

Arena Hospitality Group d.d.

NADZORNI ODBOR

U Puli, 27.07.2022.

ODLUKA O NADLEŽNOSTI ODBORA ZA ODRŽIVOST

I/ Sukladno Odluci Nadzornog odbora br. 5/2022 od 25. veljače 2022. godine, Nadzorni odbor ovime određuje nadležnosti Odbora za održivost Društva („Odbor“). Nadzorni odbor osnovao je Odbor kao jednu od sastavnica sustava unutar Društva koji će osigurati dugoročnu održivost Društva te aktivno upravljanje operacijama na način koji uravnotežuje ekološke, ekonomske i društvene ciljeve. Odbor ima sljedeće nadležnosti:

- Razmatranje i razrada strategija i razvojnih ciljeva Društva imajući u vidu njihov potencijalni učinak na okoliš, društvena pitanja i pitanja upravljanja, kao i uključivanje održivih praksi u poslovanje Društva te nadzor nad njihovom implementacijom ;
- procjenjivanje i davanje preporuka vezano za izradu i implementaciju politika i procedura Društva vezano za:
 - učinke aktivnosti Društva na okoliš i zajednicu, prevenciju onečišćenja te upravljanje s time povezanim rizicima s ciljem smanjenja CO2 emisija od strane Društva;
 - očuvanjem ljudskih prava općenito i prava radnika; smanjenje društvenih nejednakosti;
 - sprječavanje i sankcioniranje mita i korupcije;
 - upravljanje okolišnim i socijalnim pitanjima.
- nadzor nad nefinancijskim izvještavanjem Društva, uključujući izvještavanje o društveno odgovornom poslovanju Društva;

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SUPERVISORY BOARD

Pula, 27 July 2022.

DECISION ON TERMS OF REFERENCE OF THE SUSTAINABILITY COMMITTEE

I/ Pursuant to the Supervisory Board Decision no. 5/2022 dated 25 February 2022, the Supervisory Board hereby sets out the authorities of the Sustainability Committee (“Committee”). The Supervisory Board established the Committee as one of the components of the system within the Company that will ensure the long-term sustainability of the Company and active management of operations in a way that balances environmental, economic and social goals. The committee has the following responsibilities:

- Considering and development of the strategies and development targets with regards to their potential impact on the environment, social and governance matters as well as embedding sustainability practices into the Company’s business and supervision over their implementation;
- Considerations and recommendations regarding drafting and implementation of the Company’s policies and procedures in relation to:
 - the impacts of the Company’s activities to the environment and the community, prevention of pollution and management of associated risks with an aim of reduction of CO2 emissions of the Company;
 - human rights in general and workers’ rights, reducing social inequality;
 - prevention and sanctioning of bribery and corruption;
 - governance related to environmental and social matters.
- oversight over the non-financial reporting, including the corporate social responsibility reporting;

- Analiza i preporuke Nadzornom odboru i Upravi vezano za identifikaciju ključnih dionika u odnosu na Društvo i komunikaciju s glavnim dionicima;
- obavljanje drugih zadataka sukladno zakonu, podzakonskim propisima, Statutu i drugim internim aktima Društva, te Kodeksu korporativnog upravljanja kojeg primjenjuje Društvo.
- Analysis and recommendations to the Supervisory Board and Management Board regarding the identification of the key stakeholders of the Company and communication with them;
- 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 će jednom godišnje preispitivati svoje nadležnosti i vlastitu učinkovitost te preporučiti sve potrebne izmjene Nadzornom odboru.

II/ The Committee shall annually review its terms of reference and its own effectiveness and recommend any necessary changes to the Supervisory Board.

III/ Odbor će se sastajati najmanje tri puta godišnje, uključujući u odgovarajuće vrijeme u ciklusu financijskog izvještavanja i revizije poslovanja Društva kako bi razmotrio nefinancijske objave u godišnjem izvješću. Odbor donosi odluke većinom svih glasova u tom odboru.

III/ The Committee shall meet at least three times a year, including at an appropriate time in the Company's financial reporting and audit cycle to consider non-financial disclosures in the annual report. The Committee shall pass its decisions with the majority of all votes in this Committee.

IV/ Samo članovi Odbora imaju pravo prisustvovati i glasovati na sjednicama Odbora. Međutim, drugi nečlanovi, uključujući savjetnike za pitanja ESG-a, mogu biti pozvani da prisustvuju svim ili dijelom bilo kojih sastanaka prema potrebi i uz suglasnost predsjednika Odbora. Predsjednik Odbora ima diskrecijsko pravo odlučiti tko će, osim članova Odbora, prisustvovati i govoriti na sastancima Odbora.

IV/ Only Committee members have the right to attend and vote at Committee meetings. However, other non-members, including advisers on ESG matters, may be invited to attend all or part of any meetings as and when appropriate and necessary and with the Committee chairperson's agreement. The Committee chairperson shall have the discretion to decide who, other than the Committee members, shall attend and address Committee meetings.

V/ Tajnik Društva, ili osoba koju on/ona imenuje, djelovat će kao tajnik Odbora i pružiti svu potrebnu podršku Odboru, uključujući vođenje zapisnika Odbora i osiguravanje da Odbor pravodobno prima informacije i dokumente kako bi se omogućilo potpuno i pravilno razmatranje relevantnih pitanja. Tajnik također djeluje kao koordinator između Nadzornog odbora, Uprave i Odbora te vodi evidenciju o članstvu u Odboru i datumima promjena u članstvu.

V/ The Company Secretary, or his or her nominee, shall act as the Secretary of the Committee and provide all necessary support to the Committee, including the recording of Committee minutes and ensuring that the Committee receives information and papers in a timely manner to enable full and proper consideration of the relevant issues. The Secretary shall also act as a co-ordinating intermediary between the Supervisory Board, the Management Board and the Committee and shall keep a record of the membership of the Committee and the dates of changes to the membership.

VI/ Odbor će se u svakom trenutku brinuti za smanjenje rizika od bilo kakvog sukoba interesa unutar Odbora za koji se može smatrati da dovodi do neprihvatljivog utjecaja. Ako Odbor razmatra pitanje u kojem član Odbora, bilo izravno ili neizravno, ima osobni interes,

VI/ The Committee shall at all times take care to minimise the risk of any conflict of interest within the Committee that might be seen to give rise to an unacceptable influence. If a matter that is considered by the Committee is one where a Committee member, either directly

tom članu neće biti dopušteno glasovati na sastanku.

VII/ Odbor je ovlašten usvojiti svoj poslovnik o radu kojim bi se uređila pitanja koja nisu uređena ovom Odlukom kao i ostalim primjenjivim internim aktima Društva, Kodeksom korporativnog upravljanja koje primjenjuje Društvo kao i drugim prisilnim propisima, uz prethodnu suglasnost Nadzornog odbora Društva. Do donošenja takvog poslovnika, na pripremu, sazivanje, način rada, odlučivanje te druga pitanja vezana za rad Odbora, 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,

VIII/ Ova odluka stupa na snagu danom donošenja.

or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.

VII/ The Committee is authorised to adopt its rules of procedure to govern other issues not regulated in this Decision, as well as other applicable internal rules of the Company, Code of Corporate Governance applied by the Company and others obligatory legal sources, 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 Committee.

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