



Report on transactions with related parties and Company's relations with affiliated companies

INDEPENDENT AUDITOR'S REPORT ON THE REPORT ON RELATED PARTY TRANSACTIONS, PRESCRIBED BY ARTICLE 263.E, AND ON THE REPORT ON RELATIONS BETWEEN THE COMPANY AND RELATED COMPANIES, PRESCRIBED BY ARTICLE 498 OF THE COMPANIES ACT, FOR THE YEAR 2025

To the Management Board of Atlantic Grupa d.d.

Subject of examination

We have been engaged by the Company Atlantic Grupa d.d. to perform a reasonable assurance engagement, in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised), *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information*, on the Report on related party transactions and on the relations between the Company and related companies of Atlantic Grupa d.d. (the "Company") as at 31 December 2025 and for the year then ended (the "Report").

Criteria applied by the Company

In preparing the Report, the Company applied the criteria for classification, scope and disclosure of transactions in accordance with Article 263.e of the Companies Act, relating to related parties as defined in Article 263.a of the Companies Act, and the applicable criteria for classifying and disclosing legal transactions and actions with related companies are set out in Article 497 of the Companies Act.

The applicable criteria for evaluating the appropriateness of the value of the consideration are the Transfer Pricing Agreement between the Company and the tax authority or one of the five (5) transfer pricing methods under the provisions of the Corporate Profit Tax Act and the Corporate Profit Tax Regulation.

Inherent limitations

Inherent limitations exist in all assurance engagements.

The Report has been received based on information regarding the Company's transactions with related parties and its relations with related companies, which the Company identified as related parties within the meaning of Article 263.a or related companies within the meaning of Article 497 of the Companies Act.

There is a possible impact of inherent subjectivity related to identifying related companies on the completeness of the legal transactions and actions included in the Report.

The applicable criteria for assessing the comprehensiveness of the Report on Related Party Transactions, including ordinary-course transactions under Article 263.e of the Companies Act, and the Report on Relations between the Company and Related Companies are the provisions defining the scope of legal transactions and actions with related parties under Article 263.a and the provisions of Article 497 of the Companies Act, as well as the definition of related parties under International Accounting Standard 24 *Related Party Disclosures*.

In performing the procedures described below, we relied on the data contained in the one of the five (5) transfer pricing methods under the Corporate Profit Tax Act and Regulation.

Specific purpose

Our report is intended for the Management of the Company for the purpose of reporting to the Company's Supervisory Board regarding the Company's compliance with Articles 263.a and 497 of the Companies Act.



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Specific purpose (continued)

The Companies Act does not prescribe an obligation for public disclosure of the Report on Related Party Transactions nor the Report on Relations between the Company and Related Companies; however, these reports are, in the Corporate Governance Code of the Zagreb Stock Exchange (from December 2024), in Chapter 8 - Disclosure and Transparency, under item 76, listed among the mandatory information that must be made available on the website of a company whose shares are admitted to trading on the regulated market of the Zagreb Stock Exchange.

Based on the procedures performed and described below, this is a reasonable assurance report, and its purpose is not, nor does it represent, a legal opinion on compliance with Articles 263.e and 497 of the Companies Act or any other legal provisions.

To the maximum extent permitted by law, we accept no responsibility and assume no obligations toward any other party, except to the Company in relation to our work, this reasonable assurance report, and the conclusions reached herein.

We permit the publication of this/our report on the verification of the Report on the Company's website. The Management of the Company is responsible for the accuracy of the information contained in the Report that is published on the Company's website. Accordingly, we are not responsible for any changes to the information that was the subject of our assessment, nor for any differences, if any, between the information that was the subject of our assurance procedures and the information contained in the Report published on the Company's website.

Management's responsibilities for preparing the report

Management of the Company is responsible for preparing the Report for the year 2025 that is free from material misstatement in accordance with the requirements of Articles 263.e and 497 of the Companies Act, which includes:

- a statement of related parties included in the Report,
- information on transactions carried out by the Company during 2025 with related parties within the meaning of Article 263.a of the Companies Act, including ordinary course transactions conducted under normal market conditions, which are included in the Report,
- information on legal transactions and actions undertaken by the Company during 2025 with the governing company or its related companies,
- information on the criteria applied for classifying and disclosing transactions with related parties and legal transactions and actions with related companies,
- information on criteria applied for assessing the appropriateness of the value of the consideration,
- information on values of the consideration and counterparty's consideration,
- information on any losses suffered, if any, and
- other information prescribed by Article 497 of the Companies Act, and
- other legal responsibilities of Management related to the Report.

Management is also responsible for:

- designing, implementing and maintaining internal controls that reasonably ensure the above documentation is free from material misstatement, whether due to fraud or error,
- selecting or developing suitable criteria for preparing the Report and appropriately referring to or describing those criteria,



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Management's responsibilities for preparing the report (continued)

- selecting and applying appropriate policies and making reasonable judgments and estimates related to transactions with related parties and related companies,
- proper measurement and reporting of related party transactions and relations with related companies in accordance with the applicable reporting framework.

Auditor's responsibility

We performed our reasonable assurance engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised), *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information*, as required by Articles 263.e and 498 of the Companies Act.

This standard requires planning and performing the engagement to obtain reasonable assurance regarding the requirements of Article 498(3) of the Companies Act, forming a conclusion, and issuing a report.

Our responsibility is to:

- plan and perform the engagement to obtain reasonable assurance about whether the Report for 2025 is free from material misstatement,
- form an independent conclusion based on the procedures performed and evidence obtained, and
- report our conclusion to Management.

Our independence and quality management

We comply with the independence requirements and other ethical requirements set out in the International Code of Ethics for Professional Accountants (including International Independence Standards), issued by the International Ethics Standards Board for Accountants (IESBA) (the IESBA Code), as applicable to public interest entities, together with the ethical requirements relevant to public interest entities in the Republic of Croatia, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We have the necessary knowledge and experience to conduct this assurance engagement.

We also apply International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, and accordingly maintain a system of quality management including policies and procedures relating to compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Summary of procedures performed

In relation to the subject matter, we performed the following procedures:

- obtained an understanding of internal controls relevant to the Report to design procedures appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal controls,
- inquired of Management and other individuals in the Company to understand procedures used to ensure the completeness of the list of related parties and the completeness of legal transactions and actions with related parties to be included in the Report,
- inquired of Management and other individuals in the Company to understand procedures used to identify related parties, the governing company and related companies, and legal transactions and actions with them to be included in the Report, and the method by which the amount of consideration is determined, including potential damages,



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Summary of procedures performed (continued)

- inquired of Supervisory Board members regarding disclosures in the Report and related risks,
- checked, where applicable, the consistency of information on transactions, legal transactions, and other actions included in the Report with the Company's accounting records (general ledger and subledgers ledgers) and the audited annual financial statements,
- verified the consistency of application of the five (5) transfer pricing methods for selected transactions included in the Report, based on a sample, ensuring that the consideration for sampled transactions was not higher than the applicable transfer pricing method (not inappropriately high),
- obtained an understanding of differences between expected and actual balances included in the Report,
- reviewed, on a sample basis, relevant Company documentation (contracts, invoices) related to the transactions included in the Report
- assessed the appropriateness of the criteria used by the Company when preparing the Report,
- assessed the appropriateness of the methods, policies, judgments and models applied in preparing the Report, and

The nature, timing and extent of the selected procedures depended on our judgment, including the assessment of risks of material misstatement in the Report, whether due to fraud or error. We identified and assessed risks of material misstatement by understanding the Report and the circumstances of the engagement.

In planning, performing the procedures and forming our conclusions on the procedures performed, we were guided by the materiality determined in accordance with our firm's methodology for this type of engagement.

We believe that the evidence obtained is sufficient and appropriate to provide a basis for our reasonable assurance conclusion.

Reasonable assurance conclusion

In our opinion:

- a) the statements contained in the Report as at 31 December 2025 and for the year then ended are, in all material respects, true;
- b) in the legal transactions disclosed in the Report, based on the circumstances known at the time the transactions were undertaken, the value of the Company's consideration was not, in all material respects, inappropriately high;

Ivana Krajinović
Member of the Management Board and Certified auditor

28 April 2026

Ernst & Young d.o.o.
Radnička cesta 50
10000 Zagreb
Republic of Croatia



Pursuant to Articles 263.e and 497 of the *Companies Act* the Management Board of Atlantic Grupa d.d., domiciled in Zagreb, Miramarska 23, Croatia, personal identification number 71149912416 (hereinafter also referred as the Company) submit to the Supervisory Board the following

REPORT ON TRANSACTIONS WITH RELATED PARTIES AND COMPANY'S RELATIONS WITH AFFILIATED COMPANIES IN THE YEAR 2025

Related parties of the Company are related parties or persons within the meaning of the International Financial Reporting Standards as adopted by the European Union.

The Company enters into transactions with subsidiaries in which the Company is, directly or indirectly, their sole or majority shareholder (subsidiaries), with the majority owner of the Company, as well as with significant shareholders and other entities owned by or controlled by the Company's ultimate controlling party ("other related parties").

The Company has not entered into a management agreement for conducting the business of its subsidiaries and, accordingly, pursuant to Article 497, prepares this report in accordance with the principles of diligent and true and fair reporting.

Transactions with related parties were carried out under normal market conditions, taking into account the Company's business needs, the structure of the relevant markets, and the Group's long-term business strategy. In concluding and executing these transactions, the Management Board had access to all relevant information regarding market conditions and comparable transactions with unrelated third parties.

Based on the available information and the analyses performed, the Management Board of the Company assesses that the value of the Company's performance in legal transactions with related parties, considering the circumstances known at the time such transactions were undertaken, was not inappropriately high, and that the Company did not suffer any damage on this basis, nor was there any need for compensation of any difference in value. The transactions were carried out under terms comparable to those that would have been agreed with unrelated parties under similar circumstances.

In determining prices for transactions with related parties, the Company follows a pricing policy based on the arm's length principle and in accordance with the Transfer Pricing Guidelines for Multinational Enterprises and Tax Administrations issued by the Organisation for Economic Co-operation and Development (OECD). At the same time, the Transfer Pricing Policy prescribes that companies within Atlantic Group are required to comply with local tax legislation and to achieve margins that enable profitable operations and a stable cash flow. During 2025, the Company did not undertake any other measures in the interest of the controlling company or its related entities that were not covered by the legal transactions described in this Report.

In analysing transactions with related parties, the Company applies the following methods:

- **for the purchase of finished goods for distribution – the Transactional Net Margin Method (TNMM);**
- **for the procurement of services – the Comparable Uncontrolled Price (CUP) method;** where this is not possible, the Cost-Plus method is applied;
- **for the lease of business premises – the Comparable Uncontrolled Price (CUP) method.**

The Company prepares transfer pricing documentation on an annual basis.

Below is an overview of related parties:

Name of the related company/person	Business activity	Role of the person or company/role of the Company in the entity	Country
Myberg d.o.o.	Management activities	Majority owner of the Company	Croatia
Myberg Residences d.o.o.	Real estate leasing and management	Ownership of the Company's ultimate majority owner	Croatia
Ataco d.o.o. Mostar	Trade	Ownership of the Company's ultimate majority owner	Bosnia and Herzegovina
Ataco d.o.o. Danilovgrad	Trade	Ownership of the Company's ultimate majority owner	Montenegro
Dan, Mrak d.o.o.	Sound recording and music publishing activities	Ownership of the Company's ultimate majority owner	Croatia
Poluotok Pelegrin d.o.o.	Game and hunting ground management	Ownership of the Company's ultimate majority owner	Croatia
Floriana Park d.o.o.	Trade and services	Ownership of the Company's ultimate majority owner	Croatia
NORD KLASSIK DOO	Architectural activities, engineering and related technical consultancy	Ownership of the Company's ultimate majority owner	Croatia
STUDIO 180 d.o.o.	Architectural activities	Ownership of the Company's ultimate majority owner	Croatia
YELLOW d.o.o.	Trade and services	Ownership of the Company's ultimate majority owner	Croatia
E2E4MUSIK d.o.o.	Trade and services	Ownership of the Company's ultimate majority owner	Croatia
YAMMAT D.O.O.	Trade and services	Ownership of the Company's ultimate majority owner	Croatia
YAMMATOVO D.O.O.	Advertising	Ownership of the Company's ultimate majority owner	Croatia
Atlantic Trade Zagreb d.o.o.	Distribution of fast-moving consumer goods	Direct ownership	Croatia
Atlantic Cedevita d.o.o.	Manufacture of food products	Direct ownership	Croatia
Atlantic Brands d.o.o., Beograd	Distribution of fast-moving consumer goods	Indirect ownership	Serbia
Atlantic Trade Ljubljana d.o.o.	Distribution of fast-moving consumer goods	Indirect ownership	Slovenia
Atlantic Trade Skopje d.o.o.	Distribution of fast-moving consumer goods	Indirect ownership	North Macedonia
Atlantic Brands GmbH	Distribution of fast-moving consumer goods	Direct ownership	Austria
o.o.o. Atlantic Brands,	Distribution of fast-moving consumer goods	Indirect ownership	Russia
Atlantic Argeta d.o.o.	Manufacture of food products	Indirect ownership	Bosnia and Herzegovina
Atlantic Droga Kolinska d.o.o.	Processing of tea and coffee	Indirect ownership	Slovenia
Atlantic Štark d.o.o., Beograd	Manufacture of food products	Indirect ownership	Serbia
Atlantic Grand d.o.o., Beograd	Processing of tea and coffee	Indirect ownership	Serbia

Name of the related company/person	Business activity	Role of the person or company/role of the Company in the entity	Country
Atlantic Grand d.o.o., Bijeljina	Manufacture of food products	Indirect ownership	Bosnia and Herzegovina
Atlantic Grand d.o.o.e.l., Skopje	Processing of tea and coffee	Indirect ownership	North Macedonia
Montana Plus d.o.o. – prodano u 2025. godini	Manufacture of food products	Direct ownership	Croatia
Farmacia Holding	Management activities	Direct ownership	Croatia
Farmacia specijalizirana prodavaonica d.o.o.	Retail sale of medical and orthopaedic goods	Indirect ownership	Croatia
FARMACIA zdravstvena ustanova za ljekarničku djelatnost	Pharmacies	Indirect ownership	Croatia
Ljekarne Sv. Kuzma i Damjan	Pharmacies	Indirect ownership	Croatia
Ljekarne Ćurković	Pharmacies	Indirect ownership	Croatia
HOPEN Investments,	Management activities	Direct ownership	Netherlands
Atlantic Management GmbH	Commercial intermediation and consultancy activities	Indirect ownership	Germany
Procaffe d.o.o.	Processing of tea and coffee	Indirect ownership	Croatia
Atlantic Point d.o.o.	Trade, commercial intermediation and consultancy activities	Direct ownership	Croatia

Table 1 presents the revenues realised from transactions with related parties and receivables from related parties as at 31 December 2025, grouped by the nature of revenue, expressed in thousands of EUR.

Table 1

Revenue description	Related party	Revenue in 2025	Receivable as at 31 December 2025
Management services	Atlantic Trade d.o.o. Zagreb	4,498	-
	Atlantic Cedevita d.o.o.	3,683	818
	Atlantic Brands d.o.o. Beograd	4,067	4,130
	Atlantic Trade Ljubljana d.o.o.	1,879	422
	Atlantic Trade Skopje d.o.o.	979	1,212
	Atlantic Brands GmbH	322	25
	o.o.o. Atlantic Brands	41	126
	Atlantic Argeta d.o.o.	3,185	199
	Atlantic Droga Kolinska d.o.o.	5,955	2,007
	Atlantic Stark d.o.o.	1,699	1,594
	Atlantic Grand d.o.o. Beograd	1,696	1,745
	Atlantic Grand d.o.o. Bijeljina	881	489
	Atlantic Grand d.o.o. Skopje	212	234
	Montana Plus d.o.o.	57	-
	Farmacia Specijalizirana Prodavaonica d.o.o.	557	-
	Farmacia Zdravstvena Ustanova	1,345	169
	Procaffe d.o.o.	79	18
	Atlantic Point d.o.o.	380	168
Dividend income	Atlantic Trade d.o.o. Zagreb	10,000	-
	Atlantic Cedevita d.o.o.	4,000	-
	Farmacia Holding d.o.o.	2,500	-
Rental income	Atlantic Trade d.o.o. Zagreb	366	-
	Atlantic Cedevita d.o.o.	114	12
	Farmacia Zdravstvena Ustanova	28	-
Interest income	Atlantic Trade d.o.o. Zagreb	1,170	1,285

As at 1 January 2025, the Company had a loan granted to its subsidiary Atlantic Trade d.o.o., Zagreb, in the amount of EUR 16,000 thousand. During 2025, the loan amount was increased by EUR 13,500 thousand, and the total loan amount of EUR 29,500 thousand was fully repaid in December 2025.

Table 2 presents the expenses realised from transactions with related parties and liabilities to related parties as at 31 December 2025, grouped by the nature of expenses, expressed in thousands of EUR.

Table 2

Expense description	Related party	Expense in 2025	Liability as at 31 December 2025
Services	Atlantic Trade Ljubljana d.o.o.	73	19
	Atlantic Trade d.o.o. Zagreb	64	6
	Atlantic Grand d.o.o. Beograd	27	2
	Atlantic Grand d.o.o. Bijeljina	5	-
	Atlantic Grand d.o.o. Skopje	155	109
	Atlantic Cedevita d.o.o.	15	-
	Atlantic Point d.o.o.	1	2
	Yammatovo d.o.o.	14	6
Sponsorships and donations	Atlantic Trade d.o.o. Zagreb	39	-
	Montana Plus d.o.o.	2	-
Entertainment	Atlantic Trade d.o.o. Zagreb	147	84
	Montana Plus d.o.o.	1	-
	Atlantic Štark d.o.o.	1	1
	Farmacia Zdravstvena Ustanova	1	-
Other operating costs	Atlantic Trade d.o.o. Zagreb	13	-
	Atlantic Cedevita d.o.o.	5	5
	Atlantic Argeta d.o.o.	4	-
	Farmacia Zdravstvena Ustanova	1	-
Liabilities from credit notes issued	Atlantic Trade d.o.o. Zagreb	-	744
	Farmacia Specijalizirana Prodavaonica d.o.o.	-	70

Commitments

The Company is co-debtor and guarantor to its subsidiaries and other members of the Group in their borrowings with total principal balance of EUR 177,606 thousand (2024: EUR 94,592 thousand). The financial liability related to these guarantees is not material and provision has not been recognized as the Management believes that the possibility of any outflow of economic resource is remote.

Management board compensation

In 2025 members of the Management Board received a total gross amount of EUR 3,793 thousand relating to salaries, bonuses and other receipts in kind (2024: EUR 3,765 thousand). The Company prepares a Report on the remuneration of the members of the Supervisory Board and the Management Board, which sets out the details of such remuneration.

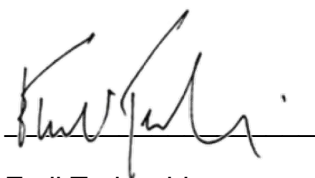
Statement of the Management Board

The Management Board of the Company declares that transactions with related parties during the financial year 2025 were carried out under market terms and conditions, and that the Company has not suffered any detriment as a result of the legal transactions and measures undertaken in relation to related parties, nor are there any circumstances that would require an assessment different from that set out in this Report. Based on the circumstances known at the time each legal transaction or action referred to in this Report was undertaken, the Company received appropriate consideration for each transaction, and no damage was incurred by the Company as a result of such actions.

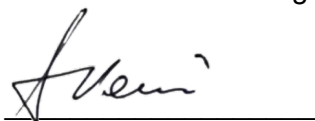
The Management Board hereby submits this Report to the Supervisory Board for review.

Zagreb, 28 April 2026

Atlantic Grupa d.d.



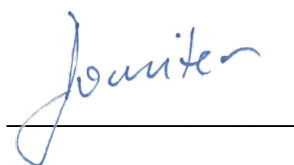
Emil Tedeschi
President of the Management Board



Srećko Nakić
Group Vice President for Markets and
Distribution



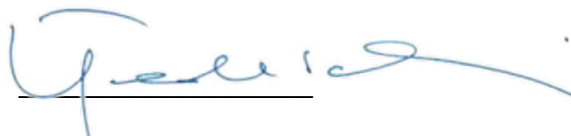
Mate Štetić
Group Vice President for Brands and
Operations



Mojca Domiter
Group Vice President for People and
Culture



Zoran Stanković
Group Vice President for Finance,
Procurement and IT



Lada Tedeschi Fiorio
Group Vice President for Corporate
Strategy and Investments



Neven Vranković
Group Vice President for Corporate
Activities