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Home Member State: Croatia

Listing: Prime Market of the Zagreb Stock Exchange

Pula, 24 April 2025

- 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 29 May 2025 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.**

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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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 29 May 2025 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 2024 (consolidated and separate), which comprises of:**
    - **Annual financial statements of the Company for 2024 (consolidated and separate) – 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 annual financial statements,**
    - **Report of the Company's auditor for 2024,**
    - **Report on application of the corporate governance code,**
    - **Management Report for 2024 (consolidated and separate), which includes the Strategic Report, the Sustainability Report together with the Independent limited assurance report in relation to the Company's Sustainability Report, and the Corporate Governance Report, 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 2024 (consolidated and separate)**
  - 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 2024**
- 4. Adoption of decision on distribution of profits realised in 2024**
- 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**

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**7. Adoption of the decision on Amendments to the Company's Articles of Association**

**8. Adoption of the decision on the dividend payout**

**9. Adoption of decision on appointment of the Company's auditor for 2025 and 2026**

*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 8 of the Agenda:*

**Item 3**

*"The Report on remuneration of the Management Board and Supervisory Board members in 2024 together with the auditor's report on examination of the Report on remuneration is hereby adopted."*

**Item 4.**

*"The profit that the Company realised in 2024 in the total amount of EUR 8,693,548.70 is allocated to retained earnings."*

**Item 5.**

*"Discharge is hereby granted to members of the Supervisory Board of the Company for their work in 2024."*

**Item 6.**

*"Discharge is hereby granted to members of the Management Board of the Company for their work in 2024."*

**Item 7.**

*"Pursuant to Article 275, Paragraph 1, Point 6 and Article 301, with reference to the provisions of Article 173, Paragraph 3, and Article 274 of the Companies Act (Official Gazette No. 111/93., 34/99., 121/99., 52/00., 118/03., 107/07., 146/08., 137/09., 152/11. - consolidated text, 111/12., 125/11., 68/13., 110/15., 40/19., 34/22., 114/22., 18/23., 130/23., 136/24.), as well as the provisions of Article 24 of the Articles of Association, the General Assembly of Arena Hospitality Group d.d. za turizam i ugostiteljstvo with headquarters in Pula (City of Pula - Pola), Smareglina Street 3, MBS: 040022901, OIB: 47625429199 (hereinafter: Company), on 29 May 2025, adopts the following:*

**DECISION ON AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION**

*I/ Article 3.1. of the Articles of Association of the Company from 30 August 2017 with amendments from 27 April 2023, (consolidated text as of 27 April 2023) (hereinafter: Articles of Association) is amended by adding new paragraphs are added at the end of the last paragraph, which read:*

- *active and adventure tourism tourist services*
- *sports and recreation equipment rental services to tourists and service provider obligations*
- *transport of persons and cargo for own needs*
- *information society services*

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- activities of production, placing on the market and use of chemicals
- organization of fairs, events, congresses, concerts, promotions, entertainment events, exhibitions, seminars, courses, forums
- production of bakery and confectionery products
- production of soft drinks, mineral and other bottled waters

II/ Articles 27.5. and 27.6. of the Company's Articles of Association are amended to now read as follows:

*"27.5. The Management Board of the Company is authorized to decide that the meeting of the General Assembly may be transmitted via audio and video.*

*27.6. When convening the General Assembly, the Management Board of the Company is authorized to decide on enabling shareholders to participate in the work of the General Assembly in person or by a proxy and to exercise their rights at the General Assembly via electronic communication even when they do not participate in it at the place where it is held (hybrid General Assembly), or to determine that the General Assembly will be held exclusively via electronic communication and that shareholders will be able to participate in the work of the General Assembly in person or through a proxy only via electronic communication and exercise their rights thereon (virtual General Assembly). The Management Board of the Company is also authorized to decide on enabling shareholders who do not participate in the work of the General Assembly to cast their votes in writing or via electronic communication (postal voting) after convening the General Assembly, and before its holding. The Company will determine appropriate measures to ensure the identification of shareholders who exercise postal voting rights. A shareholder who, after he exercised postal voting right, participates in the work of the General Assembly, is not bound by the previously given postal vote and is allowed to participate in decision-making at the General Assembly."*

III/ New Articles 27.7. and 27.8. to the Articles of Association are added to read as follows:

*"27.7. If the Management Board of the Company uses some or all of the authorizations from the previous article and the participation and exercise of rights at the General Assembly is allowed via electronic communication, then the Company must provide technical conditions in accordance with the Companies Act and in the notice of the General Assembly specify all the details related to ways of holding the General Assembly and exercising shareholder's rights. If shareholders participate in the work of the General Assembly via electronic communication, the General Assembly notice must specifically indicate how the shareholders will be involved in the work of the General Assembly. If participation in the General Assembly is possible only via electronic communication, the shareholders must be informed about it in the notice itself. If the right to vote is exercised via electronic communication, the Company is obliged to electronically confirm to the person who cast the vote that the vote thus cast has been received.*

*27.8. Members of the Management Board and of the Supervisory Board may exceptionally and with consent of the Chairman of the General Assembly participate in the work of the General Assembly via audio and video transmission and with the possibility to communicate in real time with the participants of the General Assembly in cases where, due to health reasons, legal restrictions, important reasons of business and/or personal nature, and/or force majeure, their presence at the location of the General Assembly is not possible or is possible only at significant costs.*

IV/ All other provisions of the Articles of Association remain unchanged.

V/ The President of the Management Board is authorized to determine the consolidated text of the Articles of Association after passing this Decision.

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VI/ The Management Board and the President of the Supervisory Board shall submit an application for the entry of amendments to the Company's Articles of Association in the court register upon adoption of this Decision."

**Item 8.**

"Pursuant to Article 275, Paragraph 1, Point 2 and Article 220 of the Companies Act (Official Gazette No. 111/93., 34/99., 121/99., 52/00., 118/03., 107/07., 146/08., 137/09., 152/11. – consolidated text, 111/12., 125/11., 68/13., 110/15., 40/19., 34/22., 114/22., 18/23., 130/23., 136/24.), as well as Article 24 of the Articles of Association, the General Assembly of Arena Hospitality Group d.d. za turizam i ugostiteljstvo with headquarters in Pula (City of Pula - Pola), Smareglina Street 3, MBS: 040022901, OIB: 47625429199 (hereinafter: Company), on 29 May 2025, adopts the following:

**DECISION ON DIVIDEND PAYOUT**

- I/ The Company's shareholders shall be paid a dividend in the amount of EUR 1.10 (in letters: one Euro and ten 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 June 2025 (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 treasury shares.
- IV/ The first day from which the Company's shares are traded without the right to dividend payment is 5 June 2025 (ex date).
- V/ The dividend from point I/ of this Decision will be paid on 12 June 2025 (payment date)."

V. The Supervisory Board proposes to the General Assembly to adopt the following decision under item 9 of the Agenda:

**Item 9.**

"For the audit of the Company in the business years 2025 and 2026, the company Deloitte d.o.o., Radnička cesta 80, Zagreb, OIB: 1686457780, is hereby appointed as the Company's auditor, in relation to the:

- statutory audit of consolidated and separate annual financial statements, and
- verification of the sustainability report."

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 4.991.939 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 29 May 2025 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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