



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 May 31st 2024 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 July 09th 2024 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 2023 (unconsolidated and consolidated),
3. Supervisory board report on the performed supervision of business affairs of the Company and the Group in 2023,
4. Rendering the decision on the establishment and the adoption of annual financial reports for 2023 (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: HR732500091101010729 RAIFFEISENBANK
AUSTRIA d.d. Zagreb IBAN: HR3124840081135054215 ISTARSKA KREDITNA
BANKA d.d. Umag IBAN: HR7323800061110009038

Temeljni kapital: 191.646.191,00 EUR podijeljen na 2.197.772 redovnih dionica bez nominalne vrijednosti i 420.000 povlaštenih dionica nominalne vrijednosti 33,00 EUR. Temeljni kapital je uplaćen u cijelosti.

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

Nadzorni odbor:
Predsjednik: Davor Luksic Lederer



PLAVA LAGUNA

5. Rendering the decision on the use of profit gained in the financial year 2023,
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 approving the Management Board Remuneration policy
10. Rendering the decision on election of member of the Company's Supervisory Board
11. Rendering the decision on the appointment of the Company's auditor for 2024.

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 2023 (unconsolidated and consolidated) is accepted.

Ad. - 3

The Supervisory board report on the supervision over the management of the Company and Group operations in 2023, 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 2023 are accepted.

Ad. - 4

The annual financial statements for the financial year 2023 (unconsolidated and consolidated) are established and adopted.

Ad. -5

The decision on the use of profit gained in 2023 is rendered in a manner that the net profit in the amount of 44.431.275,35 EUR shall be allocated as follows:

- a) The amount of 12.600,00 EUR shall be used for payment of preferred fix dividend to the Company shareholders of preferred shares
- b) The amount of 39.231.390,00 EUR shall be used for payment of the ordinary dividend to the Company shareholders
- c) The amount of 5.187.285,35 EUR is allocated in retained earnings.

On the basis of above mentioned criteria, the dividend shall amount to 15,00 EUR per ordinary share, and 15,03 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.



PLAVA LAGUNA

The dividend shall be paid out within 10 (ten) days as of the day the decision on the payment of dividend is rendered.

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 Management Board remuneration policy submitted by the Supervisory Board is being approved. The Management Board Remuneration policy enters into force on the day it is approved by the General Assembly and is applied as of January 1st 2024.

Ad. – 10

It is established that the member of the Supervisory Board PAUL MARIE FRANCOIS JEAN RENE' LE BAULT de LA MORINIERE, 1 rue Lamartine, Luxembourg, L-1914, Luksemburg, PIN: 30169642742, economist, has submitted his resignation to the Company, which is herewith adopted.

The Supervisory board consists of seven members.

Elected as the new member of the Supervisory board is:

IGNACIO ANDRÉS PARDO, Luxemburg, 3 Beim Park, L-6149, Junglinster, PIN: 82133229207, economist, as of July 09th 2024.

The mandate of the elected member of the Supervisory board is established for the period of the remaining mandate of the existing members of the Supervisory Board, ending on August 29th 2025.

Ad. - 11

PricewaterhouseCoopers d.o.o. za reviziju i konzalting from Zagreb is appointed as the Company's auditor for the financial year 2024.

The Management and Supervisory board jointly propose the decisions under 2 – 9, while the Supervisory board proposes the decision under numbers 10 and 11.



PLAVA LAGUNA

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.



PLAVA LAGUNA

- 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 July 11th 2024 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.