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HANFA- Croatian Financial Services Supervisory Agency
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HANFA-Official Registry of Prescribed Information

Zagreb Stock Exchange

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Subject: General Assembly – convocation, invitation to the shareholders *(General assembly - agenda, proposals and decisions of meeting)*

The Management Board of Valamar Riviera d.d., with registered office in Poreč, Stancija Kaligari 1, personal identification number (PIN) 36201212847 (hereinafter: the Company), pursuant to the provisions of the Companies Act, rendered on February 26, 2026 the decision to convoke the Company's General Assembly which will be **held on April 23, 2026** at the Pical Resort, Valamar Collection, Pical 2, Poreč starting at **12:00**.

Pursuant to the provisions of the Capital Market Act and the Rules of the Zagreb Stock Exchange, the Management Board hereby submits for announcement the Invitation to the shareholders of the Company in its prescribed form, containing decision proposals.

We hereby also announce that the Invitation to the shareholders will be submitted for publication on the Court Register's website. The full prescribed form of the Invitation to the shareholders, including the documents for the General Assembly will also be released on the Company's websites <https://valamar-riviera.com/en/investors/financial-news/>, pursuant to existing regulations.

The Invitation is enclosed in the following text.

Valamar Riviera d.d

Pursuant to the provision of Article 277, Paragraphs 2, 3 and 4 of the Companies Act and pursuant to the Management Board's Decision from February 26, 2026 to convoke the General Assembly, Valamar Riviera d.d. from Poreč, Stancija Kaligari 1, PIN: 36201212847 hereby announces

**INVITATION
TO THE GENERAL ASSEMBLY TO THE SHAREHOLDERS OF
VALAMAR RIVIERA d.d.**

We hereby inform the shareholders of Valamar Riviera d.d. from Poreč, Stancija Kaligari 1 (hereinafter: the Company), that the **GENERAL ASSEMBLY will be held on Thursday, April 23, 2026** at the Pical Resort, Valamar Collection, Poreč, Pical 2, starting **at 12:00**.

For the General Assembly, there has been specified the following:

AGENDA:

1. Presentation of the Annual Report for 2025 with the Auditor's report, and the Management and Supervisory Board Reports and the related:
 - a) Distribution of profit
 - b) Discharge grant to
 - i. members of the Management Board
 - ii. members of the Supervisory Board
2. Management Board and Supervisory Board members Remuneration Report for 2025
3. Appointment of the Company's Auditors
4. Changes of the Articles of Association
5. Authorization for acquisition of treasury shares of the Company
6. Dividend payout.

DECISION PROPOSALS:

Management Board and Supervisory Board, and for points 3, the Supervisory Board, proposes to the General Assembly to render the following decisions:

AD 1)

1.a) The realized profit of the company Valamar Riviera d.d., Poreč, Stancija Kaligari 1, PIN: 36201212847 (hereinafter: the Company) in 2025 in the total amount of EUR 40,634,505.77 shall be distributed to the retained profit of the Company.

1.b)

- i. A discharge is granted to the members of the Management Board for managing the Company's business in 2025.
- ii. A discharge is granted to the members of the Supervisory Board for the supervision of the management of Company's business in 2025.

AD 2)

The Remuneration Report of the members of the Management Board and Supervisory Board for the year of 2025 along with the Auditor's Report is hereby approved.

AD 3)

The auditors for audit performance of the company Valamar Riviera d.d., Poreč, Stancija Kaligari 1, PIN: 36201212847, in 2027 are hereby appointed as follows:

1. Deloitte d.o.o. za usluge revizije, Zagreb, Radnička cesta 80, PIN: 11686457780 and UHY RUDAN d.o.o. za porezno savjetovanje i reviziju, Zagreb, Ilica 213, PIN: 71799539000, are appointed for performing statutory audit of annual financial statements and annual consolidated financial statements,
2. Deloitte d.o.o. za usluge revizije, Zagreb, Radnička cesta 80, PIN: 11686457780, is appointed for the compilation of the sustainability report and the consolidated sustainability report review,
3. Deloitte d.o.o. za usluge revizije, Zagreb, Radnička cesta 80, PIN: 11686457780, is appointed for performing audit of remuneration report of Management Board and Supervisory Board and report on related party transaction.

AD 4)

Pursuant to the provisions of Article 275 paragraph 1 points 6 and Article 301, with the reference to the provisions of Article 173 paragraph 3 and 4 of the Companies Act („Official Gazzete“ no. 111/1993, 34/1999, 121/1999, 52/2000, 118/2003, 107/2007, 146/2008, 137/2009, 111/2012, 125/2011, 68/2013, 110/2015, 40/2019, 34/2022, 114/2022, 18/2023, 130/2023, 136/2024), based on Management Board and Supervisory Board proposal, the General Assembly of Valamar Riviera dioničko društvo za turizam with registered seat in Poreč, Stancija Kaligari 1, PIN: 36201212847 (hereinafter: the Company), on April 23, 2026 rendered the following:

DECISION on changes of the Company's Articles of Association

I

Article 4 of the Articles of Association dated April 24, 2023 (hereinafter: the Articles) is hereby changed so that, in paragraph 1, following the final item „Business activity such as projection of movies“, a new item „Private security activities“ is added.

II

Article 10, paragraph 1 of the Articles is hereby changed in its entirety to read as follows:

„(1) The Company's shares shall be dematerialized securities existing only as an electronic record in the computer system.“

III

Article 10, paragraph 3 of the Articles is hereby changed in its entirety to read as follows:

„(3) The transfer of shares, clearing and settlement, as well as any other change in the status shall be recorded in the shareholders' account in the respective depository and clearing company in compliance with the substantive regulations and rules of such depository and clearing company.“

IV

Article 13, paragraph 2 of the Articles is hereby changed in its entirety to read as follows:

„(2) The status shown in the Depository of Dematerialized Securities of the respective depository and clearing company on the cut-off date set for the registration of attendance at the General Assembly shall be relevant for participation at the General Assembly.“

V

Article 23, paragraph 1 of the Articles is hereby changed in its entirety to read as follows:

„(1) The Management Board shall consist of two up to six members.“

VI

All other provisions of the Articles stay unchanged.

VII

Supervisory Board is authorised to determine the consolidated text of the Articles after this decision is brought.

VIII

Management Board and Supervisory Board President are obliged to submit the application to the court register regarding changes of the Articles of Association of the Company, after this decision is brought.

AD 5)

With reference to the meaning of the provisions of Article 233, paragraph 1 of the Companies Act, the General Assembly of Valamar Riviera dioničko društvo za turizam, with registered office in Poreč, Stancija Kaligari 1, PIN: 36201212847, rendered on April 23, 2026 the following

DECISION on the acquisition of treasury shares

I

The Management Board of Valamar Riviera d.d. (hereinafter: the Company) is authorized, depending on the financial status, to acquire treasury shares on the organized securities market during the five-year period from the day this decision enters into force.

II

The authorization is given to the Management Board for one or more purchases of ordinary, treasury shares (hereinafter: Shares) in a way that the maximum total amount of shares bought based on this decision is up to 10% (in words: ten percent) of the share capital of the Company. The Management Board may adopt a share buyback programme under the conditions and in the manner it determines itself, in accordance with this Decision.

Acquisition/Purchase Terms:

- The lowest price per share shall not be less than 50% (in words: fifty percent) below the average market value of the Share in the thirty days that precede the day of purchase.

- The highest possible price per Share shall not be more than 20% (in letters: twenty percent) over the average market value of the Share in the thirty days that precede the day of purchase.

III

The Management Board is authorized to purchase treasury shares outside the organized securities markets, i.e. through direct purchase. The Management Board can dispose of treasury shares acquired on the organized securities market and outside the organized securities market, without a special decision made by the General Assembly.

IV

This Decision shall enter into force on the date of its adoption, and upon its adoption, the Decision on the Acquisition of Treasury Shares dated April 24, 2024 shall cease to be valid.

AD 6)

With reference to the meaning of the provisions of Article 275, Paragraph 1, point 2 and Article 220 of the Companies Act, as well as Article 27 of the Company's Articles of Association, the General Assembly of Valamar Riviera dioničko društvo za turizam, with registered office in Poreč, Stancija Kaligari 1, PIN: 36201212847 (hereinafter: the Company) on April 23, 2026 rendered the following

DECISION on Dividend Payout

I

The shareholders of the Company shall be paid a dividend of EUR 0.27 (in words: twenty seven cents) per each share.

II

The dividend shall be paid out of the retained profit achieved in 2021 and 2022.

III

The right to dividend payout (claim) belongs to all of the Company's shareholders, holders of shares registered in their intangible securities accounts in the computer system of the Central Depository & Clearing Company Inc. on **April 29, 2026** (date of acquisition of claim for payment - **record date**).

IV

The day from which the shares of the Company will be traded on the regulated market without the right to dividend payout is **April 28, 2026 (ex date)**.

V

The dividend will be paid to the Company's shareholders on **May 7, 2026 (payment date)**.

INSTRUCTIONS FOR SHAREHOLDERS FOR PARTICIPATION AT THE GENERAL ASSEMBLY AND SHAREHOLDERS' RIGHTS:

The total number of shares issued with voting rights is 126,027,542, and the total number of voting rights on the day this invitation is announced is equal to 122,410,569 shares, taking into account the one-share-one vote rule and that the treasury shares have no voting rights.

Shareholders have the right to participate in the General Assembly in person or represented by an attorney pursuant to the provisions of Article 279 of the Companies act (hereinafter: CA), if they **notify the Company in writing of their intention to participate in the General Assembly**, no later than six (6) days before the day of General Assembly i.e. if the participation registration is received the latest by **April 16, 2026** in one of the following ways:

- **by post on the Company's registered office address Valamar Riviera d.d., Legal Affairs Department, Stancija Kaligari 1, 52440 Poreč, or**
- **by e-mail on e-mail address glavna.skupstina@valamar.com.**

In order to determine the number of votes that belong to each individual shareholder at the General Assembly, as well as to determine who is considered to be a shareholder, the state in the register of the Central Depository & Clearing Company Inc. on the last day of the deadline for the arrival of the application for participation in the General Assembly will be applied as relevant.

If a shareholders wish to participate at the General Assembly through an attorney, he must enclose a written power of attorney to the participation registration unless the shareholder has already issued general power of attorney that has been deposited in the Company and which has not been revoked. The power of attorney must specify who is giving it and to whom it has been given, the total number of shares i.e. voting rights, the authorization given to the attorney to vote at the Company's General Assembly, and the signature of the shareholder who gives the power of attorney. If the shareholder is a legal entity, the excerpt from the Court Register or its copy must also be enclosed with the power of attorney, from which it is visible that the legal representative of the legal entity has signed the power of attorney.

The shareholder who failed to apply his intention for participation at the General Assembly in the prescribed period cannot participate in the General Assembly.

If shareholders who together hold the twentieth part of the share capital of the Company request that a new point is added to the agenda and announced after the General Assembly has been convoked, they must give an explanation or decision proposal for each new agenda point. The Company must receive the request for adding a new agenda point at least 24 days before the General Assembly is held. The day a request is received in the Company is not included in this period.

The shareholders' proposals specifying their names and surnames, pursuant to Article 282. of the CA, must be made available to the persons specified in Article 281, Paragraphs 1 to 3 of the CA under circumstances specified there, providing that shareholders deliver their counterproposals at the Company address at least 14 days before the day of the holding of the General Assembly. The day on which the Company receives the proposal is not included in the 14-day period. The proposal must be available on the Company's website. If a shareholder does not exercise this right, it does not result with the loss of right to place a counterproposal at the General Assembly. This rule also applies to shareholders' counterproposals for the appointment of Supervisory Board members or Company's Auditors. Pursuant to Article 287 of the CA, upon individual shareholder's request, the Management

Board is required to inform the shareholder on the Company's business if this is deemed necessary for deciding on certain points of the agenda.

The written materials for the General Assembly, the Invitation including the agenda and decision proposals, the participation registration form and power of attorney are available to the shareholders on the Company's websites <https://valamar-riviera.com/en/investors/financial-news/> and in the Company's registered office in Poreč, Stancija Kaligari 1. The said documents are available starting from the date of the publication of the invitation on the Court Register's website, every working day from 9 AM to 12 noon.

If the quorum at the General Assembly is not met, according to the provisions of Article 15 of the Company's Articles of Association, the next General Assembly will be held on May 4, 2026 at Pical Resort, Valamar Collection, Pical 2, Poreč, at 11,00 AM.

In order to timely registration and preparation of the list of participants at the General Assembly, the shareholders are kindly asked to arrive at least 30 minutes before the start of the General Assembly.

Management Board of Valamar Riviera d.d.

EXPLANATION OF THE PROPOSED DECISIONS FOR THE GENERAL ASSEMBLY

AD 1) Pursuant to the provisions of the Companies Act, the Management Board and Supervisory Board have determined the prescribed non-consolidated and consolidated annual financial and other prescribed reports for the year 2025 together with a report on the application of the Corporate Governance Code and a Management report that includes a Sustainability report (together the Annual Report 2025) and present them as such to the General Assembly. Pursuant to the Capital Market Act, the prescribed reports for the year 2025 were published on February 26, 2026, and have been available since on the Zagreb Stock Exchange website and the Company website as well. In addition, according to business policy and the needs of the Company's further development, the Management Board and Supervisory Board propose to distribute the Company's realized profits in 2025 totaling EUR 40,634,505.77 to the Company's retained profit.

Pursuant to the provisions of Article 276 of the Companies Act, it is proposed that the members of the Management Board and Supervisory Board are granted discharge.

AD 2) Pursuant to the provisions of Article 272r of the Companies Act, the Management Board and the Supervisory Board of the Company have determined the Remuneration report of the members of the Management Board and the Supervisory Board for the year of 2025, which report was examined by the auditors who also examined the Annual report for the year of 2025. The Management Board and the Supervisory Board submit the report together with the Auditors' report to the General Assembly and propose to the General Assembly, in accordance with the provision of Article 276a Paragraph 4 of the Companies Act to approve the report.

AD 3) Pursuant to the Article 280, Paragraph 3 of the Companies Act, and according to the Audit Committee's opinion which previously considered the received offers from audit companies, the Supervisory Board of the Company has determined a proposal for the appointment of auditors for 2027. The Supervisory Board determined the proposal for the appointment of two auditors for performing statutory audit, since the Company is obliged to contract a statutory audit with at least two mutual independent auditors, pursuant to the provision of Article 43, Paragraph 2 of the Audit Act.

AD 4) The Management Board and the Supervisory Board determined the decision proposal on changes of the Company's Articles of Association by which, the Company's business is being supplemented with the private security activities in accordance with the relevant regulations. By the proposed change of the Articles of Association nomotechnical adjustments have been made and the composition of the Management Board is increased from *one up to five members* to two up to six members.

AD 5) Pursuant to the provision of the Article 233 of the Companies Act, the Management Board and Supervisory Board have determined the decision proposal on the acquisition of treasury shares for the five year period, which determines the conditions under which the treasury shares can be acquired.

AD 6) According to the published Dividend Policy, the Management Board and the Supervisory Board reviewed the current and estimated future financial position of the Company as well as the investment needs and therefore established a proposal for dividend payout to the Company's shareholders in the amount of EUR 0.27 (in words: twenty seven cents) per share. The dividend shall be paid out of the retained profit in the year of 2021 and 2022. Pursuant to the provisions of Article 119 of the Rules of Zagreb Stock Exchange d.d. the proposed payment date is May 7, 2026 to all shareholders of the Company, holder of shares registered on their accounts of intangible securities in the computer system of the Central Depository and Clearing Company as of April 29, 2026 (record date), is eligible for the dividend payout. The ex date is therefore April 28, 2026.