

Pursuant to the Rules on the Organisation, Business Policies, Property Protection Act, Work Regulations, and Employment Contracts, and with the approval of the Board of Directors of Auto Hrvatska d.d., the member companies of the Auto Hrvatska Business Group (hereinafter referred to as: Auto Hrvatska), adopted on 21 March 2024 the following

CODE OF BUSINESS CONDUCT AND ETHICS

Auto Hrvatska Business Group is one of the leading companies in the market for automotive products and services. The company has established its market position on strong professional principles and by operating and behaving in compliance with applicable laws.

This behaviour is expected from its employees and partners – to engage in fair business practices, provide all information transparently, and act in accordance with the company's core values.

The Code of Business Conduct and Ethics provides specific guidelines regarding the conduct of the company's employees and partners, constitutes a set of ethical rules that all stakeholders must adhere to, and clarifies ethical dilemmas that all stakeholders, especially employees, may encounter in their daily business activities.

The Code of Business Conduct and Ethics applies to Auto Hrvatska d.d. as the parent company and all affiliated member companies (Auto Hrvatska Business Group), all employees of Auto Hrvatska, and business partners, which include customers, suppliers, consultants, external contractors, and shareholders.

CORE VALUES

Vision

Be synonymous with competence and competitiveness in the market of professional automotive services and products.

Mission

Our outstanding employees provide first-class solutions to customers offering a wide range of vehicles and associated equipment, as well as their maintenance, while simultaneously attending to corporate social responsibility and environmental protection.

Core Values

Customer Focus

Trust and Long-Term Relationships

Tradition, Reliability, and Stability

Innovation

Teamwork and Employee Initiative

THE CODE'S CORE PRINCIPLES

I. Fair Competition

Fair competition facilitates the unrestricted growth of the market alongside the advancement of associated social benefits. The fairness principle pertains to competition for market share.

Each employee is required to comply with the principle of fair competition.

The following are the types of behaviour that can lead to violations of competition protection laws.

Employees of Auto Hrvatska shall not:

- engage in discussions with competitors regarding prices, capacities, salaries, offers, profits, margins, costs, distribution methods, or any other parameter that determines or influences the behaviour of Auto Hrvatska in the market, with the intent of inducing similar conduct from competitors;
- enter into agreements with competitors regarding non-competition, restrictions on trading with suppliers, submitting false bids, and sharing customers, markets, territories, or product lines;
- impact the sales prices set by customers of Auto Hrvatska or endeavour to restrict the import or export of goods supplied by Auto Hrvatska.

Employees shall not obtain information about competitors using industrial espionage, bribery, theft, or electronic surveillance, nor knowingly transmit false information about competitors and their products and services.

II. Competition Protection: Offering and Granting Advantages

Auto Hrvatska engages in fair competition for orders based on the quality and price of innovative products and services, rather than offering inappropriate benefits. Employees of Auto Hrvatska shall not directly or indirectly offer, promise, approve, or authorize the provision of money or any other value to a government official with the aim of influencing an official decision or gaining an improper advantage. The same principle applies to private, commercial parties in a business transaction with the intent of gaining an improper advantage.

Any offer, promise, approval, or gift must be in compliance with applicable laws and Auto Hrvatska Policies, and should not convey any sense of ill intent or impropriety. No offer, promise, approval, or gift shall be given in a manner that could be interpreted as an attempt to improperly influence a "government official" or as a bribe to a commercial party aimed at obtaining a business advantage for Auto Hrvatska.

The term "government official" in a broader sense includes officials or employees of any government or public body, agency, or legal entity, at any level, including officials and employees of state-owned or local government-owned enterprises and public international organizations, as well as candidates for political positions, officials and employees of political parties, and political parties themselves.

III. Anti-corruption

Employees are prohibited from leveraging their positions to solicit, seek, accept, or receive promises of benefits. This does not apply to the acceptance of occasional gifts of symbolic value, meals, or entertainment of reasonable value in accordance with local customs and practices, and Auto Hrvatska's internal regulations.

Any other gifts, meals, or forms of entertainment must be declined.

Employees must not offer money or any valuable assets indirectly (e.g., to a consultant, agent, intermediary, business partner, or third party) if circumstances suggest that such value could be transmitted directly or indirectly to a government official with the purpose of influencing an official decision or obtaining an improper advantage, or to a private, commercial party in exchange for gaining an unfair advantage in a business transaction.

Individuals in positions of responsibility at all levels of Auto Hrvatska must engage in activities to:

- ensure understanding and adherence to Auto Hrvatska's policies regarding competition protection or similar policies,
- assess the qualifications and reputation of such third parties, and
- incorporate relevant provisions in agreements and contracts to safeguard Auto Hrvatska.

This pertains specifically, but is not limited to, situations where employees interact with government officials on behalf of Auto Hrvatska.

IV. Anti-money Laundering

Money laundering refers to the act of hiding the nature and origin of funds associated with criminal activities such as terrorism, drug trafficking, or bribery - by integrating "dirty money" into legitimate business channels, presenting it as legitimate, or in such a way that its source or ownership cannot be traced.

Auto Hrvatska engages in business dealings with clients, consultants, and business partners of good repute, involved in legal business endeavours, and whose funds originate from legitimate sources.

Auto Hrvatska does not condone money laundering. All employees are required to comply with applicable anti-money laundering laws and appropriate procedures. In cases of suspicious transactions and payment offers, every employee is obliged to promptly inform their superior, who will then relay the information to the Compliance Officer, all with the aim of detecting and addressing suspicious payment methods or clients, as well as other transactions where there is a possibility of money laundering.

In order to preclude any issues in this regard, employees must monitor and report any suspicious behaviour exhibited by customers, consultants, and business partners.

Additionally, employees must monitor accounting and bookkeeping terms related to potential methods and frameworks for receiving cash from legal and natural persons (domestic and foreign).

V. Conflict of Interest Avoidance

It is the duty of all Auto Hrvatska employees to make business decisions in the best interest of Auto Hrvatska, rather than based on their own interests. Conflict of interest arises when employees act or promote their own interests to the detriment of the interests of Auto Hrvatska.

Employees must notify their superiors of any personal interests they may have that are related to the execution of their professional duties.

Employees are prohibited from using, for their personal contracts or orders, companies with which they engage in business as representatives of Auto Hrvatska, if they could gain any advantage from such contracts or orders.

This specifically pertains to situations where an employee directly or indirectly influences or is able to influence the decision to enter into a contract with a third party.

Conflict of interest may also arise in the form of a business relationship with a competitor, or undertaking activities in the interest of the competition, or engaging in additional activities that hinder employees from fulfilling obligations and responsibilities towards Auto Hrvatska.

It is crucial that all employees recognize and steer clear of conflicts of interest in their daily tasks, including situations that may appear as such.

VI. Supplier Relations

Auto Hrvatska expects its suppliers to uphold equal values and to operate in accordance with all applicable laws.

Auto Hrvatska expects its suppliers to operate in accordance with the following principles, which Auto Hrvatska accepts as responsibilities related to stakeholders and the environment:

- compliance with applicable laws,
- respect for fundamental human rights of employees,
- compliance with laws prohibiting child labour,
- assuming responsibility for the health and safety of its employees, and
- acting in compliance with current laws and international environmental protection standards.

VII. Donations

Auto Hrvatska does not offer political donations (donations to politicians, political parties, and political organizations).

As a responsible member of the community, Auto Hrvatska may offer financial contributions and contributions in the form of its products and services for education and science, arts and culture, sports, as well as social and humanitarian projects.

Sponsorships that involve advertising for Auto Hrvatska are not regarded as donations, nor are contributions to industrial associations (chambers) or membership fees in organizations serving business interests.

Categories of donations that are always prohibited:

- donations to individuals and for-profit organizations;
- donations transferred to private accounts;
- donations to organizations whose aims are inconsistent with the corporate principles of Auto Hrvatska;
- donations that may adversely affect the reputation of Auto Hrvatska.

The prohibition of donations to individuals and the prohibition of donations transferred to private accounts do not apply to cases of donations from the field of copyright works.

All donations must be transparent. The identity of the recipient, along with the intended use of the donation, must be explicit, and the rationale and purpose of the donation must be elucidated and documented. Pseudo-donations, or donations presented as remuneration for a service but significantly exceed the value of that service, are prohibited and constitute a breach of the transparency principle.

Sponsorship refers to any contribution made by Auto Hrvatska, be it monetary or otherwise, to an event organized by a third party, in exchange for the opportunity to advertise Auto Hrvatska's brands. For example, through the display of the Auto Hrvatska logo, inclusion in opening and closing remarks, speaker engagement, as well as event tickets.

Any sponsorship contributions must be transparent, in accordance with the contract or decision, which must be in writing and serve a legitimate business purpose, and must correspond to what the event organizer offers. Contributions shall not be pledged, offered, or provided to gain unjustified advantage for Auto Hrvatska, or for other improper purposes, and shall not be extended to events organized by individuals or organizations whose goals are incompatible with the corporate principles of Auto Hrvatska or could adversely affect its reputation.

VIII. Gifts – Incentives – Representation Expenses

Accepting and providing gifts and entertainment of modest value is approved, on the condition that they are exchanged within the framework of customary business practices

Offering and accepting money or cash equivalents is strictly forbidden. Accepting and providing gifts and entertainment should not be frequent or excessive, as it may present a corruption risk or contravene laws or regulations. The value, type, and frequency of providing gifts and entertainment must correspond to the status of the recipient, and in any case, moderation and common sense should be exercised. Offering gifts and entertainment should be avoided if it could influence or create the perception of influencing

the outcome of a business transaction. Offering gifts and entertainment is not allowed unless it is transparent, reasonable, and done in good faith.

Offering, promising, or providing, either directly or indirectly, gifts, entertainment, hospitality, or any other benefits to government officials and employees, or officials of local and regional self-government units, is prohibited without prior approval of:

- Executive directors or directors of an Auto Hrvatska member company, in cases where the request is submitted by an employee of the company;
- The Board of Directors of Auto Hrvatska d.d., when the request is made by an Executive Director or Director of a member company

Occasionally, employees of Auto Hrvatska may be invited to an event, and there are also instances where Auto Hrvatska, as a host, invites business partners to an event. Auto Hrvatska does not discourage its employees from attending or inviting partners to such events, with the aim of further developing business relationships and fostering better understanding with business partners, while adhering to the following rules:

- the hospitality must be appropriate to the business relationship;
- the hospitality must not exceed the monetary limit;
- all hospitality must be chronologically recorded in the hospitality register;
- Auto Hrvatska covers travel and accommodation expenses when an Auto Hrvatska employee is invited, except in cases stipulated by the Code;
- employees are prohibited from receiving personal gifts valued above the specified limits, except in cases stipulated by the Code.

Should an employee be offered a gift, lunch, dinner, or any other form of entertainment surpassing Auto Hrvatska's guidelines and principles, the employee must respectfully decline and clarify Auto Hrvatska's rules."

If returning the gift would offend the donor or if the circumstances surrounding the gift prevent its return, the employee must notify the company's management board, which will assist in arranging for the item to be donated for charitable purposes, shared among a larger group of employees, organized for a random draw among a larger group of employees, or find some other transparent solution. Should the management board or executive directors find themselves in such a situation, they must handle the matter in the same manner.

During interactions with suppliers and customers, it is essential to be mindful of the guidelines for accepting gifts and hospitality, to avoid inadvertently causing offence or discomfort to anyone.

For all its companies, Auto Hrvatska defines the following limits on received and provided goods and services:

- a) up to EUR 160 per person/day (up to **** star hotel)
- b) from EUR 161 to 200 per person/day with written approval from the company director
- c) exceeding EUR 200 per person/day with written approval from the Chief Executive

Officer or Chairman of the Board

- for corporate gifts expenses:
- for entities owned by the state / local self-government units: EUR 30
- for privately owned business entities: EUR 70
- representation expense per person:
 - a) EUR 60 per person/meal* (applies to all entities)
 - b) EUR 61 to 150 per person/meal* with written approval from the company director
 - c) exceeding EUR 151 per person/meal* with written approval from the Chief Executive Officer or Chairman of the Board
- for representation event expenses – as per the pre-approved expenditure plan.

The specified amounts include VAT.

A chronological register of hospitality, income, and expenditure must be maintained for all specified costs at the level of each entity within Auto Hrvatska.

Exceeding the specified limits requires prior written approval from the same bodies that, in accordance with the provisions of this section, give prior approval for the provision of gifts to civil servants and employees, or officials of local and regional self-government units.

When settling accounts for entertainment expenses (hosting business partners), it is required to specify the details of the business partner, the number of attendees, and the business unit responsible for the incurred expense.

Approval for exceptions or exceeding limits should be obtained before the occurrence of events for which an exception or exceeding is requested, in accordance with the activity plan of each company

Exceptions or exceeding limits should be rational, transparent, socially acceptable, and serve the purposes for which they are requested.

IX. Compliance With the Code

Compliance with the Code shall be monitored and supervised by the Compliance Officer, appointed by the Board of Directors of Auto Hrvatska d.d. for all Auto Hrvatska companies until revoked. The Board of Directors shall name a Compliance Officer within 15 days of the Code's entry into force.

Each company within Auto Croatia must appoint an employee to maintain a chronological register of hospitality, revenue, and expenses.

The "Received Gifts Register" and the "Given Gifts Register" forms are attachments and integral parts of this Code of Conduct.

The Management Boards or Executive Directors of Auto Hrvatska companies must annually, no later than 1 March of the current year, provide the Company Assembly and Compliance Officer with a Report on Registry management for the previous year, deviations from the Code of Conduct, and proposals for improving business conduct and ethics. The Compliance Officer must, within 15 days of receiving the reports, provide the Board of Directors with their written feedback.

Should the Management Boards or Executive Directors of the Auto Hrvatska companies fail to comply with the obligations stated in the preceding paragraph by 1 March, the Compliance Officer shall, within an additional 15 days, request and gather the respective reports, forwarding them to the Board of Directors. Should the Compliance Officer not receive the requested reports within the stipulated 15-day period, they are obligated to inform the Board of Directors without delay.

Upon request from the Board of Directors, the Compliance Officer will collect and provide reports for shorter periods, and if any violations of the Code are discovered, they will immediately inform the Board of Directors.

At the Compliance Officer's request, the Management Board or Executive Directors of Auto Hrvatska companies must, within 8 days of receiving the request, provide all requested data and information concerning compliance with the provisions of the Code

The provisions of the Code shall also apply to all companies based in Bosnia and Herzegovina, the company based in the Republic of North Macedonia, and the company based in the Republic of Slovenia.

The limits on received goods and services set for Croatian companies are applicable to the listed countries, converted to their local currencies based on current exchange rates.

Taking into account the particularities, traditions, and practices of each country where our companies operate, the Management Board of each company may propose a change in limits, which is then reviewed by the chairman of the board of each company and approved by the Board of Directors upon agreement.

X. Violation of the Code and Liability

Managers and employees of Auto Hrvatska are liable for violations of the provisions of the Code.

For managers of Auto Hrvatska, failure to comply with the provisions of the Code constitutes a breach of obligations under the management contract and grounds for termination of the management contract.

For employees of Auto Hrvatska, failure to comply with the provisions of the Code constitutes a serious breach of obligations under the employment relationship.

XI. Final Provisions

The Code, along with its annex, is published on the Auto Hrvatska website and on the internal "ListAH" pages.

The rules take effect on the day of their adoption and are applicable to all entities within Auto Hrvatska.

Upon the entry into force of this Code, the Code of Business Conduct and Ethics in Commercial Operations dated 1 September 2018 shall cease to be valid.

Annex: - Forms: the "Received Gifts Register" and the "Given Gifts Register"

AUTO HRVATSKA d.d.
Board of Directors

Chairman
Bogdan Tihava

Deputy
Igor Brigljević

Member
Velimir Marović

Member
Robert Srebrenović

Member
Ante Belamarić

MAN IMPORTER HRVATSKA d.o.o.
Director
Marko Tihava

AUTO TANGENTA d.o.o.
Director
Caroline Vranić

**AUTO HRVATSKA PRODAJNO
SERVISNI CENTRI d.o.o.**
Director
Mario Fabek

KAM I BUS IMPORTER d.o.o.
Director
Lari Host

KAM i BUS d.o.o.
Director
Darko Bugarin

KAM IN BUS IMPORTER d.o.o.
Director
Branimir Nadih

KAMION IMPORTER d.o.o.
Director
Lari Host

MAN IMPORTER MAKEDONIJA DOOEL
Director
Vitomir Varga

**AUTO HRVATSKA
AUTOMOBILI d.o.o.**
Director
Alen Vuksan-Ćusa