



## PROPOSAL OF DECISIONS

Ad. – 1.

Note: The decision under this point of the Agenda is not being rendered by shareholders, for the chairman opens the General Assembly, determines the Agenda and present shareholders and their representatives in the presence of the notary public.

Ad. - 2

The Management board report on the state of the Company in 2017 (unconsolidated and consolidated) is accepted.

Ad. - 3

The Supervisory board report on supervision over the management of the Company and Group operations, on the results following the review of the financial reports, the report on the situation in the Company and the proposed decisions on the use of profit for 2017 is accepted.

Ad. - 4

The annual financial reports for the business year of 2017 (unconsolidated and consolidated) are established and adopted.

Ad. -5

The decision on use of profit gained in 2017 is rendered in a manner that the profit in the amount of 105.428.846,96 kuna shall be allocated as follows:

- the amount of 2.587.995,19 kuna shall be allocated in legal reserves,
- the amount of 102.840.851,77 kuna is allocated in retained earnings.

From the earnings retained in 2011 the amount of 105.000,00 kuna is allocated for the payment of preferred fix dividend in the amount of 0,25 kuna per preferred share.

In respect of the dividend that shall be paid to shareholders the Company shall calculate and pay due taxes in accordance with valid legal provisions.

The right to the payment of dividend belongs to shareholders registered as such in the central depository seven (7) days after the decision on the payment of dividend is rendered.

Ad. – 6

The Management board report on the state of the company ISTRATURIST UMAG j.s.c. in 2017 (unconsolidated and consolidated) is accepted.

Ad. – 7

The annual financial reports of ISTRATURIST UMAG j.s.c. for the business year of 2017 (unconsolidated and consolidated) are established and adopted.

Ad. – 8

The decision on use of profit of ISTRATURIST UMAG j.s.c. gained in 2017 is rendered in a manner that the profit in the amount 97.281.035,71 kuna shall be allocated in retained earnings in full.

Ad. – 9

The Management board is approved (granted clearance) for the work of Company's business management in the previous business year.

Ad. – 10

The Supervisory Board is approved (granted clearance) for the work of supervising Company's business in the previous business year.

Ad. – 11

The decision on the Decision on remuneration to Supervisory Board members is rendered:  
The remuneration to the members of the Supervisory Board of the Company is determined in the amount of 1.000,00 EUR net per each Supervisory Board meeting the member participated to.

The kuna counter value shall be calculated at the middle exchange rate on the payment day.

On the day this decision enters into force, the Decision on remuneration to the members of the Supervisory board of Plava laguna j.s.c. of July 9<sup>th</sup> 2004, GS-33/2004 ceases to be valid.

This decision enters into force on the day it is rendered.

Ad. – 12

Deloitte d.o.o. for audit services from Zagreb, Radnička cesta 80 is appointed as the Company's auditor for the business year of 2017.

The Management and Supervisory board jointly propose the decisions under 2 - 11 while the Supervisory board proposes decision under number 12.

#### OTHER NOTES:

##### - APPLICATION

The right to take part at the General Assembly and exercise the right to vote belongs to all the Company's shareholders registered at the depository of the Central depository and clearing company on the beginning of the 21<sup>st</sup> day before the day the General Assembly is held, and who applied their partaking in the General Assembly to the Company's Management board no later than six (6) calendar days before the General Assembly is held, where the day of receipt of the application at the Company is not included in this period.

The partaking forms are available on the Company's website.

The right to take part and to vote may be exercised by the shareholder personally or through an attorney.

The application to take part of the General Assembly and the power of attorney are delivered to the Company's seat with the indication "for the General Assembly".

The shareholders, that is, their attorneys must register no later than 30 minutes before the commencement of the General Assembly in order to have a timely list of participants.

#### **- POWER OF ATTORNEY**

The shareholders may be represented by attorneys pursuant to a valid written power of attorney issued by the shareholder, or in case the shareholder is a legal entity, by the person authorised for representation. The power of attorney must be in writing and contain the attorney's identity, the shareholder issuing the power of attorney, number of votes at his disposal, the authority to act and vote on behalf of the shareholder at the General Assembly, the date of issuance and period of validity of the power of attorney. It is not required to certify the power of attorney by a notary public.

The power of attorney forms are available on the Company's website.

#### **- AMENDMENTS OF THE AGENDA**

Shareholders owning jointly the shares equalling the twentieth part of the Company's share capital have the right to demand to put a certain matter on the General Assembly's agenda, together with an explanation and decision proposal. Such a demand must reach the Company at least thirty (30) days prior to the General Assembly session, where the day of receipt of the demand at the Company is not included in this period.

#### **- COUNTERPROPOSALS**

The shareholders' counterproposals to the proposals made by the Management and/or Supervisory board containing the name and surname of the shareholder, with explanations, must be received by the Company no later than fourteen (14) days prior to the General Assembly session, where the day of receipt of the counterproposal at the Company is not included in this period. If the shareholder chooses not to exercise the said right, this shall not result in loss of right to make counterproposals at the General Assembly. The same rules shall apply to the shareholders' proposals for appointment of auditors, but the said proposal does not have to be explained.

#### **- RIGHT TO INFORMATION**

At the General Assembly the Management board must give each shareholder, upon request, information about the Company's business affairs if this is necessary to decide about the issues on the agenda, where the information may be withheld for reasons set by the Companies Act.

#### **- MATERIALS**

Shareholders may review all the materials for the General Assembly at the Company's headquarters upon the publication of the invitation to the General Assembly, every work day between 10,00 and 12,00 o'clock.

Each shareholder may receive a copy of the said materials upon request.

Pursuant to article 280a of the Companies Act, all the relevant materials for the session of the General assembly shall be available on the Company's website [biz.plavalaguna.hr](http://biz.plavalaguna.hr).

**- NEXT GENERAL ASSEMBLY**

In case the convened General Assembly lacks the quorum for its session, the following Assembly shall be held on August 31<sup>st</sup> 2018 at 11,00 o'clock at the same venue, with the same agenda, no matter if the quorum is met.

**PLAVA LAGUNA j.s.c. Poreč**