

Pursuant to Article 277, paragraphs 1 and 2 of the Companies Act (Official Gazette 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15) and in accordance with the Statute of the company JADRAN d.d., Crikvenica, Bana Jelačića 16 (hereinafter: the "Company"), the Management Board of the Company convenes the General Assembly and issues the following call for

### **REGULAR GENERAL ASSEMBLY**

of the company JADRAN d.d. for Hotel Management and Tourism, which will be held on 13 August 2018 at 10:00 a.m. in the hotel Omorika in Crikvenica

### **A g e n d a**

1. Opening of the General Assembly and establishment of a quorum, drafting a list of present and represented shareholders and appointing the Chairman of the Assembly
2. Management's Report on the Company's business operations in 2017
3. Report of the Supervisory Board on the performed supervision of business management of the Company for 2017
4. Auditor's report conducted by the audit company Mervis d.o.o. from Kastav, regarding the issued Report on audited annual financial reports for 2017
5. Decision on adoption of annual financial reports for 2017
6. Decision on the establishment of loss in 2017
7. Decision on the discharge of the Company's Management Board for 2017
8. Decision on the discharge of the Company's Supervisory Board for 2017
9. Decision on the appointment of the Company's auditor for 2018
10. Decision on the replacement of shares with nominal amount with shares without nominal amount
11. Decision on amendments to the Statute

### **Decision proposals**

#### **Ad 2.**

Adoption of the Management's Report on the Company's business operations in 2017.

**Ad 3.**

Adoption of the Report of the Supervisory Board on the performed supervision of business management of the Company for 2017.

**Ad 4.**

Adoption of the Auditor's report conducted by the audit company Mervis d.o.o. from Kastav, regarding the issued Report on audited annual financial reports for 2017.

**Ad 5.**

Adoption of Annual Financial Reports of the Company for 2017.

**Ad 6.**

It is established that the company Jadran d.d. in the business year ended on 31 December 2017 has achieved a *loss*

*It is hereby established that the Company has generated an operating loss in the amount of HRK 4,230,650.00 in the business year ended on 31 December 2017, which will be covered from retained earnings from previous years.*

**Ad 7.**

A discharge is given to the Company's Management Board for 2017

**Ad 8.**

A discharge is given to the members of the Company's Supervisory Board for 2017

**Ad 9.**

The company PricewaterhouseCoopers d.o.o. for auditing and consulting from Zagreb, Heinzlova 70, is appointed as the Company's auditor for the business year 2018

**Ad 10.**

**The Decision on the replacement of shares with nominal amount with shares without nominal amount**

- I. The share capital of the Company amounts to HRK 491,316,690.00 (four hundred ninety-one million three hundred sixteen thousand six hundred and ninety kuna) and is divided into 49,131,669 (forty-nine million one hundred thirty-one thousand sixty hundred and sixty-nine) ordinary shares in non-materialised form with single nominal amount of HRK 10,00 (ten kuna).
- II. All ordinary shares of the Company with a nominal value of HRK 10.00 (ten kuna) are replaced by ordinary shares without nominal amount.
- III. This Decision produces legal effects from the date of the entry of the amendment to the Company's Statute, which reflects that the Company's share capital is divided into shares without nominal amount, in the Court Registry of the Commercial Court in Rijeka.

**Ad 11.**

**Decision on amendments to the Statute**

I. Paragraph 2 of Article 9 of the Company's Statute shall be amended to read as follows:

*"The share capital of the Company is divided and contained in 49,131,669 ordinary non-materialised registered shares, without the nominal amount and each carrying the right to one vote."*

II. Paragraph 1 of Article 11 of the Company's Statute shall be amended to read as follows:

*"Article 11*

*With the adjustment of the increase of capital by issuing new stocks, each shareholder has the right to enter the part (number) of new stocks corresponding to his share in the company's existing equity capital. The deadline for achieving the right of priority to due entry cannot be shorter than 14 days."*

III. This Decision produces legal effects from the date of its entry in the Court Registry of the Commercial Court in Rijeka.

IV. The Supervisory Board of the company is authorized to draft a complete text of the Statute and to submit it to the public notary for certification.

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The right to participate at the General Assembly shall be held by the Company's shareholders or their representatives or proxies on the basis of a written power of attorney, which shall, in writing, report their participation to the Company at the address of the headquarters no later than 6 June 2018.

The Company's shareholder is each entity entered in the Stock Register on 6 August 2018, according to the list drafted by the Central Depository and Clearing Company d.d. at the end of working time on the said date.

The power of attorney must contain the total number of stocks, i.e. the number of available votes and the authorisation of the proxy to participate in the work of the General Assembly and vote.

Materials for the General Assembly serving as the basis for decision making shall be available to shareholders at the Company's headquarters in the Legal Service from 1 August 2018 from 10.00 to 12.00 hours.

Shareholders of the Company who together own shares in the amount of one-twentieth of the share capital of the Company have the right to require an item

to be placed on the agenda of the General Assembly and publishing thereof at their request. Such request must contain an explanation and a proposal of the decision and must be received by the Company at least 30 days before the General Assembly, whereby the day of receipt of such request by the Company is not counted within the said deadline.

Each shareholder of the Company has the right to file a counter-proposal to proposal of the decision given to the General Assembly by the Company's Management Board and/or the Supervisory Board, including a proposal of a shareholder to elect a Supervisory Board member or to appoint the Company's auditor. Such request must be received by the Company at least 14 days before the General Assembly (whereby the non-use of this right does not result in the loss of the right to file a counter-proposal at the General Assembly of the Company). If a request is filed within the above deadline, the Company's Management Board shall submit such request to all persons specified in Art. 281 of the Companies Act, except in cases referred to in Art. 282, par. 2 and Art. 283 of the Companies Act.

Each shareholder of the Company has the right to request the Management Board of the Company at the General Assembly to provide information/notification on the Company's business if this is necessary for judging the issues from the agenda of the General Assembly, except in cases referred to in Art. 287 par. 2 of the Companies Act.

Notifications from Art 280a of the Companies Act shall be available at the Company's web site ([www.jadran-crikvenica.hr/](http://www.jadran-crikvenica.hr/)).

If no quorum is reached, the next Assembly will be held on 21 August 2018, at the same time and in the same place.

**JADRAN d.d.**  
**Crikvenica**



Jadran  
dioničko društvo  
za hotelijerstvo i turizam  
Crikvenica