



PLAVA LAGUNA

Zagreb Stock Exchange Inc.

HANFA - Croatian Financial
Services Supervisory Agency

Croatian News Agency HINA (OTS)

biz.plavalaguna.hr

LEI: 7478000010W8OJ3ZWL79

Home country: Republic of Croatia

Ordinary shares marked: PLAG-R-A (PLAG), ISIN: HRPLAGRA0003

Preference shares marked: PLAG-P-A (PLAG2), ISIN: HRPLAGPA0005

Market: Zagrebačka burza d.d. / Zagreb Stock Exchange – Regulated market

Pursuant to article 277 paragraph 2 of the Companies Act and article 41 of the Statute of PLAVA LAGUNA joint stock company for hotel management and tourism, on July 05th 2021 the Company's Management board rendered the Decision on convocation of the General assembly of shareholders of PLAVA LAGUNA j.s.c. Poreč, Rade Končara 12 (hereinafter referred to as: the Company), determining the date and time of the meeting, agenda, shareholders' rights to participate and the obligation to publish the call.

All shareholders are herewith being invited to take part of the

ORDINARY GENERAL ASSEMBLY

which shall be held on August 26th 2021 in the premises of hotel Parentium Plava laguna in Poreč, Zelena laguna 6, commencing at 11.00 o'clock.

WE PROPOSE THE FOLLOWING

AGENDA

1. Opening of the General Assembly, determining the Agenda and list of participants,
2. Management board report on the state of the Company in 2020 (unconsolidated and consolidated),

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Upisano u registar Trgovačkog suda u Pazinu.
MBS: 040020834 – OIB: 57444289760
PDV identifikacijski broj: HR57444289760.

Računi:
PRIVREDNA BANKA ZAGREB d.d. Zagreb IBAN: HR1623400091100017577
ZAGREBAČKA BANKA d.d. Zagreb IBAN: HR7923600001101325211
ERSTE & STEIERMARKISCHE BANK d.d. Rijeka IBAN: HR8124020061100389462
ADDIKO BANK d.d. Zagreb IBAN: HR7325000091101010729
RAIFFEISENBANK AUSTRIA d.d. Zagreb IBAN: HR3124840081135054215
ISTARSKA KREDITNA BANKA d.d. Umag IBAN: HR7323800061110009038

Temeljni kapital: 1.444.530.057,18 kuna podijeljen na 2.197.772 redovnih dionica bez nominalne vrijednosti i 420.000 povlaštenih dionica nominalne vrijednosti 250,00 kuna. Temeljni kapital je uplaćen u cijelosti.

Uprava:
Predsjednik: Dragan Pujas
Član: Damir Mendica
Član: Danira Rančić

Nadzorni odbor:
Predsjednik: Davor Luksic Lederer

3. Supervisory board report on the performed supervision of business affairs of the Company and Group in 2020,
4. Rendering the decision on the establishment and the adoption of annual financial reports for 2020 (unconsolidated and consolidated),
5. Rendering the decision on the proposed cover of the Company's loss realised in the business year of 2020
6. Rendering the decision on granting clearance to the members of the Management board,
7. Rendering the decision on granting clearance to the members of the Supervisory board,
8. Rendering the decision on approving the Remuneration report of the members of the Management and Supervisory Board,
9. Rendering the decision on amendment of the Company's Statute,
10. Rendering the decision on election of members of the Company's Supervisory Board,
11. Rendering the decision on appointment of the Company's auditor for 2021.

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 2020 (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 2020 is accepted.

Ad. - 4

The annual financial reports for the business year of 2020 (unconsolidated and consolidated) are established and adopted.

Ad. -5

The realised loss in the amount of 90.095.559,46 kuna shall be covered from retained earnings realised in previous years, starting from the earliest.

From retained earnings realised in 2019 the amount of 105.000,00 kuna shall be used for the payment of preferred fix dividend. On the basis of above mentioned criteria, the dividend shall amount to 0,25 kuna per preferred share (gross).

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.

Ad. – 6

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

Ad. – 7

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

Ad. – 8

The Remuneration Report of the members of the Management and Supervisory board is approved.

Ad. – 9

In Article 8th of the Statute of the company PLAVA LAGUNA j.s.c. Poreč (complete text) rendered on August 28th 2020, Number: 01/01/2020/4, ref.no. 01-01-2020-21, new business activities are added as follows:

- * production of electricity
- * transmission of electricity
- * distribution of electricity
- * electricity supply
- * electricity trade
- * electricity storage

All other provisions of the Statute remain unaltered.

This Decision on amendment of the Company's Statute enters into force and is applied as of its registration in the Court registry.

The Management Board is herewith being authorised to prepare the complete text of the Statute and submit the said to the Court's registry of the competent commercial court.

Ad. – 10

It is established that on August 29th 2021 ends the mandate of the following members of the Supervisory Board:

- DAVOR LUKSIC LEDERER, OIB: 01548617347, Zagreb, Pantovčak 267
- PATRICIO TOMAS BALMACEDA TAFRA, OIB: 63265838734, Pula, Stiglicheva ulica 24
- DAVOR DOMITROVIC GRUBISIC, OIB: 34595646995, Chile, Santiago, La Reina, Camilo Mori 1928B
- JOSEPH IGNACE BULNES, OIB: 36377404105, Luksemburg, Luxembourg, 143 Rue des Aubepines
- NEVEN STAVAR, OIB: 22665275792, Poreč, Velog Jože 15
- DUNCAN GRAHAM BRAMWELL, OIB: 03334435018, United Kingdom of Great Britain and Northern Ireland, 9 Hambleton Mill, Henley-on-Thames, Oxon

It is also established that on August 29th 2021 ends the mandate of Marica Kurtek, OIB: 69445394380, Višnjan, Gambetići 12, as employees' representative.

The Supervisory board consists of seven members.

Elected as members of the Supervisory board are:

- DAVOR LUKSIC LEDERER, OIB: 01548617347, Zagreb, Pantovčak 267, economist
- DAVOR DOMITROVIC GRUBISIC, OIB: 34595646995, Chile, Santiago, La Reina, Camilo Mori 1928B, lawyer
- JOSEPH IGNACE BULNES, OIB: 36377404105, Luxembourg, 143 Rue des Aubepines, economist
- NEVEN STAVAR, OIB: 22665275792, Poreč, Velog Jože 15, economist
- DUNCAN GRAHAM BRAMWELL, OIB: 03334435018, United Kingdom of Great Britain and Northern Ireland, 9 Hambleden Mill, Henley-on-Thames, Oxon, economist
- PATRICIO TOMAS BALMACEDA TAFRA, OIB: 63265838734, Pula, Stiglicheva ulica 24, economist

The seventh member of the Supervisory board is the employees' representative and is appointed by employees through the Employees' Council in a procedure prescribed by the law.

Members of the Supervisory Board of the Company are appointed for the period of 4 years commencing on August 29th 2021.

Ad. – 11

KPMG Croatia d.o.o. from Zagreb is appointed as the Company's auditor for the business year of 2021.

The Management and Supervisory board jointly propose the decisions under 2 - 9 while the Supervisory board proposes decisions under number 10 and 11.

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 21st 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 biz.plavalaguna.hr.

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 biz.plavalaguna.hr.

- 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.

- **NEXT GENERAL ASSEMBLY**

In case the convened General Assembly lacks the quorum for its session, the following Assembly shall be held on August 27th 2021 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