

Arena Hospitality Group d.d.

NADZORNI ODBOR

U Puli, 25.02.2022.

**ODLUKA
O NADLEŽNOSTI ODBORA O IMENOVANJU**

I/ Sukladno Odluci Nadzornog odbora br. 12/2021 od 28. srpnja 2021. godine, Nadzorni odbor ovime određuje sljedeće nadležnosti Odbora za imenovanja Društva:

- nadziranje procesa imenovanja u Nadzorni odbor i Upravu kako bi se osiguralo da je pošten i transparentan;
- razvijanje opisa uloga i kandidata za svako upražnjeno mjesto u skladu s profilom Uprave ili Nadzornog odbora (po potrebi, uz savjetovanje s predsjednikom Uprave odnosno Nadzornog odbora) te identificiranje i preporuka odgovarajućih kandidata Nadzornom odboru;
- prilikom traženja neovisnih kandidata Nadzornog odbora utvrđuje da su kandidati neovisni u smislu odredbi primjenjivog Kodeksa korporativnog upravljanja;
- procjenjivanje i davanje preporuka Nadzornom odboru vezano za strukturu i kvalitetu rada Nadzornog odbora i Uprave;
- razvijanje i dogovaranje uvjeta imenovanja s potencijalnim novim članovima Uprave odnosno Nadzornog odbora, uključujući očekivano vrijeme potrebno za vršenje njihove funkcije
- pripremanje i praćenje provedbe plana sukcesije za ponovno imenovanje ili zamjenu članova Nadzornog odbora i Uprave, uz savjetovanje s Predsjednikom Nadzornog odbora odnosno Uprave
- praćenje napretka u postizanju ciljanog postotka ženskih članova Uprave i Nadzornog odbora;

Arena Hospitality Group d.d.

SUPERVISORY BOARD

Pula, 25.02.2022.

**DECISION ON TERMS OF REFERENCE
OF THE NOMINATION COMMITTEE**

I/ Pursuant to the Supervisory Board Decision no. 12/2021 dated 28 July 2021, the Supervisory Board hereby sets out the following authorities of the Nomination Committee:

- overseeing the appointment process for the members of the Supervisory and Management Board to ensure it is fair and transparent;
- for each vacancy, develop role and candidate descriptions consistent with the Board profile (consulting with the President of the relevant Board as necessary), and identify and recommend suitable candidates to the Supervisory Board;
- when seeking independent members of the Supervisory Board, confirm that candidates are independent in line with the applicable of Corporate Governance Code;
- evaluating and giving recommendations to the Supervisory Board as regards the structure and the work quality of the Supervisory Board and the Management Board;
- develop and agree the terms of appointment with potential new Management and Supervisory Board members, including their expected time commitment;
- draw up and monitoring of implementation of succession plans for the reappointment or replacement of members of the Supervisory and Management board in consultation with the president of the relevant board;
- monitor progress on achieving the target percentage of female members on the Supervisory and Management boards;

- nadziranje politike uprave pri odabiru i imenovanju višeg rukovodstva
- konzultacije s organima Društva vezano za politiku imenovanja; i
- obavljanje drugih zadataka sukladno zakonu, podzakonskim propisima, Statutu i drugim internim aktima Društva, te Kodeksu korporativnog upravljanja kojeg primjenjuje Društvo.
- overseeing the policy of the Management Board on the selection and appointment of senior management;
- consulting with the Company's corporate bodies regarding nomination policies; and
- performing other tasks in accordance with the law and implementing regulations, the Articles of Association and other internal acts of the Company, and the Corporate Governance Code applied by the Company.

II/ Odbor za imenovanja Društva ovlašten je usvojiti svoj poslovnik o radu, uz prethodnu suglasnost Nadzornog odbora Društva. Do donošenja takvog poslovnika, na pripremu, sazivanje, način rada, odlučivanje te druga pitanja vezana za rad Odbora za imenovanja Društva, na odgovarajući način primjenjivat će se odredbe Poslovnika o radu Nadzornog odbora Društva usvojenog Odlukom Nadzornog odbora br. 2/2018 od 27. veljače 2018. godine, pri čemu Odbor za imenovanja donosi odluke većinom svih glasova u tom odboru.

III/ Ova odluka stupa na snagu danom donošenja.

II/ The Nomination Committee is authorised to adopt its rules of procedure, with prior approval of the Supervisory Board. Until such rules of procedure are adopted, the provisions of the Rules of Procedure of the Supervisory Board, adopted by Supervisory Board Decision no. 2/2018 dated 27 February 2018, shall apply mutatis mutandis to the preparation, convening, operation, decision-making and other matters related to the work of the Nomination Committee, whereby the Nomination Committee shall pass its decisions with the majority of all votes in this Committee.

III/ This decision shall enter into force as of the day of its adoption.