

Pursuant to Article 277 paragraph 2, and Article 263 of the Companies Act (Official Gazette, No 152/11 – consolidated text, 111/12, 68/13 and 110/15) (hereinafter referred to as: the **Act**) and Article 10 paragraph 1 of the Articles of Association of the company SUNCE KONCERN d.d., Zagreb, Trpinjska 9, PIN (OIB): 06916431329 (hereinafter referred to as: the **Company**), the Management and the Supervisory Board of the Company on 6th of May 2019 issued a decision to hold the Annual General Meeting, and hereby invites the shareholders of the Company to attend the

ANNUAL GENERAL MEETING OF SUNCE KONCERN d.d.

that shall be held on 28 June 2019 at 12 o'clock, at the Company's main office in Trpinjska 9, Zagreb

with the following Agenda:

1. Opening remarks for the Annual General Meeting, determining the number of attendees and represented shareholders;
2. Adopting the Decision on the Approval of the Merger Agreement between (i) HOTEL ALAN d.d., Starigrad, Dr. Franje Tuđmana 14, Reg. No (MBS): 060154942, PIN (OIB): 74508495120; (ii) HOTELI TUČEPI d.d., Tučepi, Dračevice 35, Reg. No (MBS): 060011576, PIN (OIB): 25592312404; (iii) HOTELI ZLATNI RAT d.d., Bol, Bračka cesta 13, Reg. No (MBS): 060284324, PIN (OIB): 52164567674; (iv) HOTELI BRELA d.d., Brela, Trg Gospe od Karmela 1, Reg. No (MBS): 060013762, PIN (OIB): 78097341068; and SUNCE KONCERN d.d., Zagreb, Trpinjska 9, Reg. No (MBS): 080502040, PIN (OIB): 06916431329;
3. Decision on the Increase of the Company's Share Capital and the Issuing of the Company's Ordinary Shares for the Purpose of the Merger;
4. Decision on Renaming the Company;
5. Decision on Amending the Company's Articles of Association;
6. Discussion on annual financial reports of the Company and the consolidated annual financial reports of the Group for 2018, the Annual Business Status Report of the Company and the Group for 2018, and the Supervisory Body Report on the Audit of the Company's Business Management in 2018, and the adoption of decisions on (a) the covering of the 2018 losses; (b) the discharge of liability for the members of the Management for 2018; and (c) the discharge of liability for the members of the Supervisory Board for 2018;
7. Decision on Appointing the Company's 2019 Auditor.

DECISION PROPOSALS:

Item 2 The Management and the Supervisory Board of the Company shall propose at the Annual General Meeting the adoption of the following decision:

The Decision on the Approval of the Merger Agreement between

(i) HOTEL ALAN d.d., Starigrad, Dr. Franje Tuđmana 14, Reg. No (MBS): 060154942, PIN (OIB): 74508495120; (ii) HOTELI TUČEPI d.d., Tučepi, Dračevice 35, Reg. No (MBS): 060011576, PIN (OIB): 25592312404; (iii) HOTELI ZLATNI RAT d.d., Bol, Bračka cesta 13, Reg. No (MBS): 060284324, PIN (OIB): 52164567674; (iv) HOTELI BRELA d.d., Brela, Trg Gospe od Karmela 1, Reg. No (MBS): 060013762, PIN (OIB): 78097341068; and SUNCE KONCERN d.d., Zagreb, Trpinjska 9, Reg. No (MBS): 080502040, PIN (OIB): 06916431329

The Merger Agreement of 6 May 2019, notarised by Božo Miletić, Notary Public from Zagreb, Ulica Grge Tuškana 39, under No OV-2610/2019, concluded between SUNCE KONCERN d.d., Zagreb,

Trpinjska 9, Reg. No (MBS): 080502040, PIN (OIB): 06916431329 as the Acquiring Company and HOTEL ALAN d.d., Starigrad, Dr. Franje Tuđmana 14, Reg. No (MBS): 060154942, PIN (OIB): 74508495120, HOTELI TUČEPI d.d., Tučepi, Dračevica 35, Reg. No (MBS): 060011576, PIN (OIB): 25592312404, HOTELI ZLATNI RAT d.d., Bol, Bračka cesta 13, Reg. No (MBS): 060284324, PIN (OIB): 52164567674 and HOTELI BRELA d.d., Brela, Trg Gospe od Karmela 1, Reg. No (MBS): 060013762, PIN (OIB): 78097341068 as the Acquired Companies, shall be approved, in essence, as follows:

- 1 The subject of the Agreement is the merger of the Acquired Companies and the Acquiring Company, whereby the Acquired Companies shall transfer all of their assets to the Acquiring Company, without the winding-up procedure, and the Acquiring Company shall take over all of the said assets, as well as all the rights and obligations of the Acquired Companies, in exchange for the Acquiring Company shares, and by law, it shall become the universal legal successor of the Acquired Companies on the merger registration date at the court register where the Acquiring Company has been registered;
- 2 The Agreement lists the companies participating in the merger and the share in the Acquired Companies held by the Acquiring Company, as well as the share in the Acquired Companies held by minority shareholders;
- 3 It lists the estimated fair value of each company participating in the merger, including the fair value that corresponds to the minority shareholders' share and the estimated fair value corresponding to the share that the Acquiring Company has in each individual Acquired Company;
- 4 The Agreement shall provide the arrangement for the transfer of assets, rights and obligations of the Acquired Companies to the Acquiring Company, especially real property of the Acquired Companies and their other property registered in public records, registers and logbooks, along with a Permitted Property Registration Clause (*clausula intabulandi*) by the Acquired Companies confirming that, when registering the merger at the court register where the Acquiring Company has been registered, the Acquiring Company shall have the right to register itself as the owner or holder of such property in public records;
- 5 It has been established that, for the purpose of executing internal relations valid only between the companies participating in the merger, all actions carried out by the Acquired Companies shall be considered as actions carried out by the Acquiring Company, starting from the merger registration date at the court register where the Acquiring Company has been registered;
- 6 It shall be established that the basis for the merger are the financial reports of the Acquired Companies on 31 December 2018 and the financial reports of the Acquiring Company on 31 December 2018, as final financial reports, and that it contains the agreement between the companies participating in the merger on their acceptance of the said financial reports as trustworthy;
- 7 The estimated values of companies participating in the merger have been listed, including the estimated value of the individual share of each company participating in the merger and, accordingly, the share exchange ratios between the Acquired Companies and the Acquiring Company have been established;
- 8 In order for the Acquiring Company shares to be provided for the minority shareholders of the Acquired Companies in order to carry out the merger, it was determined that, at the general meeting of the Acquiring Company, a decision shall be adopted on increasing the share capital of the Acquiring Company exclusively by the estimated fair value of the Acquired Companies in proportion to the minority shareholders' interest in the share capital of each of the Acquired Companies, and since SUNCE KONCERN d.d. is both the Acquiring Company and the majority shareholder in the Acquired Companies, in accordance with Article 520 of the Companies Act, SUNCE KONCERN d.d. shall not acquire any new shares from the merger in exchange for shares it holds in the Acquired Companies or any other right, nor shall it receive financial compensation;

- 9 An increase of the Acquiring Company's share capital in the amount of HRK 56,073,500.00 by issuing 560,735 new shares has been planned, so that, after the increase, the Acquiring Company's share capital shall amount to HRK 595,458,500.00 divided into 5,954,585 shares;
- 10 It has been established that the newly issued shares of the Acquiring Company shall be transferred to minority shareholders of the Acquired Companies in exchange for shares they hold in the Acquired Companies, while the minority shareholders of the Acquired Companies who would not receive a whole number of shares in the Acquiring Company shall receive proportional financial compensation by the Acquiring Company, taking into consideration the estimated value of shares in the companies participating in the merger;
- 11 The newly issued shares of the Acquiring Company distributed to minority shareholders of the Acquired Companies shall provide them with rights equal to other shares of the Acquiring Company and allow them to participate in the Acquiring Company's profit, starting with the merger registration date at the court register where the Acquiring Company has been registered. The Central Depository & Clearing Company Inc., Zagreb, Heinzelova 62a, PIN (OIB): 64406809162 has been appointed as the trustee for receiving the Acquiring Company's shares and for financial compensation (payments) to Acquired Companies' minority shareholders.
- 12 The creditors of the companies participating in the merger who send their requests to the Acquiring Company within six months following the announcement of the merger registration at the court register where the company participating in the merger, acting as the creditor, has been registered, shall be guaranteed security interest;
- 13 It has been established that after the merger the internal acts and bodies of the Acquired Companies shall cease to exist, and that the employee contracts of the Acquired Companies shall be transferred to the Acquiring Company;
- 14 It has been established that the members of the Management and the Supervisory Board of the companies participating in the merger and the merger auditor have not been provided with benefits with regard to the merger;
- 15 Deloitte d.o.o., an auditing company registered in Zagreb, Radnička cesta 80, Reg. No (MBS): 030022053, PIN (OIB): 11686457780, has been proposed and confirmed as the merger auditor by the competent Commercial Court.

Item 3 The Management and the Supervisory Board of the Company shall propose at the Annual General Meeting the adoption of the following decision:

Decision on the Increase of Share Capital and the Issuing of Shares for the Purpose of the Merger

- 1 For the purpose of merging the company HOTEL ALAN d.d., Starigrad, Dr. Franje Tuđmana 14, Reg. No (MBS): 060154942, PIN (OIB): 74508495120 (hereinafter referred to as: HOTEL ALAN), the company HOTELI TUČEPI d.d., Tučepi, Dračevica 35, Reg. No (MBS): 060011576, PIN (OIB): 25592312404 (hereinafter referred to as: HOTELI TUČEPI), the company HOTELI ZLATNI RAT d.d., Bol, Bračka cesta 13, Reg. No (MBS): 060284324, PIN (OIB): 52164567674 (hereinafter referred to as: HOTELI ZLATNI RAT) and the company HOTELI BRELA d.d., Brela, Trg Gospe od Karmela 1, Reg. No (MBS): 060013762, PIN (OIB): 78097341068 (hereinafter referred to as: HOTELI BRELA) as the Acquired Companies (hereinafter jointly as: the Acquired Companies), the share capital of the company SUNCE KONCERN d.d., Zagreb, Trpinjska 9, Reg No (MBS): 080502040, PIN (OIB): 06916431329 as the Acquiring Company (hereinafter referred to as: the Acquiring Company or the Company), in the amount of HRK 539,385,000.00 shall increase by HRK 56,073,500.00 and reach the amount of HRK 595,458,500.00.
- 2 The share capital of the Company shall be increased by issuing 560,735 new registered ordinary shares in the Company, with the nominal amount of HRK 100 (one hundred) each (hereinafter referred to as: the New Shares), designated as SUKC-R-A or another code assigned by the Central

Depository & Clearing Company Inc., Zagreb, Heinzlova 62/a, PIN (OIB): 64406809162 (hereinafter referred to as: CDCC).

- 3 The New Shares shall be transferred to the Acquired Companies' shareholders (excluding the Acquiring Company) in exchange for the shares they have in the Acquired Company, (i) in a 1:0.6641 ratio, so that each HOTEL ALAN shareholder (excluding the Acquiring Company) for 1 (one) share in HOTEL ALAN acquires 0.6641 shares in the Acquiring Company; (ii) in a 1:3.5903 ratio, so that each HOTELI TUČEPI shareholder (excluding the Acquiring Company) for 1 (one) share in HOTELI TUČEPI acquires 3.5903 shares in the Acquiring Company; (iii) in a 1:0.7512 ratio, so that each HOTELI ZLATNI RAT shareholder (excluding the Acquiring Company) for 1 (one) share in HOTELI ZLATNI RAT acquires 0.7512 shares in the Acquiring Company; and (iv) in a 1:0.0929 ratio, so that each HOTELI BRELA shareholder (excluding the Acquiring Company) for 1 (one) share in HOTELI BRELA acquires 0.0929 of shares in the Acquiring Company.
- 4 The Acquiring Company shall not acquire New Shares in the Company in exchange for shares it has in the Acquired Companies, or any other right, and it shall not be financially compensated in accordance with Article 520 of the Companies Act.
- 5 The Acquired Company's shareholders who, according to the calculation of the shares following the exchange, would not receive a whole number of the Acquiring Company's shares, shall have their number of exchanged shares rounded down to the nearest whole number by the Acquiring Company, and for the part of the share for which the Acquired Companies' shareholders would not receive a whole number of shares, they shall receive financial compensation within the meaning of Article 513 item 4 with regard to Article 520 paragraph 4 of the Companies Act, in accordance with the Merger Agreement concluded on 6 May 2019 between the Acquiring and the Acquired Companies.
- 6 If a number of New Shares in the Company should remain unallocated to the Acquired Companies' shareholders, the shares shall be allocated to the Company's own shares.
- 7 The New Shares shall be issued in non-material form, as electronic records in the CDCC computer system, with a designation provided by the CDCC. Starting with the date of acquiring the shares, the New Shares shall provide the shareholders rights equal to other shares in the Acquiring Company in accordance with the provisions of the Companies Act and the Company's Articles of Association. The New Shares shall be admitted for trading to the Official Market of the Zagreb Stock Exchange Inc., Zagreb, Ivana Lučića 2a (hereinafter referred to as: Zagreb Stock Exchange), in accordance with applicable regulations. After their admission to the regulated market, the New Shares of the Company shall be available for trade.
- 8 The Management and the Supervising Board President shall, upon the adoption of this Decision, carry out all legal actions required in order to register the increase of the Company's share capital at the court register. After registering this Decision at the court register, the Management shall carry out all legal actions required for the implementing the corporate merger in the CDCC system in accordance with the applicable regulations, as well as any action required for the purpose of admitting the New Shares to the Official Zagreb Stock Exchange Market.
- 9 The Company shall bear all costs for the increase of the Company's share capital and for issuing the New Shares.

Item 4 The Management and the Supervisory Board of the Company shall propose at the Annual General Meeting the adoption of the following decision:

Decision on Renaming the Company

The Company shall be renamed: SUNCE HOTELI dioničko društvo za turizam i ugostiteljstvo. The shorter Company name shall be: SUNCE HOTELI d.d. The Company name translated into English shall be changed into the following: SUNCE HOTELS Joint Stock Company.

Item 5 The Management and the Supervisory Board of the Company shall propose at the Annual General Meeting the adoption of the following decision:

Decision on amending the Company's Articles of Association

Article 7 of the Articles of Association of 5 September 2018 (hereinafter referred to as: the Articles of Association) shall be amended and replaced in its entirety with the following words:

“The Company's share capital amounts to HRK 595,458,500.00 (five hundred and ninety five million four hundred and fifty eight thousand and five hundred kunas)”.

Article 8 paragraph (1) of the Articles of Association shall be amended to read:

“The Company's share capital has been divided into 5,954,585 (five million nine hundred and fifty four thousand five hundred and eighty five) registered ordinary shares, each with a nominal amount of HRK 100.00 (one hundred kunas).”

Article 1 of the Articles of Association shall be amended and replaced in its entirety with the following words:

“(1) The Company name shall be: SUNCE HOTELI dioničko društvo za turizam i ugostiteljstvo

(2) The Company shall have the following shorter name: SUNCE HOTELI d.d.

(3) Apart from its full and shorter names in Croatian, the Company shall use the following English translation of its name: SUNCE HOTELS Joint Stock Company.”

The remaining provisions of the Company's Articles of Association shall remain unchanged.

These amendments to the Company's Articles of Association shall enter into force and apply following the date of registration at the court register.

The Supervisory Board shall be authorised to determine the consolidated text of the Company's Articles of Association.

Item 6 The Management and the Supervisory Board of the Company shall propose at the Annual General Meeting the adoption of the following decision:

a) Decision on covering the 2018 loss

The Company's 2018 loss in the amount of HRK 15,429,378.18 shall be covered at the expense of capital reserves in the amount of HRK 15,429,378.18.

b) Decision to Discharge the Members of the Management from Liability for 2018

The members of the Company's Management shall be discharged from liability for 2018.

c) Decision to Discharge the Members of the Supervisory Board from Liability for 2018

The members of the Supervisory Board shall be discharged from liability for 2018.

Item 7 The Supervisory Board of the Company shall propose to the General Meeting the adoption of the following decision:

Decision on appointing the Company's 2019 auditor

“The audit of the Company and the consolidated financial reports of the Group for 2019 shall be entrusted to Ernst & Young, d.o.o. auditing company, Zagreb, Radnička cesta 50, PIN (OIB): 58960122779.”

EXPLANATION OF THE PROPOSED ANNUAL GENERAL MEETING DECISIONS

Item 1 Opening Remarks for the General Meeting, Determining the Number of Attendees and Represented Shareholders

The decision under this Agenda item shall not be adopted by the shareholders at the Annual General Meeting; the chairman shall open the Annual General Meeting, establish the Agenda and identify the attending shareholders and their representatives with an attending notary public.

Item 2 Explanation of the Decision on the Approval of the Merger Agreement between (i) HOTEL ALAN d.d., Starigrad, Dr. Franje Tuđmana 14, Reg. No (MBS): 060154942, PIN (OIB): 74508495120; (ii) HOTELI TUČEPI d.d., Tučepi, Dračevice 35, Reg. No (MBS): 060011576, PIN (OIB): 25592312404; (iii) HOTELI ZLATNI RAT d.d., Bol, Bračka cesta 13, Reg. No (MBS): 060284324, PIN (OIB): 52164567674; (iv) HOTELI BRELA d.d., Brela, Trg Gospe od Karmela 1, Reg. No (MBS): 060013762, PIN (OIB): 78097341068 and SUNCE KONCERN d.d., Zagreb, Trpinjska 9, Reg. No (MBS): 080502040, PIN (OIB): 06916431329

The Merger Agreement was concluded on 6 May 2019, between SUNCE KONCERN d.d., Zagreb, Trpinjska 9, Reg. No (MBS): 080502040, PIN (OIB): 06916431329 as the Acquiring Company and HOTEL ALAN d.d., Starigrad, Dr. Franje Tuđmana 14, Reg. No (MBS): 060154942, PIN (OIB): 74508495120, HOTELI TUČEPI d.d., Tučepi, Dračevice 35, Reg. No (MBS): 060011576, PIN (OIB): 25592312404, HOTELI ZLATNI RAT d.d., Bol, Bračka cesta 13, Reg. No (MBS): 060284324, PIN (OIB): 52164567674 and HOTELI BRELA d.d., Brela, Trg Gospe od Karmela 1, Reg. No (MBS): 060013762, PIN (OIB): 78097341068 as the Acquired Companies. The Merger Agreement has been reviewed by the merger auditor and by the Supervisory Boards of all companies participating in the merger. Pursuant to Article 516 of the Companies Act, the Merger Agreement shall be valid upon the approval of shareholders at general meetings of all companies participating in the merger. Therefore, the Management and the Supervisory Board shall propose that the shareholders at the Company's Annual General Meeting approve the Merger Agreement. In accordance with Article 13 paragraph 5 item (e) of the Company's Articles of Association, the decision on the approval of the Merger Agreement shall be adopted by a majority of voters holding a 6/7 of share capital represented at the Annual General Meeting.

As compensation for the transferred value of Acquired Companies, the Acquiring Company undertakes to transfer the shares in the Acquiring Company to the Acquired Companies' minority shareholders in ratios provided in the proposal of this Decision. Since the Company is both the Acquiring Company and the majority shareholder in the Acquired Companies, pursuant to Article 520 of the Companies Act, the Company shall neither gain new shares in the Acquiring Company from the merger in exchange for shares it has in the Acquired Companies, nor any other right, nor shall it receive financial compensation. The Acquired Companies' minority shareholders, who, according to the calculation of the shares following the exchange, would not receive a whole number of shares in the Acquiring Company, shall

receive financial compensation from the Acquiring Company. The shares issued at the increase of the Acquiring Company's share capital shall be used for the transfer of shares from the Acquiring Company to the Acquired Companies' minority shareholders.

The Merger Agreement has been delivered to the Court Register of the Zagreb, Zadar and Split Commercial Courts, and the submitting of the Merger Agreement to the relevant Court Register has been announced.

Item 3 Explanation of the Decision on the Increase of the Company's Share Capital and the Issuing of the Company's Ordinary Shares for the Purpose of the Merger

The Management and the Supervisory Board shall suggest an increase of the Company's share capital in order to carry out the merger in accordance with the provisions of the Companies Act and the provisions of the Merger Agreement. The Company shall increase its share capital in order to carry out the merger solely to provide shares in the Company to the Acquired Companies' minority shareholders in accordance with the established ratio of share exchange, by increasing the share capital of the Company exclusively by the estimated fair value of the Acquired Companies in proportion to the minority share in the share capital of each of the Acquired Companies. The New Shares shall be admitted for trading to the Official Zagreb Stock Exchange Market in accordance with applicable regulations. After their admission to the regulated market, the New Company Shares shall be available for trade.

Item 4 Explanation for the Decision on Renaming the Company

Following the decision on the approval of the Merger Agreement between the Acquired Companies and the Company, on the date of registration at the court register in which the Company has been registered, the Acquired Companies shall cease to exist, and the Company shall thus become the owner of all of their tangible and intangible assets and enter into all legal relations of the Acquired Companies as their universal legal successor, so the Management and the Supervisory Board shall propose that the Company name leave out the word "*koncern*" and replace it with the word "*hoteli*".

Item 5 Explanation for the Decision on Amending the Articles of Association

Following the decision on the approval of the Merger Agreement between the Acquired Companies and the Company, the decision on the increase of share capital and the issuing of shares for the purpose of the merger, and the decision on renaming the company, the provisions of the Articles of Association which define the amount of the share capital, the number of shares to which the share capital has been distributed, and the Company name, shall have to be amended.

Item 6 Annual Financial Reports of the Company and the Consolidated Annual Financial Reports of the Group for 2018, the Annual Business Status Report of the Company and the Group for 2018, and the Supervisory Body Report on the Audit of the Company's Business Management for 2018

Pursuant to the obligation under Article 280a paragraph 1 item 2 of the Companies Act, the Company shall inform the shareholders that, pursuant to Article 300d of the Companies act, the Management and the Supervisory Board have prepared the annual financial reports of the Company and the consolidated annual financial reports of the Group for 2018, and the shareholders at the Annual General Meeting shall not decide on them. The above financial reports shall be presented at the Annual General Meeting of the Company along with the Management's Annual Business Status Report of the Company and the Group for 2018, and the Supervisory Body Report on the Audit of the Company's Business Management for 2018.

While preparing the annual financial reports, the Company Management has issued a proposal to the Supervisory Board to cover the Company's 2018 loss, in the amount of HRK 15,429,378.18, at the expense of capital reserves, in the amount of HRK 15,429,378.18, which the Supervisory Body accepted.

The Management and the Supervisory Body shall also suggest that they be discharged from liability and their work in 2018 be adopted. Pursuant to Article 276 paragraph 1 of the Companies Act, if the shareholders at the Annual General Meeting should decide so or if it is requested by the shareholders who jointly make up at least 1/10 of the total share capital of the Company, the discharge of each individual Management or Supervisory Board member can be voted on separately.

The current, electronic version of the Articles of Association of the Company is available at the Company website www.bluesunhotels.com/investitori.

Item 7 Explanation behind the Proposal for Appointing the Company's 2018 Auditor

Pursuant to Article 280 paragraph 3 of the Companies Act, the Supervisory Board, upon the recommendation of the Auditing Committee, shall propose to the shareholders at the Annual General Meeting to adopt a decision on appointing the company Ernst & Young d.o.o. from Zagreb, Radnička cesta 50, PIN (OIB): 58960122779, the Company's auditor for 2019. If the decision is made in accordance with the Supervisory Board's proposal, 2018 shall be the second year of the company's Ernst & Young d.o.o. involvement.

SHAREHOLDER INSTRUCTIONS FOR PARTICIPATING AT THE ANNUAL GENERAL MEETING:

Participation and Voting Requirement

The Company's shareholders registered at the depository of the Central Depository & Clearing Company Inc. no later than six days before the Annual General Meeting, who send a prior application for participating in the Annual General Meeting to the address of the Company's main office shall have the right to participate at the Annual General Meeting. The application shall be sent to the Company no later than six calendar days prior to the Annual General Meeting, excluding the day of the Company receiving the application.

The shareholders shall participate at the Annual General Meeting in person or through an attorney. The power of attorney shall be in writing and indicate the attorney, the shareholder granting the power of attorney, the total nominal value of shares and votes, the authority to act and vote on behalf of the shareholder at the Annual General Meeting, the date of issue and the validity date of the power of attorney. The power of attorney shall be sent to the Company no later than the closing date for sending the application for participating in the Company's Annual General Meeting.

Annual General Meeting Materials

All materials for the Annual General Meeting along with the application and the power of attorney forms shall be available to the shareholders at the Company website www.bluesunhotels.com/investitori/pripajanje, from the date of convening the Annual General Meeting, where they can be downloaded free of charge, or at the Company's main office, every working day between 9:00 and 13:00 until the day of the Annual General Meeting.

Pursuant to Article 517 paragraph 2 of the Companies Act, the following materials shall be available at the premises of the Company:

- 1) The Merger Agreement,
- 2) Annual financial reports and status reports for the Acquired Companies for the past three financial years,
- 3) Reports from the management of companies participating in the merger under Article 514 of the Companies Act and supervisory board reports under Article 515.a of the Companies Act,

4) Merger audit report under Article 515 of the Companies Act.

Adding New Items to the Agenda

The shareholders holding a 1/20 of the share capital in the Company shall have the right to request that a new item be added to the Annual General Meeting agenda, by providing an explanation and a decision proposal. Such a request shall be sent to the Company no later than 28 May 2019 (including).

Shareholder Counterproposals

The shareholder counterproposals to the proposals of the Management and/or the Supervisory Body shall be sent to the Company with the full name of the shareholder and an explanation no later than 13 June 2019 (including). If a shareholder does not exercise the above right, this shall not entail the loss of right to provide a counter proposal at the Annual General Meeting.

Right to be Informed

At the Annual General Meeting, the Management shall, upon request, inform a shareholder on the business of the Company if this is required to judge the items on the Annual General Meeting agenda, but the information may be withheld on the grounds of the Companies Act. The status at the depository of the Central Depository & Clearing Company Inc. on 21 June 2019 shall be relevant for participating at the Annual General Meeting.

Backup General Meeting

If the convened Annual General Meeting fails to secure a quorum, the following General Meeting shall be held on 29 June 2019 at 14:00, at the same place, with the same agenda, where decisions shall be made validly regardless of the quorum.

SUNCE KONCERN d.d.

Management