeting of the Supervisory Board when the financial statements were adopted. An auditor will be present at the GS to be held in 2021
9	General meeting	82	The company has made the decisions of a general meeting freely available on its website without delay.	YES	

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9	General meeting	82	Within 30 days from the date of the general meeting the company has made available on its website free of charge answers to questions raised at the general meeting.	NO	There were no such questions. If questions are asked at the General Meeting, the Company will publish the answers to the asked questions on the Company's website within 30 days from the day of the General Meeting.
10	Corporate social responsibility	83	The supervisory and management boards have agreed and adopted policies listed in Article 83 of the Code.	YES	
10	Corporate social responsibility	83	These policies are available free of charge on the company's website.	YES	
10	Corporate social responsibility	84	When the management board asks prior consent from the supervisory board for the decisions, accompanying documents explain how the recommended measure is in line with the policies associated with the impact assessment of company's activities on the environment and the community, with the policies associated with the preservation of human rights and workers' rights and the measures associated with prevention and sanctioning of corruption and bribery.	YES	
10	Stakeholder engagement	85	The supervisory board and management board jointly identified which are considered key stakeholders in relation to company.	YES	
10	Stakeholder engagement	85	Management board has ensured the existence of effective mechanisms for regular interaction with key stakeholders, as well as to inform the supervisory board about the results of these communications.	YES	
10	Stakeholder engagement	86	The supervisory board is authorized, subject to prior notification to the president of the management board, to organize meetings with external stakeholders when it deems it necessary.	YES	
10	Stakeholder engagement	87	In the mandate of every committee of the supervisory board it is provided for what purpose president of the committee may communicate directly with stakeholders and what procedure to follow.	PARTIALLY	Communication of the Chairman of the Board and members of the Board with stakeholders (suppliers, customers, etc.) is not provided for in the Rules of Procedure, and the purpose of the Board is to make recommendations and proposals to the Supervisory Board. The exception to the above is the Audit Committee, which communicates directly with external and internal auditors (Article 87 of the Code).