

VALAMAR RIVIERA

Valamar Riviera d.d.
Stancija Kaligari 1 / 52440 Poreč / Croatia
T +385 52 408 000 F +385 52 451 608
www.valamar.com E info@valamar.com



VALAMAR
HOTELS & RESORTS

HANFA- Croatian Financial Services
Supervisory Agency
24b Miramarska Street
10000 ZAGREB

HANFA – Official Registry of Regulated Information

Zagreb Stock Exchange
2a Ivana Lučića
10000 ZAGREB

HINA – Croatian News Agency
ots@hina.hr

Poreč, 29/1/2018
File no.: 1-3/18

Subject: Notification pursuant to Article 428 of the Capital Market Act

Pursuant to the provision of Article 428 of the Capital Market Act, Valamar Riviera d.d with registered office in Poreč, 1 Stancija Kaligari, personal identification number (OIB) 36201212847 (hereinafter: the Company) hereby notifies that on 26 January 2018 it received the notification of EPIC, Goldscheider und Wurmböck Unternehmensberatungsgesellschaft m.b.H., a company with registered office in Vienna, 8 Plösslgasse, Republic of Austria, regarding the changes in the percentage of voting rights – fall below the voting rights threshold within the meaning of Article 413 of the Capital Market Act.

The entire text of the received notification is enclosed.

Valamar Riviera d.d.

The change in the percentage of voting rights, i.e. fall below the voting rights threshold, was due to the transfer of shares pursuant to the demerger agreement and status change –demerger of EPIC, Goldscheider und Wurmböck Unternehmensberatungsgesellschaft m.b.H., as demerging company and EPIC Hospitality Holding GmbH with registered office in Vienna, 8 Plösslgasse, Republic of Austria, as transferee company. As evidenced by the received notifications, the membership structure of the transferee company is identical to the membership structure of the demerging company. Consequently, after the demerger and transfer of shares, no changes occurred in the controlling persons, since the company members of EPIC Hospitality Holding GmbH are the same persons and hold the same stakes as the company members of EPIC, Goldscheider und Wurmböck Unternehmensberatungsgesellschaft m.b.H.

Valamar Riviera d.d.

Commercial Court in Pazin, Company Registry Number 040020883, VAT Identification number HR36201212847; Company: Valamar Riviera Joint Stock Company for Tourism; shortened company name: Valamar Riviera d.d.: HRK 1.672.021.210,00 of shared capital, fully paid, 126.027.542 shares; Registry Number 3474771; Accounts: ADDIKO BANK d.d. Zagreb IBAN: HR 2625000091101024767, SWIFT: HAABHR22; ZAGREBAČKA BANKA d.d. Zagreb IBAN: HR 412360001101319202, SWIFT: ZABAHR2X; ERSTE & STEIERMÄRKISCHE BANK d.d. Rijeka IBAN: HR 0624020061100389454, SWIFT: ESBCHR22; PRIVREDNA BANKA d.d. Zagreb IBAN: HR 4723400091100153498, SWIFT: PBZGHR2X; RAIFFEISEN BANK AUSTRIA d.d. Zagreb IBAN: HR 1624840081102134625, SWIFT: RZBHHR2X; SOCIETE GENERALE – SPLITSKA BANKA d.d. Split IBAN: HR 4023300031100321684, SWIFT: SOGEHR22; SBERBANK d.d. Zagreb IBAN: HR 9025030071100039991, SWIFT: VBCRHR22; ISTARSKA KREDITNA BANKA UMAG d.d. Umag IBAN: HR 742380006110009020, SWIFT: ISKBHR2X; OTP BANKA d.d. Zadar IBAN: HR 4724070001100365752, SWIFT: OTPVHR2X; CROATIA BANKA d.d. Zagreb IBAN: HR 4824850031100284295, SWIFT: CROAHR2X; President of the Management Board: Željko Kukurlin, Member of the Management Board: Marko Čizmek; President of the Supervisory Board: Gustav Wurmböck.

TRANSLATION

Valamar Riviera d.d.

1 Stancija Kaligari

52440 Poreč

CROATIAN FINANCIAL SERVICES SUPERVISORY AGENCY

24b Miramarska

10000 ZAGREB

Zagreb, 26 January 2018

Subject: Notification of the changes in the percentage of voting rights-fall below voting rights threshold within the meaning of Article 413 of the *Capital Market Act*

Submitted by: EPIC, Goldscheider und Wurmböck Unternehmensberatungsgesellschaft m.b.H. with registered office in Vienna, 8 Plöbllgasse, Republic of Austria, personal identification number (OIB): 50842056173, LEI: 391200SFDTYJNRSEU144

Pursuant to the provisions of Article 413 of the *Capital Market Act* (hereinafter: Act), the submitting party hereby notifies of the change in the percentage - **fall below the threshold** of voting rights prescribed by the Act in the issuer being **Valamar Riviera** dioničko društvo za turizam, with registered office in Poreč, 1 Stancija Kaligari, company registration number (MBS): 040020883, personal identification number (OIB) 36201212847, LEI: 529900DUWS1DGNEK4C68 (hereinafter: Valamar Riviera, Issuer or Company) as follows:

1) Company name, registered office and address of the Issuer of shares

Valamar Riviera dioničko društvo za turizam, with registered office in Poreč, 1 Stancija Kaligari, company registration number (MBS): 040020883, personal identification number (OIB): 36201212847, LEI: 529900DUWS1DGNEK4C68, responsible persons: Željko Kukurin, management board president, residing in Poreč, 8 Grabova, Kukci and Marko Čižmek, management board member, residing in Zagreb, 70 Martićeva.

2) Information on the legal entity that fell under the threshold prescribed by Article 413 of the Act

EPIC, Goldscheider und Wurmböck Unternehmensberatungsgesellschaft m.b.H. with registered office in Vienna, 8 Plößlgasse, 1040 Vienna, Republic of Austria, entered into the Commercial register of the competent court of the Republic of Austria with the number 90936 f, personal identification number (OIB): 50842056173, LEI: 391200SFDTYJNRSEU144, responsible persons: Gustav Wurmböck, director, residing in Vienna, 8 Plößlgasse, 1040 Vienna, Republic of Austria, personal identification number (OIB): 32466477966, Peter Goldscheider, director, residing in Vienna, 8 Plößlgasse, 1040 Vienna, Republic of Austria, Franz Lanschützer, director, residing in Vienna, 16/1 Salmansdorferstraße, 1190 Vienna, Republic of Austria, personal identification number (OIB): 56212187099.

3) Information from Article 413, paragraph 2 of the Act on what caused the fall below the prescribed threshold

Status change- demerger of EPIC, Goldscheider und Wurmböck Unternehmensberatungsgesellschaft m.b.H. (demerger with takeover).

4) Information on the document based on which the fall below the threshold prescribed by Article 413 of the Act occurs

Demerger and Takeover Agreement (Ger. Spaltungs- und Übernahmevertrag) dated 20 December 2017, concluded between EPIC, Goldscheider und Wurmböck Unternehmensberatungsgesellschaft m.b.H. as demerging company and EPIC Hospitality Holding GmbH as transferee company (hereinafter: Demerger and Takeover Agreement or Agreement).

The transferee company, EPIC Hospitality Holding GmbH with registered office in Vienna, 8 Plößlgasse, 1040 Vienna, Republic of Austria, has been entered into the Commercial register of the competent court of the Republic of Austria with the number 482446 f, personal identification number (OIB): 08264868830, LEI: 391200S8LMNBJIOWAS18, responsible persons: Gustav Wurmböck, director, residing in Vienna, 8 Plößlgasse, 1040 Vienna, Republic of Austria, personal identification number (OIB): 32466477966, Peter Goldscheider, director, residing in Vienna, 8 Plößlgasse, 1040 Vienna, Republic of Austria, Franz Lanschützer, director, residing in Vienna, 16/1 Salmansdorferstraße, 1190 Vienna, Republic of Austria, personal identification number (OIB): 56212187099.

One part of the assets transposed to the transferee company represent the Issuer's shares, as follows:

-55,594,884 (fifty-five million five hundred ninety-four thousand eight hundred eighty-four) ordinary, registered shares, without nominal amount. The said shares are recorded as dematerialized securities at Središnje klirinško depozitarno društvo d.d. (Central depository and clearing company), ticker: RIVP-R-A, ISIN: HRRIVPRA0000, and represent **55,594,884** (fifty-five million five hundred ninety-four thousand eight hundred eighty-four) votes at the general assembly of the Issuer and represent 44.11% (forty-four point eleven percent) of the share capital of the Company and **44.11%** (forty-four point eleven percent) of the total number of votes at the general assembly of the Issuer (hereinafter: the Shares).

Pursuant to regulations, the *Demerger and Takeover Agreement* became valid on 23 January 2018 when the assemblies of both companies that participate in the demerger (EPIC, Goldscheider und Wurmböck Unternehmensberatungsgesellschaft m.b.H. and EPIC Hospitality Holding GmbH), individually decided to accept the Agreement.

Pursuant to regulations, the full legal effect of the said status change –the demerger of the company EPIC, Goldscheider und Wurmböck Unternehmensberatungsgesellschaft m.b.H., occurs when the demerger is recorded in the Commercial register of the competent court of the Republic of Austria. Pursuant to this, the transfer of one part of the assets (Shares) from the demerged company to the transferee company will be made after the registration of the demerger is carried out.

5) Information on the number of voting rights (absolute and relative amount) by which falling below the threshold prescribed by Article 413 of the Act occurs

55,594,884 (fifty-five million five hundred ninety-four thousand eight hundred eighty-four) ordinary, registered shares, without nominal amount. The said shares are recorded as dematerialized securities at Središnje klirinško depozitarno društvo d.d. (Central depository and clearing company), ticker: RIVP-R-A, ISIN: HRRIVPRA0000, and represent **55,594,884** (fifty-five million five hundred ninety-four thousand eight hundred eighty-four) votes at the general assembly of the Issuer and represent 44.11% (forty-four point eleven percent) of the share capital of the Company and **44.11%** (forty-four point eleven percent) of the total number of votes at the general assembly of the Issuer.

6) Information on the total number of voting rights (absolute and relative amount) below which the fall occurred: for each issued class of shares with voting rights

55,594,884 (fifty-five million five hundred ninety-four thousand eight hundred eighty-four) ordinary, registered shares, without nominal amount. The said shares are recorded as dematerialized securities at Središnje klirinško depozitarno društvo d.d. (Central depository and clearing company), ticker: RIVP-R-A, ISIN: HRRIVPRA0000, and represent **55,594,884** (fifty-five million five hundred ninety-four thousand eight hundred eighty-four) votes at the general assembly of the Issuer and represent 44.11% (forty-four point eleven percent) of the share capital of the Company and **44.11%** (forty-four point eleven percent) of the total number of votes at the general assembly of the Issuer.

7) Date when the fall below the threshold occurred

23 January 2018

**EPIC, Goldscheider und Wurmböck
Unternehmensberatungsgesellschaft m.b.H.**

Ivan-Krešimir Tomić,
Attorney at Law

Enclosed:

- 1) *Power of attorney*
- 2) *Demerger and Takeover Agreement (Germ. Spaltungs- und Übernahmevertrag) dated 20 December 2017 (certified translation; copy)*
- 3) *Decision of the Assembly of EPIC, Goldscheider und Wurmböck Unternehmensberatungsgesellschaft m.b.H., dated 23 January 2018 (certified translation; copy)*
- 4) *Decision of the Assembly of EPIC Hospitality Holding GmbH dated 23 January 2018 (certified translation; copy)*
- 5) *Certificate of Incorporation of EPIC, Goldscheider und Wurmböck Unternehmensberatungsgesellschaft m.b.H. from the Commercial register of the Republic of Austria dated 15 January 2018 (certified translation; copy)*

- 6) *Certificate of Incorporation of EPIC Hospitality Holding GmbH from the Commercial register of the Republic of Austria dated 15 January 2018 (certified translation; copy)*