

Security: ARNT

LEI: 74780000Z0PH7TFW3185

ISIN: HRARNTRA0004

Home Member State: Croatia

Listing: Prime Market of the Zagreb Stock Exchange

Pula, 28 April 2022

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

Subject: **Notice for the General Assembly meeting**
- General Assembly

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 31 May 2022 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 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 **31 May 2022 at 11:00 hrs** at the hotel **Grand Hotel Brioni** 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 2021 (consolidated and non-consolidated), which comprises of:**
 - **Annual financial statements of the Company for 2021 (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 2021,**
 - **Statement on application of the corporate governance code,**
 - **Management Report for 2021 (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 2021 (consolidated and non-consolidated)**
- 3. Report on remuneration of the Management Board and Supervisory Board members in 2021**
- 4. Adoption of decision on distribution of profits realised in 2021**
- 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 decision on appointment of the Company's auditor for 2022**
- 8. Adoption of decision on election of Supervisory Board members**

Trgovački sud u Pazinu, MBS: 040022901; OIB: 47625429199; temeljni kapital 102.574.420,00 kn 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.

9. Adoption of decision on granting the approval to Management Board for acquisition of treasury shares

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 6 of the Agenda:

Item 3

"The Report on remuneration of the Management Board and Supervisory Board members in 2021 together with the auditor's report is hereby adopted."

Item 4.

"The profit that the Company realised in 2021 in the total amount of HRK 45.617.331 is allocated to retained earnings."

Item 5.

"Discharge is hereby granted to members of the Supervisory Board of the Company for their work in 2021."

Item 6.

"Discharge is hereby granted to members of the Management Board of the Company for their work in 2021."

V. The Supervisory Board proposes to the General Assembly to adopt the following decision under item 7 of the Agenda:

Item 7.

"Ernst & Young d.o.o. Zagreb is hereby appointed as the Company's auditor for 2022 (with respect to the consolidated and non-consolidated annual financial statements of the Company for 2022)."

VI. The Supervisory Board proposes to the General Assembly to adopt the following decision under item 8 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, chief executive officer and president of PPHE Hotel Group Limited*
- 2. Yoav Arie Papouchado, OIB: 86758299795, Israel, Herzliya Pituach 4672835, 8 Ha-sadna'ot Street, chairman of the board of directors of Red Sea Hotels Ltd*

3. Kevin Michael McAuliffe, OIB: 34325229833, Guernsey, Le Richelais, Clos du Villocq, Castel, Guernsey, GY5 7SD, non-executive deputy president of PPHE Hotel Group Limited

4. Amra Pende, OIB: 50579531567, Pula, Pina Budicina 21

5. PhD Lorena Škuflić, OIB: 85218530704, Zagreb, Bijenička cesta 35

6. Ivana Matovina, OIB: OIB: 29131784236, Sesvete, Mačuhica 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 2023.

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

VII. Item 9

I/ Pursuant to the provisions of Art. 233 of the Companies Act, the General Assembly hereby authorises the Management Board of the Company to acquire treasury shares of the Company, ticker ARNT-R-A, during the period of 5 (five) years as from the date of entry into force hereof, on and off the regulated market, without any further approval of the General Assembly, under the following terms and conditions:

1. total number of treasury shares acquired based on this Decision, together with the treasury shares that the Company already holds, shall not exceed 10% (ten percent) of the Company's share capital at the time of acquisition;

2. the purchase price for the treasury shares shall not be above 10% (ten percent) or below 10% (ten percent) the average market price achieved for these shares during the previous trading day;

3. in the business year of the Company's acquisition of the treasury shares, the Company shall contribute a part of profits to that year's reserves for these shares and record the amounts corresponding to the amounts paid for the acquired treasury shares, so that the Company's net assets stated in the financial statements for the previous business year do not become, on the account of acquisition of treasury shares, lower than the amount of share capital and reserves that the Company is required to have under the law, the Articles or the General Assembly decision and that cannot be used for distribution to the shareholders;

4. the Management Board shall inform the next General Assembly about the reasons and the purpose of shares acquisition, their number and participation in the share capital, and the consideration paid by the Company for these shares. The Management Board shall have the same obligation towards the Supervisory Board, whereby the Management Board shall submit reports to the Supervisory Board within one month as from expiry of each quarter.

II/ The Management Board is authorised, with the approval of the Supervisory Board, to dispose of the treasury shares, which the Company already holds or which the Company shall acquire pursuant to the provisions of this General Assembly decision on granting the approval to the Management Board for acquisition of treasury shares, on or off the regulated market (e.g. by disposal within the framework of employees' reward program and other treasury shares disposal programs adopted by

the Management Board with prior approval of the Supervisory Board), without the need to obtain, besides this General Assembly decision, any special decision of the General Assembly.

III/ The Management Board of the Company is authorised, with prior approval of the Supervisory Board, to withdraw the treasury shares, which the Company already holds or which the Company shall acquire pursuant to the provisions of this General Assembly decision on granting the approval to the Management Board for acquisition of treasury shares, with decrease of the share capital of the Company pursuant to Art. 233 Par. (2) of the Companies Act or without decrease of the share capital of the Company pursuant to Art. 352 Par. (3) Item 3 of the Companies Act, without the need to obtain, besides this General Assembly decision, any special decision of the General Assembly.

IV/ This Decision shall enter into force on 1 September 2022.”

VIII. 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 5,083,552, 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.

IX. 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.

X. 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.

XI. Participation at the General Assembly or voting at the General Assembly is not conditional upon prior registration. However, due to organisational reasons, and particularly taking into consideration the duty of the Company to ensure that the General assembly is held in line with all epidemiologic recommendations, 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. 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.

XII. 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.

XIII. 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.

ARENA

HOSPITALITY GROUP

ARENA HOSPITALITY GROUP, A MEMBER OF PPHE HOTEL GROUP
ARENA HOSPITALITY GROUP D.D. SMAREGLINA ULICA 3 PULA CROATIA T +385 52 223 811
E INFO@ARENAHOSPITALITYGROUP.COM W ARENAHOSPITALITYGROUP.COM

XIV. *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 31 May 2022 at 18:00 hrs at the same place.*

XV. *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.*

XVI. *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.

Trgovački sud u Pazinu, MBS: 040022901; OIB: 47625429199; temeljni kapital 102.574.420,00 kn 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.