

ARENA

HOSPITALITY GROUP

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Home Member State: Croatia

Listing: Prime Market of the Zagreb Stock Exchange

Pula, 29.03.2019.

- ZAGREB STOCK EXCHANGE
- CROATIAN FINANCIAL SERVICES SUPERVISORY AGENCY
- CROATIAN NEWS AGENCY
- COMPANY WEB SITE

Subject: **Notice for the General Assembly meeting**
- Announcement of regulated information

Pursuant to the provisions of the Capital Market Act and the Rules of the Zagreb Stock Exchange, Arena Hospitality Group d.d. with registered office in Pula, Smareglina ulica 3, OIB: 47625429199 (hereinafter: the Company) hereby announces the notice for the General Assembly of the Company to be held on 29 April 2019 beginning at 11:00 CET.

The notice for the General Assembly of the Company shall be published via the website of the court register and the website of the Company. The materials for the General Assembly meeting shall be available via the website of the Company.

The notice for the General Assembly of the Company, together with the agenda and proposed decisions, is attached to this announcement.

Arena Hospitality Group d.d.

Pursuant to Article 19 of the Articles of Association of the company Arena Hospitality Group d.d. za turizam i ugostiteljstvo, Pula, Smareglina ulica 3 (hereinafter: the Company), the Management Board hereby announces to the shareholders of the Company a notice for the

GENERAL ASSEMBLY of the company Arena Hospitality Group d.d.

I. The General Assembly shall be held on 29 April 2019 at 11:00 hrs at Park Plaza Histria hotel in Pula.

II. The General Assembly will proceed according to proposed:

Agenda:

- 1. Opening of the session of the General Assembly and roll call**
- 2. Presentation of the following reports:**
 - 2.1 Company's annual report for 2018 (consolidated and non-consolidated), which comprises of:**
 - **Annual financial statements of the Company for 2018 (consolidated and non-consolidated) - statement of financial position (balance sheet), income statement, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes to the financial statements,**
 - **Report of the Company's auditor for 2018,**
 - **Statement on application of the corporate governance code,**
 - **Management Report for 2018 (consolidated and non-consolidated), and**
 - **Statement of the Company's responsible persons,**
 - 2.2 Report of the Supervisory Board on supervision of the Company's management and the results of examination of the Company's annual report for 2018 (consolidated and non-consolidated)**
- 3. Adoption of decision on use of profit realised in 2018**
- 4. Adoption of decision on granting discharge to the members of the Supervisory Board**
- 5. Adoption of decision on granting discharge to the members of the Management Board**
- 6. Adoption of decision on appointment of the Company's auditor for 2019**
- 7. Adoption of decision on payment of dividend**

III. The Management Board and the Supervisory Board submit the reports set out under item 2 of the Agenda to the General Assembly.

IV. The Management Board and the Supervisory Board propose to the General Assembly to adopt the following decisions under items 3 to 5 of the Agenda:

Item 3.

“The profit of the Company realised in 2018 in the total amount of HRK 66,550,407.36 is allocated to retained earnings.”

Item 4.

“Discharge is hereby granted to members of the Supervisory Board of the Company for their work in 2018.”

Item 5.

“Discharge is hereby granted to members of the Management Board of the Company for their work in 2018.”

V. The Supervisory Board proposes to the General Assembly to adopt the following decision under item 6 of the Agenda:

Item 6.

“Ernst & Young d.o.o. Zagreb is hereby appointed as the Company’s auditor for 2019 (with respect to the consolidated and non-consolidated annual financial statements of the Company for 2019).”

VI. The Management Board and the Supervisory Board propose to the General Assembly to adopt the following decision under item 7 of the Agenda:

Item 7.

“I/ Dividend in the amount of HRK 5.00 per share shall be paid out to the Company’s shareholders.

II/ Dividend from Item I/ hereof shall be paid out from a part of retained earnings of the Company realised in 2017.

III/ Dividend from Item I/ hereof shall be paid to the shareholders of the Company who are registered as holders of the Company’s shares in the share register of the Central Depository & Clearing Company Inc. on 7 May 2019 (record date), excluding treasury shares.

IV/ The first day of trading in the Company’s shares with no right to dividend payment is 6 May 2019 (ex date).

V/ Dividend from Item I/ hereof shall be paid out on 28 May 2019 (payment date).”

VII. On the day of announcement of this notice, the total number of the Company’s voting shares is 5,128,721 and the total number of voting rights is 5,128,552, considering that each share gives right to one vote in the General Assembly of the Company and that the rights attached to treasury shares are suspended.

VIII. A shareholder registered as holder of shares in the share register of the Central Depository & Clearing Company Inc. on the beginning of the 21st day before the day of the General Assembly (and excluding the day of holding the General Assembly) is entitled to participate and to vote at the General Assembly.

IX. A shareholder may vote at the General Assembly via proxy based on a written power of attorney, which the shareholder is required to provide to the Company on the day of holding the General Assembly, at the latest, if the power of attorney has not already been deposited with the Company.

X. Participation at the General Assembly or voting at the General Assembly is not conditional upon prior registration; however, due to organisational reasons, the shareholders are kindly requested to register their participation at the General Assembly at the latest two business days

ARENA

HOSPITALITY GROUP

before the day of the General Assembly (and excluding the day of holding the General Assembly). This is without prejudice to the shareholders' right to participate at the General Assembly and vote at the General Assembly without any prior registration.

XI. *Shareholders jointly holding shares representing 5% of the Company's share capital may request that a certain item is included in the agenda of the General Assembly. Such request shall be published provided that it also contains a proposal of the decision and explanation and provided that it is received by the Company 30 days before holding of the General Assembly, at the latest.*

XII. *The shareholders who wish to submit a counterproposal to a decision proposed in this notice are authorised to do so 14 days before holding the General Assembly, at the latest, by delivering a written counterproposal with explanation to the address of the Company: Arena Hospitality Group d. d., Smareglina ulica 3, 52100 Pula. A counterproposal may also be submitted at the General Assembly. The same applies to shareholders' proposals for the appointment of the Company's auditor, but such proposals do not have to contain an explanation.*

XIII. *If the quorum prescribed in Article 25 of the Company's Articles is not present at the General Assembly, a new meeting of the General Assembly shall be held with the same agenda on 30 April 2019 at 11:00 hrs at the same place.*

XIV. *At the General Assembly, the Management Board is required to provide explanations to any shareholder, at his request, regarding the Company's operations, if this is needed for consideration of agenda items.*

XV. *Information from Article 280.a of the Companies Act are available to the shareholders via the Company's web site: www.arenahospitalitygroup.com.*

Arena Hospitality Group d.d.