

Pursuant to Article 13 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 **25 April 2024 at 11:00 hrs** at Grand Hotel Brioni, a Radisson Collection 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 2023 (consolidated and non-consolidated), which comprises of:**
    - **Annual financial statements of the Company for 2023 (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 2023,**
    - **Statement on application of the corporate governance code,**
    - **Management Report for 2023 (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 2023 (consolidated and non-consolidated)**
  - 2.3 Report of the Management Board on acquisition of treasury shares**
- 3. Adoption of the Report on remuneration of the Management Board and Supervisory Board members in 2023**
- 4. Adoption of decision on distribution of profits realised in 2023**
- 5. Adoption of decision on granting discharge to the members of the Supervisory Board**
- 6. Adoption of decision on granting discharge to the members of the Management Board**
- 7. Adoption of the decision of the dividend payout**
- 8. Adoption of decision on election of Supervisory Board members**

ARENA HOSPITALITY GROUP, A MEMBER OF PPHE HOTEL GROUP  
ARENA HOSPITALITY GROUP D.D. SMAREGLINA ULICA 3 PULA CROATIA T +385 52 223 811  
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Trgovački sud u Pazinu, MBS: 040022901; OIB: 47625429199; temeljni kapital 13.613.965,00 euro uplaćen u cijelosti, ukupan broj izdanih dionica 5.128.721; Predsjednik Nadzornog odbora: Boris Ernest Ivesha;  
Predsjednik Uprave: Reuel Israel Gavriel Slonim; Članovi Uprave: Manuela Kraljević, Devansh Bakshi, Edmond Pinto  
IBAN: HR7223600001101213690 Zagrebačka banka d.d. Zagreb.



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## 9. Adoption of decision on approval of the Management Board Remuneration Policy

## 10. Adoption of decision on appointment of the Company's auditor for 2024

*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 7 of the Agenda:*

### **Item 3**

*"The Report on remuneration of the Management Board and Supervisory Board members in 2023 together with the auditor's report is hereby adopted."*

### **Item 4.**

*"The profit that the Company realised in 2023 in the total amount of EUR 6,131,695.90 is allocated to retained earnings."*

### **Item 5.**

*"Discharge is hereby granted to members of the Supervisory Board of the Company for their work in 2023."*

### **Item 6.**

*"Discharge is hereby granted to members of the Management Board of the Company for their work in 2023."*

### **Item 7.**

*"Pursuant to Article 275, Paragraph 1, Point 2 and Article 220 of the Companies Act, as well as Article 24 of the Articles of Association, the General Assembly of Arena Hospitality Group d.d. for tourism and hospitality with headquarters in Pula (City of Pula - Pola), Smareglina Street 3, MBS: 040022901, OIB: 47625429199 (hereinafter: Company), on 25 April 2024, makes the following:*

### **DECISION ON DIVIDEND PAYOUT**

- I/ The Company's shareholders shall be paid a dividend in the amount of 0,75 EUR (in letters: zero Euros and seventy five cents) per share.*
- II/ The dividend from point I of this Decision shall be paid out the Company's retained earnings.*
- III/ The dividend from point I of this Decision will be paid to the Company's shareholders who, on 6 May 2024 (record date), are registered as holders of the Company's shares in the share register of the Central Depository and Clearing Company d.d., except for own shares.*
- IV/ The first day from which the Company's shares are traded without the right to dividend payment is 3 May 2024 (ex date).*

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V/ *The dividend from point I/ of this Decision will be paid on 15 May 2024 (payment date)."*

V. *The Supervisory Board proposes to the General Assembly to adopt the following decision under items 8 to 10 of the Agenda:*

**Item 8.**

*"I/ Due to expiry of the mandate of the members of the Supervisory Board of the Company, pursuant to the Articles 16 and 17 of the Articles of Association of the company Arena Hospitality Group d.d., the following members of the Supervisory Board are hereby elected:*

- 1. Boris Ernest Ivesha, OIB: 68819038982, United Kingdom, London NW1 7DE, 30 Oval Road, The Henson, Flat 46,*
- 2. Yoav Arie Papouchado, OIB: 86758299795, Israel, Herzliya Pituach 4672835, 8 Ha-sadna'ot Street,*
- 3. Kevin Michael McAuliffe, OIB: 34325229833, Guernsey, Le Richelais, Clos du Villocq, Castel, Guernsey, GY5 7SD,*
- 4. Amra Pende, OIB: 50579531567, Pula, Pina Budicina 21, mag.iur.,*
- 5. PhD Lorena Škuflić, OIB: 85218530704, Zagreb, Bijenička cesta 35,*
- 6. Ivana Matovina, OIB: 29131784236, Sesvete, Maćuhica 27.*

*II/ One member of the Supervisory Board shall be appointed by the employees' council of the Company.*

*III/ The members of the Supervisory Board are elected for the mandate in duration from the day of adoption of this decision until closing of the General Assembly meeting to decide upon granting discharge to members of the Supervisory Board for their work in 2025.*

*IV/ This decision shall enter into force on the day of its adoption."*

**Item 9.**

*"I/ The Management Board Remuneration Policy of the Company is hereby adopted.*

*II/ The Remuneration Policy shall enter into force on the day of its adoption by the General Assembly and shall apply for the period of four years between 2024 and 2027.*

**Item 10.**

*"Deloitte d.o.o. is hereby appointed as the Company's auditor for 2024 (with respect to the consolidated and non-consolidated annual financial statements of the Company for 2024)."*

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**VI.** 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 5,043,520 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.

**VII.** A shareholder registered as holder of shares in the share register of the Central Depository & Clearing Company Inc. on the beginning of the 21<sup>st</sup> 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.

**VIII.** 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. The template of the power of attorney that a shareholder may use for this purpose is available for the shareholders at the Company's web site: [www.arenahospitalitygroup.com](http://www.arenahospitalitygroup.com).

**IX.** 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 five business days 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. The template of registration form that the shareholders may use for registration purposes is available for the shareholders at the Company's web site: [www.arenahospitalitygroup.com](http://www.arenahospitalitygroup.com). Registrations may be sent by regular mail to the seat of the Company (Arena Hospitality Group d.d., Smareglina 3, 52 100 Pula, with reference: "for the General Assembly") or to the e-mail address: [ir@arenahospitalitygroup.com](mailto:ir@arenahospitalitygroup.com).

**X.** 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.

**XI.** 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.

**XII.** If the quorum prescribed in Article 25 of the Company's Articles of Association is not present at the General Assembly, a new meeting of the General Assembly shall be held with the same agenda on 25 April 2024 at 18:00 hrs at the same place.

**XIII.** 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.

**XIV.** Information from Article 280.a of the Companies Act are available to the shareholders via the Company's web site: [www.arenahospitalitygroup.com](http://www.arenahospitalitygroup.com).

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