



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 June 30th 2023 the Company's Management board rendered the Decision on the 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, the agenda, shareholders' rights to participate and the obligation to publish the call.

All shareholders are herewith being invited to take part in the

ORDINARY GENERAL ASSEMBLY

which shall be held on August 30th 2023 at 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 a list of participants,
2. Management board report on the state of the Company in 2022 (unconsolidated and consolidated),

PLAVA LAGUNA d.d.

Rade Končara 12, 52440 Poreč, Hrvatska

T: +385 52 410 101 F: +385 52 451 044
mail@plavalaguna.com
plavalaguna.com
biz.plavalaguna.hr

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 the Group in 2022,
4. Rendering the decision on the establishment and the adoption of annual financial reports for 2022 (unconsolidated and consolidated),
5. Rendering the decision on the use of profit gained in the financial year 2022,
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 the remuneration to Supervisory board members,
10. Rendering the decision on the adjustment of the Company's share capital,
11. Rendering the decision on the amendment of the Company's Statute,
12. Rendering the decision on the appointment of the Company's auditor for 2023.

PROPOSAL OF DECISIONS

Ad. - 1.

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

Ad. - 2

The Management board report on the state of the Company in 2022 (unconsolidated and consolidated) is accepted.

Ad. - 3

The Supervisory board report on the supervision over the management of the Company and Group operations in 2022, on the results following the review of financial reports, report on the situation in the Company and the proposed decisions on the use of profit for 2022 are accepted.

Ad. - 4

The annual financial statements for the financial year 2022 (unconsolidated and consolidated) are established and adopted.

Ad. -5

The decision on the use of profit gained in 2022 is rendered in a manner that the net profit in the amount of 470.714.847,71 kuna or 62.474.596,55 EUR, applying the fixed conversion rate 1,00 EUR=7,53450 HRK, shall be allocated as follows:

- The amount of 12.600,00 EUR shall be used for payment of preferred fix dividend to the Company shareholders of preferred shares
- The amount of 29.266.616,94 EUR shall be used for payment of the ordinary dividend to the Company shareholders,
- The amount of 33.195.379,61 EUR shall be allocated to retained earnings.

On the basis of above mentioned criteria, the dividend shall amount to 11,19 EUR per ordinary share, and 11,22 EUR per preferred share (gross).

In respect of the dividend that shall be paid to the 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 members of the Management board are approved (granted clearance) for their work of managing Company's affairs in the previous financial year.

Ad. – 7

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

Ad. – 8

The revised Remuneration Report of the members of the Management and Supervisory board for the previous business year is approved.

Ad. – 9

The Decision on the remuneration to Supervisory Board members is rendered:

The Decision on the remuneration to Supervisory Board members of the Company from October 31st 2019, no.: 01/01/2019/3, ref. no.: 01-04-2019-6, by which the remuneration to the Company's Supervisory Board members is determined in the amount of 2.000,00 EUR net per each Supervisory Board meeting the member participated to, is confirmed.

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

Ad. – 10

The share capital is 1.444.530.057,18 kuna and is divided into;

- 2.197.772 ordinary shares with the right to vote, without nominal value, marked PLAG-R-A and entered into the dematerialised securities depository of Central Depository and Clearing Company, and
- 420.000 preferred shares without the right to vote, with nominal value of 250,00 kuna per share, marked PLAG-P-A and entered into the dematerialised securities depository of Central Depository and Clearing Company.

The share capital of the Company, by applying the fixed exchange rate for kuna to euro with rounding to the nearest cent, is converted from HRK 1.444.530.057,18 into EUR 191.722.086,03.

Applying the fixed exchange rate for kuna to euro with rounding to the nearest cent, nominal value of the preferred share without the right to vote is converted from HRK 250,00 into EUR 33,18. By applying the rule to adjust the value of shares, nominal value of each preferred share without the right to vote is adjusted from EUR 33,18 to EUR 33,00.

With the adjustment of the nominal value of preferred shares, part of the Company's share capital that relates to preferred shares amounts to EUR 13.860.000,00 and is divided into 420.000 preferred shares without the right to vote and with nominal value of EUR 33,00 per share.

The part of Company's share capital that relates to ordinary shares, by applying the fixed exchange rate for kuna to euro with rounding to the nearest cent, is converted from HRK 1.339.530.057,18 into EUR 177.786.191,14. The amount thus obtained of EUR 177.786.191,14 is decreased for the amount of EUR 0,14 as part of the adjustment, and amounts to EUR 177.786.191,00.

The total share capital is decreased as part of the adjustment with relevant regulations in a manner as it follows:

- by applying the rule on rounding the nominal value of preferred share to a whole number, the part of Company's share capital that relates to preferred shares is decreased for 75.600,00 EUR, which represents the multiplication of EUR 0,18 by the number of preferred shares or 420.000;
- by applying the rule on rounding to the nearest cent, in accordance with a special law regulating the introduction of the euro as the official currency in the Republic of Croatia, the part of Company's share capital that relates to preferred shares is decreased for 294,88 EUR;
- The part of Company's share capital that relates to ordinary shares, by applying the fixed exchange rate for kuna to euro the adjustment, is decreased for 0,14 EUR.

After the conversion and decrease the share capital of the Company amounts to EUR 191.646.191,00 EUR and is divided into:

- 2.197.772 ordinary shares with the right to vote, without nominal value, marked PLAG-R-A and entered into the dematerialised securities depository of Central Depository and Clearing Company, and
- 420.000 preferred shares without the right to vote, with nominal value of EUR 33,00 per share, marked PLAG-P-A and entered into the dematerialised securities depository of Central Depository and Clearing Company.

The amount of the difference obtained in the adjustment procedure and with the decrease of the share capital as described above, which derives from the adjustment between the preferred shares with nominal value and the share capital attributable to ordinary shares without nominal value, increased by the difference caused by rounding, in the amount of EUR 75.895,03 is paid into the capital reserves of the Company, without payments to shareholders.

The existing shareholders rights based on law and the Statute of the Company remain unchanged, and the total number of Company's issued shares remains unchanged.

This decision enters into force on the day it is rendered and applies from the date of the entry into the Court registry.

Ad. - 11

In Article 8, paragraph 1 of the Statute of the company PLAVA LAGUNA j.s.c. Poreč (complete text) rendered on August 26th 2021, Number: 01/01/2021/1, ref.no. 01-01-2021-31, business activity that reads as follows is deleted:

* exchange operations

Article 9 is amended as follows:

"The share capital of the Company amounts to EUR 191.646.191,00".

Article 19, paragraph 1 is amended as follows:

"The Company issued 420.000 preferred shares, registered, with a nominal value of EUR 33.00 each.

Each preferred share of the Company entitles its holder to:

- *Preferred fixed dividend in the amount of EUR 0.03 per preferred share per year,*
- *Ordinary dividend in the amount of the dividend paid per ordinary share,*
- *Payment of part of the company's liquidation or bankruptcy estate,*
- *Other rights in accordance with the Company's Statute and the law."*

All other provisions of the Statute remain unaltered.

This Decision on amendment of the Company's Statute enters into force on the day it is rendered 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. - 12

KPMG Croatia d.o.o. from Zagreb is appointed as the Company's auditor for the financial year 2023.

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

Holder of the Company's preferred shares will vote separately on decisions 10 and 11 of the agenda of the General Assembly.

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 at the beginning of the 21st day before the day of the General Assembly, and to those 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, where the day of receipt of the application by the Company is not included in this period.

The partaking forms are available on Company's website biz.plavalaguna.hr.

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

The application to take part in 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 Company's website biz.plavalaguna.hr.

- AMENDMENTS TO 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 by 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 by 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 seat 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 material upon request.

Pursuant to article 280a of the Companies Act, all the relevant material for the General assembly shall be available on 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 31st 2023 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