



PLAVA LAGUNA

MANAGEMENT BOARD

Number: 01/01/2019/3

File Number: 01-01-2019-3

Date: August 30th 2019

Pursuant to article 277 paragraph 2 of the Companies Act and article 41 of the Statute of PLAVA LAGUNA joint stock company for hotel management and tourism, August 30th 2019 the Company's Management board rendered the Decision on convocation of the General assembly of shareholders of PLAVA LAGUNA j.s.c. Poreč, Rade Končara 12 (hereinafter referred to as: the Company), determining the date and time of the meeting, agenda, shareholders' rights to participate and the obligation to publish the call.

All shareholders are herewith being invited to take part of the

EXTRAORDINARY GENERAL ASSEMBLY

which shall be held on October 31st 2019 in the premises of hotel Parentium Plava laguna in Poreč, Zelena laguna 6, commencing at 11.00 o'clock.

WE PROPOSE THE FOLLOWING

AGENDA

1. Opening of the General Assembly, determining the Agenda and list of participants,
2. Rendering the Decision on election of members of the Company's Supervisory board
3. Rendering the Decision on the remuneration to Supervisory board members

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Upisano u registar Trgovačkog suda u Pazinu.
MBS: 040020834 – OIB: 57444289760
PDV identifikacijski broj: HR57444289760.

Računi:

PRIVREDNA BANKA ZAGREB d.d. Zagreb IBAN: HR1623400091100017577
ZAGREBAČKA BANKA d.d. Zagreb IBAN: HR7923600001101325211
ERSTE & STEIERMARKISCHE BANK d.d. Rijeka IBAN: HR8124020061100389462
ADDIKO BANK d.d. Zagreb IBAN: HR7325000091101010729
RAIFFEISENBANK AUSTRIA d.d. Zagreb IBAN: HR3124840081135054215
ISTARSKA KREDITNA BANKA d.d. Umag IBAN: HR7323800061110009038

Temeljni kapital: 1.444.530.057,18 kuna podijeljen na 2.197.772 redovnih dionica bez nominalne vrijednosti i 420.000 povlaštenih dionica nominalne vrijednosti 250,00 kuna. Temeljni kapital je uplaćen u cijelosti.

Uprava:

Predsjednik: Neven Staver
Član: Marco Buzolić
Član: Dragan Pujas
Član: Damir Mendica
Član: Danira Rančić

Nadzorni odbor:

Predsjednik: Davor Luksic Lederer

PROPOSAL OF DECISIONS

Ad. – 1.

Note: The decision under this point of the Agenda is not being rendered by shareholders, for the chairman opens the General Assembly, determines the Agenda and present shareholders and their representatives in the presence of the notary public.

Ad. - 2

The decision on election of members of the Company's Supervisory board is rendered:

The Supervisory board consists of seven members.

Elected as members of the Supervisory board are:

NEVEN STAVAR, PIN: 22665275792, Poreč, Velog Jože 15, economist
as of October 31st 2019

DUNCAN BRAMWELL, OIB: 03334435018, United Kingdom of Great Britain and Northern Ireland,
9 Hambleton Mill, Henley- on-Thames, Oxon, economist
as of October 31st 2019

The mandate of the elected members of the Supervisory board is established for the period of the remaining mandate of the existing members of the Supervisory Board, ending on August 29th 2021.

Ad. - 3

The Decision on remuneration to Supervisory Board members is rendered:

The remuneration to the members of the Supervisory Board of the Company is determined in the amount of 2.000,00 EUR net per each Supervisory Board meeting the member participated to.

The kuna counter value shall be calculated at the middle exchange rate on the payment day.

On the day this decision enters into force, the Decision on remuneration to the members of the Supervisory board of Plava laguna j.s.c. of August 30th 2018, no.: 01/01/2018/1, ref.no.: 01-04-2018-10. ceases to be valid.

This decision enters into force on the day it is rendered.

The Supervisory board proposes decision under number 2 while the Management and Supervisory board jointly propose the decision under number 3.

OTHER NOTES:

- APPLICATION

The right to take part at the General Assembly and exercise the right to vote belongs to all the Company's shareholders registered at the depository of the Central depository and clearing company on the beginning of the 21st day before the day the General Assembly is held, and who applied their partaking in the General Assembly to the Company's Management board no later than six (6) calendar days before the General Assembly is held, where the day of receipt of the application at the Company is not included in this period.

The partaking forms are available on the Company's website biz.plavalaguna.hr.

The right to take part and to vote may be exercised by the shareholder personally or through an attorney.

The application to take part of the General Assembly and the power of attorney are delivered to the Company's seat with the indication "for the General Assembly".

The shareholders, that is, their attorneys must register no later than 30 minutes before the commencement of the General Assembly in order to have a timely list of participants.

- POWER OF ATTORNEY

The shareholders may be represented by attorneys pursuant to a valid written power of attorney issued by the shareholder, or in case the shareholder is a legal entity, by the person authorised for representation. The power of attorney must be in writing and contain the attorney's identity, the shareholder issuing the power of attorney, number of votes at his disposal, the authority to act and vote on behalf of the shareholder at the General Assembly, the date of issuance and period of validity of the power of attorney. It is not required to certify the power of attorney by a notary public.

The power of attorney forms are available on the Company's website biz.plavalaguna.hr.

- AMENDMENTS OF THE AGENDA

Shareholders owning jointly the shares equalling the twentieth part of the Company's share capital have the right to demand to put a certain matter on the General Assembly's agenda, together with an explanation and decision proposal. Such a demand must reach the Company at least thirty (30) days prior to the General Assembly session, where the day of receipt of the demand at the Company is not included in this period.

- COUNTERPROPOSALS

The shareholders' counterproposals to the proposals made by the Management and/or Supervisory

board containing the name and surname of the shareholder, with explanations, must be received by the Company no later than fourteen (14) days prior to the General Assembly session, where the day of receipt of the counterproposal at the Company is not included in this period. If the shareholder chooses not to exercise the said right, this shall not result in loss of right to make counterproposals at the General Assembly. The same rules shall apply to the shareholders' proposals for appointment of auditors, but the said proposal does not have to be explained.

- RIGHT TO INFORMATION

At the General Assembly the Management board must give each shareholder, upon request, information about the Company's business affairs if this is necessary to decide about the issues on the agenda, where the information may be withheld for reasons set by the Companies Act.

- INFORMATION ON SHARES

On the day the General Assembly was convoked, the Company had issued 2.197.772 ordinary shares. One ordinary share gives the right to one vote at the Company's General Assembly, while the rights from 2.346 own shares are dormant, so the number of shares with the right to vote is 2.195.426. Preferred shares do not provide to their holders the right to vote at the Company's General Assembly.

- MATERIALS

Shareholders may review all the materials for the General Assembly at the Company's headquarters upon the publication of the invitation to the General Assembly, every work day between 10,00 and 12,00 o'clock.

Each shareholder may receive a copy of the said materials upon request.

Pursuant to article 280a of the Companies Act, all the relevant materials for the session of the General assembly shall be available on the Company's website biz.plavalaguna.hr.

- NEXT GENERAL ASSEMBLY

In case the convened General Assembly lacks the quorum for its session, the following Assembly shall be held on November 29th 2019 at 10,00 o'clock at the same venue, with the same agenda, no matter if the quorum is met.

PLAVA LAGUNA j.s.c. Poreč