

Security: ARNT

LEI: 74780000Z0PH7TFW3185

ISIN: HRARNTRA0004

Home Member State: Croatia

Listing: Prime Market of the Zagreb Stock Exchange

Pula, 22 March 2023

- 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 27 April 2023 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  
E INFO@ARENAHOSPITALITYGROUP.COM W ARENAHOSPITALITYGROUP.COM

Trgovački sud u Pazinu, MBS: 040022901; OIB: 47625429199; temeljni kapital 102.574.420,00 kn / 13.613.965,09 euro (fiksni tečaj konverzije 7.53450) 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.



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 **27 April 2023 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 2022 (consolidated and non-consolidated), which comprises of:**
    - **Annual financial statements of the Company for 2022 (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 2022,**
    - **Statement on application of the corporate governance code,**
    - **Management Report for 2022 (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 2022 (consolidated and non-consolidated)**
  - 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 2022**
- 4. Adoption of decision on distribution of profits realised in 2022**
- 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 the decision on the adjustment of share capital**

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8. Adoption of the decision on Amendments to the Company's Statute
9. Adoption of the decision of the dividend payout
10. Adoption of decision on appointment of the Company's auditor for 2023

*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 9 of the Agenda:*

**Item 3**

*“The Report on remuneration of the Management Board and Supervisory Board members in 2022 together with the auditor’s report is hereby adopted.”*

**Item 4.**

*“The profit that the Company realised in 2022 in the total amount of HRK 53,041,327.43 (which according to the fixed HRK to EUR conversion rate is EUR 7,039,793.93) is allocated to retained earnings.*

**Item 5.**

*“Discharge is hereby granted to members of the Supervisory Board of the Company for their work in 2022.”*

**Item 6.**

*“Discharge is hereby granted to members of the Management Board of the Company for their work in 2022.”*

**Item 7**

*“Based on the provisions of Articles 275 and 349 of the Companies Act, and with reference to the provisions of Article 21 of the Law on Amendments to the Companies Act (Official Gazette of the Republic of Croatia No. 114/2022 and 18/2023) and the provisions of the Law on the Introduction of the Euro as the Official Currency in the Republic of Croatia (Official Gazette of the Republic of Croatia No. 57/2022 and 88/2022), as well as the provisions of Article 24 of the Statute, the General Assembly of Arena Hospitality Group d.d. for tourism and hospitality with headquarters in Pula (City of Pula - Pola), Smareglina Street 3, MBS: 040022901, OIB: 47625429199 (hereinafter: the Company) on April 27, 2023, renders the following:*

**DECISION ON ADJUSTMENT OF SHARE CAPITAL**

- I/ The share capital of the Company, by applying the fixed conversion rate of kuna to euro with rounding to the nearest cent, is recalculated from the amount of 102,574,420.00 kuna (in letters: one hundred and two million five hundred and seventy four thousand and four hundred twenty kunas), to the amount of 13,613,965.09 euros (in letters: thirteen million six hundred thirteen thousand nine hundred sixty-five euros and nine cents).*

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- II/ The share capital is reduced from the amount of 13,613,965.09 euros (in letters: thirteen million six hundred thirteen thousand nine hundred and sixty-five euros and nine cents), by the amount of 0.09 euros (in letters: nine cents) to the amount of 13,613.965.00 euros (in letters: thirteen million six thirteen thousand nine hundred sixty-five euros).
- III/ The share capital is reduced to the extent necessary for compliance with the relevant regulations in a simplified manner. Funds obtained by reducing the share capital are entered into the Company's capital reserves, without payment to shareholders.
- IV/ The share capital, after recalculation and reduction, is divided into 5,128,721 (in letters: five million one hundred and twenty-eight hundred and seven hundred and twenty-one) registered ordinary shares, without nominal amount.
- V/ The Management Board and the President of the Supervisory Board of the Company shall immediately take all the necessary legal actions and submit an application for the entry of this Decision in the court register after the adoption of this Decision.
- VI/ The Management Board shall initiate all necessary legal actions for the implementation in the system of the Central Clearing Depository Company d.d. after registering this Decision in the court register. (hereinafter: SKDD) in accordance with the regulations, rules and instructions of SKDD.
- VII/ All costs of implementation of this Decision shall be borne by the Company.”

## Item 8

“ Based on the provisions of Article 275, paragraph 1, item 6 and Article 301, with reference to the provisions of Article 173, paragraphs 3 and 4 of the Companies Act, and with reference to the provisions of Article 21 of the Law on Amendments to the Companies Act (Official Gazette of the Republic of Croatia No. 114/2022 and 18/2023) and the provisions of the Law on the introduction of the euro as the official currency in the Republic of Croatia (Official Gazette of the Republic of Croatia No. 57/2022 and 88/2022), as well as the provisions of Article 24 of the Statute of the General Assembly of Arena Hospitality Group d.d. for tourism and hospitality with headquarters in Pula (City of Pula - Pola), Smareglina Street 3, MBS: 040022901, OIB: 47625429199 (hereinafter: Company), ON April 27, 2023, make the following:

### DECISION ON AMENDMENTS TO THE STATUTE

- I/ Article 7 of the Statute of Arena Hospitality Group d.d. for tourism and catering (consolidated text) of August 30, 2017 (hereinafter referred to as the Statute) is amended to read as follows:

“The share capital of the Company amounts to 13,613,965.00 euros (in letters: thirteen million six thirteen thousand nine hundred sixty-five euros).”

- II/ New Article 27.6. is added to the Statute to read as follows:

„The Management Board of the Company is authorized, with the fulfillment of legal requirements, to make a decision that would enable shareholders to exercise all or only some of their rights in whole or in part through electronic communication also when they do not participate in the work of the General Assembly in person or by proxy in the place where it is held, that is, that they may cast their votes via remote electronic communication. If the right to vote is exercised through remote electronic communication, the Company is obliged to confirm to the person who cast the vote via remote electronic communication that the vote thus cast has been received. If the Management Board of the Company decides to enable shareholders

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to exercise their rights through remote electronic communication, in the call for the General Assembly, they will determine the detailed conditions for their exercise.

- III/ All other provisions of the Statute remain unchanged.
- IV/ The President of the Management Board is authorized to determine the clean text of the Statute after passing this Decision.
- V/ The Management Board and the President of the Supervisory Board shall submit an application for the entry of amendments to the Company's Statute in the court register upon adoption of this Decision."

## Item 9

"Pursuant to Article 275, Paragraph 1, Point 2 and Article 220 of the Companies Act, as well as Article 24 of the Statute, the General Assembly of Arena Hospitality Group d.d. for tourism and hospitality with headquarters in Pula (City of Pula - Pola), Smareglina Street 3, MBS: 040022901, OIB: 47625429199 (hereinafter: Company), on 27 April 2023, makes the following:

### DECISION ON DIVIDEND PAYOUT

- I/ The Company's shareholders shall be paid a dividend in the amount of 0,70 EUR ((in letters: zero Euros and seventy 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 5 May 2023 (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 own shares.
- IV/ The first day from which the Company's shares are traded without the right to dividend payment is 4 May 2023. (ex date)
- V/ The dividend from point I/ of this Decision will be paid on 16 May 2023 (payment date)."

V. The Supervisory Board proposes to the General Assembly to adopt the following decision under item 10 of the Agenda:

## Item 10.

"Ernst & Young d.o.o. Zagreb is hereby appointed as the Company's auditor for 2023 (with respect to the consolidated and non-consolidated annual financial statements of the Company for 2023)."

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**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 5,054,296 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 is not present at the General Assembly, a new meeting of the General Assembly shall be held with the same agenda on 27 April 2023 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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