

Based on Article 277 of the Companies Act (“Official Gazette” No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, hereinafter: ZTD/CA), Article 18 of the Statute of the company TURISTHOTEL joint stock company for hospitality industry and tourism with a seat in Zadar, Obala kneza Branimira 6, OIB/PIN: 74204012744 (hereinafter: Company) and the Decision of the Management Board of the Company on calling a general meeting/assembly from 1 August 2022, the following is announced

**INVITATION  
TO THE SHAREHOLDERS OF THE COMPANY TURISTHOTEL d.d.  
FOR GENERAL ASSEMBLY**

**We would like to inform the Company shareholders that the GENERAL ASSEMBLY will be held on 12 September 2022 in the Kolovare Hotel, in Zadar, Bože Peričića 14, starting at 12 o’clock.**

The following agenda has been established for the General Assembly:

**AGENDA:**

1. Presentation of the annual financial statements for 2021 with the auditor’s report and reports of the management board and supervisory board and, in connection with this:
  - a) Use of the profit realised in 2021;
  - b) Approving discharge to the members of the management board;
  - c) Approving discharge to the members of the supervisory board;
2. Report on the remuneration of the members of the management board and supervisory board for 2021
3. Appointing the Company auditor
4. Amendment of the Statute

**DECISION PROPOSALS**

Based on Article 280 item 3 of ZTD, the management board and the supervisory board, and for item 4 only the supervisory board, propose that the General Assembly make the following decisions:

**1.**

**a)**

**USE OF THE PROFIT**

The profit of the Company of HRK 77,858,120.48 realised in 2021 shall be distributed so that the shareholders of the Company are paid the dividend of HRK 90.00 per share, i.e. a total of HRK 32,722,560.00, while the amount of HRK 45,135,560.48 will be allocated into the retained profits of the Company.

Entitled to the payment of the dividend are those shareholders who are registered at the Central Depository and Clearing Company as shareholders on the day when the General Assembly of the Company takes place, i.e. on

12 September 2022 (record date).

The first day from which it is traded without the right to dividend is 11 September 2022 (ex date).

The dividend shall be paid on 19 September 2022 (payment date).

b)

**DISCHARGE APPROVED TO THE MEMBERS OF THE MANAGEMENT BOARD**

Discharge is approved (work approved) to the members of the management board for business management of the Company in 2021.

c)

**DISCHARGE APPROVED TO THE MEMBERS OF THE SUPERVISORY BOARD**

Discharge is approved (work approved) to the members of the supervisory board for performed supervision of the business management of the Company in 2021.

2.

**REPORT ON THE REMUNERATION  
OF THE MEMBERS OF THE MANAGEMENT AND THE SUPERVISORY BOARD**

The Report on the remuneration of the members of the management board and supervisory board for 2021 with the audit report is approved.

3.

**APPOINTING COMPANY AUDITOR**

In order to audit the Company Turisthotel d.d., Zadar in 2022, ŠIBENSKI REVICON d.o.o., Šibenik, Stjepana Radića 44, OIB/PIN: 52321849300 is appointed as the auditor.

4.

**STATUTE AMENDMENT DECISION**

Based on the provisions of Article 275 item 1 point 6 and Article 301 of ZTD, the General Assembly of the Company makes the following

**DECISION  
on Statute Amendment**

**All the provisions of the valid Statute of the Company of 11 July 1995, as well as all the amendments of the Statute, shall be replaced with new ones so that the new text of the Statute reads as follows**

**S T A T U T E**

**TURISTHOTEL joint stock company for hospitality industry and tourism  
(hereinafter: Company)**

**I. FIRM AND COMPANY SEAT**

**Article 1**

The firm of the Company is:

TURISTHOTEL joint stock company for hospitality industry and tourism.

The Company also has the following abbreviated firm:

TURISTHOTEL d.d.

#### **Article 2**

The seat of the Company is in Zadar.

The business address at the seat of the Company shall be defined by the management with a previous approval of the supervisory board.

#### **Article 3**

The Company may have subsidiaries outside of the seat. A subsidiary may be founded with the decision of the management and with a previous approval of the supervisory board.

## **II. BUSINESS ACTIVITIES OF THE COMPANY**

#### **Article 4**

The Company performs the following activities:

- 51 Wholesale trade and mediation in trade, except for trading in motor vehicles and motorcycles
- 52 Retail trade; repair of household items
- 55 Hospitality industry
- 92.6 Sports activities
- 60.2 Other land transport
- 61.1 Transport by sea and in coastal region
- 63.3 Travel agency and tour operator activities
- 70.20 Renting of own real estate
- 71.40 Renting items for personal use and household d. n (not mentioned elsewhere).
- 74 Other business activities
- 92.6 Sports activities
- 92.7 Other recreational activities
- 93 Other service activities
- \* Representing foreign companies and mediation in foreign trade
- \* Tourist activities
- \* International transport of passengers and goods in international road and sea traffic
- \* International traffic and agency activities
- \* Tourist business abroad
- \* Marine and technical services at sea and under the water (supply of platforms with food and other necessities for the crew)
- \* Exchange business
- \* Trade with medicines, weapons, ammunition, explosives and poisons is EXCLUDED
- \* Legal and auditing business, urban and spatial planning and designing, measuring and mapping of land is EXCLUDED.

- \* Construction, designing, supervision, performance of artisan works, installation and final works in construction
- \* Private protection activities
- \* Providing services in measuring the terrain and collecting data with the creation of parcellation and other geodetic surveying serving for the maintenance of the land registry, real estate register and geodetic surveys for individual implementation of cadastral plots in land registries into cadastral plots in real estate registry
- \* Creation of surveying projects (if, within the project, studies are created for the maintenance of the land registry and real estate registry)
- \* Providing other surveying services for the needs of the land registry and real estate registry
- \* Providing surveying services in performing terrain measurements and infrastructure cadastre
- \* Services in technical management of the infrastructure cadastre for the needs of the local self-government unit
- \* Providing other surveying services for the needs of the infrastructure cadastre
- \* Providing surveying services for the needs of the building cadastre
- \* Providing services in creating surveying basics for the needs of the creation of documents and acts in spatial planning and providing other surveying services for the needs of spatial planning
- \* Providing services in creating surveying basics for the needs of designing in construction
- \* Service in designing, establishment and creation of studies in operational surveying basics
- \* Service of creating a layout drawing of the actual condition of the terrain before construction
- \* Service of creating a survey design
- \* Service of staking out and creating a study for the staking out of the structure
- \* Service of creating a surveying situation drawing of a built structure
- \* Service of surveying monitoring of the structure under construction and monitoring of moving the structure in its maintenance with the creation of appropriate studies
- \* Providing other surveying services for construction needs
- \* Providing surveying services and creation of an opinion and expertise necessary for making decisions in legal and judicial procedures
- \* Accounting business
- \* Office, administrative and auxiliary activities
- \* Production of baked and flour products and cakes
- \* Information society services
- \* Transport for own needs
- \* Service activities in landscaping and landscape maintenance
- \* Agricultural activities
- \* Ecological production, processing, distribution, import and export of ecological products
- \* Growing and processing aromatic and medicinal herbs
- \* Production, processing, packaging, sealing and marking seeds and placing the seeds on the market
- \* Production, packaging, sealing and marking planting material and placing the planting material on the market
- \* Production of food products
- \* Production and breeding animals fit for breeding
- \* Waste management
- \* Cleaning activities
- \* Rental of recreational and sports equipment services to tourists
- \* Providing training in equestrian sports and recreational horseback riding
- \* Creation of all types of projects to attract means from EU funds
- \* Activities in production, marketing and use of chemicals
- \* Providing audio and/or audio-visual media services activities

- \* Activities in providing electronic publication services
- \* Activities in performing audio-visual and radio programmes
- \* Activities in providing TV and/or radio media services
- \* Information society services
- \* Audio-visual production activities
- \* Trading in audio-visual work
- \* Public presentation of audio-visual work
- \* Complementary audio-visual activities
- \* Sale of publishing space intended for promotional messages and other audio-visual commercial communication
- \* Sale of radio, audio-visual and multimedia programme
- \* Production and sale of sound and image carriers
- \* Publishing activity
- \* Preparation and creation of printing format
- \* Bookbinding and final works
- \* Photo activities
- \* Translation services
- \* Promotion (advertising and commercials)

### **III. REPRESENTATION OF THE COMPANY**

#### **Article 5**

A member of the management represents the Company jointly with another member of the management or together with one procurator. If only one member of the management has been appointed, he then represents the Company independently and individually.

The procurator represents the Company together with one member of the management.

#### **Article 6**

The Company may give a power of attorney. The decision on giving a power of attorney is made by the management with the previous approval of the supervisory board.

### **IV. FOUNDERS EQUITY AND SHARES**

#### **Article 7**

The founder equity of the Company is HRK 212,718,480.00 (in words: two hundred and twelve million seven hundred and eighteen thousand four hundred and eighty).

#### **Article 8**

The founder equity of the Company is divided into 366,756 (in words: three hundred and sixty six thousand seven hundred and fifty six) regular shares registered in the owner's name, without a nominal amount.

#### **Approved Founders Equity**

#### **Article 9**

The management of the Company is authorised, with the previous approval of the supervisory board, to once or repeatedly issue new shares and thus increase the founder equity of the Company up to the maximum amount of HRK 212,718,480.00 (in words: two hundred and twelve million seven hundred and eighteen thousand four hundred and eighty) by the amount of HRK 106,359,240.00 (in words: one hundred and six million three hundred and fifty nine thousand two hundred and forty) to the amount of HRK 319,077,720.00 (in words: three hundred and nineteen million seventy seven thousand seven hundred and twenty). The management is authorised to decide on the issuing of stock for stakes in money, items and rights.

An authorisation to the management from the previous item of this Article is provided for a maximum period of five years from the day of entry of the statute amendments in the court register that provide the authorisation.

The management may issue new shares with the right of priority registration of new shares to the Company shareholders excluded.

#### **Article 10**

The Company shares are non-material securities and they exist only in the form of electronic registration in a computer system of the Central Depository and Clearing Company / Središnje klirinško depozitarno društvo d.d.

The transfer of shares is entirely free and is not subject to any limitations.

The transfer of shares, clearing and settlement, as well as any other change in the balance is recorded in the shareholder account at the Central Depository and Clearing Company in accordance with the regulations and rules of the Central Depository and Clearing Company.

### **V. CORPORATE BODIES**

#### **Article 11**

The bodies of the Company are the following:

- a) General Assembly;
- b) Supervisory board; and
- c) Management.

#### **General Assembly**

#### **Article 12**

The General Assembly of the Company is held at the seat of the Company or in the business premises of the Company or its subsidiary in the Republic of Croatia determined by the authorised convenor in the invitation.

#### **Article 13**

The shareholders may participate at the General Assembly and use their right to vote if they register their participation at the General Assembly in advance in writing within the term prescribed by the law.

Relevant for the participation at the General Assembly is the balance in the Central Depository of non-material securities of the Central Depository and Clearing Company on the last day for the registration of participation at the General Assembly.

Shareholders may be represented by their proxies based on a valid written power of attorney issued by a shareholder, i.e. a person authorised for representation if the shareholder is a legal person.

#### **Article 14**

The General Assembly of the Company is presided by the president of the supervisory board or a person authorised by the president of the supervisory board.

#### **Article 15**

The General Assembly may make valid decisions if shareholders and/or their proxies are present who jointly have shares the number of which presents a share of at least one quarter (25%) of the founder equity of the Company at the time when the general assembly is held. This applies also to any possible deferred general assembly due to insufficient representation of the shareholders (quorum).

#### **Article 16**

At the General Assembly, decisions are made with the majority of cast votes (simple majority) except when the law prescribes a higher, qualified majority in making certain decisions.

#### **Article 17**

Each share comes with the right to one vote.

### **Supervisory Board**

#### **Article 18**

The supervisory board has three to five members.

The supervisory board members are elected for a term of four years whereby their mandate ceases with the decision of the general assembly on approving the discharge to the members of the supervisory board for the last year of their mandate. If, during the mandate of the supervisory board, the mandate to an individual member of the supervisory board ceases, the mandate of the member of the supervisory board, newly elected in his place, lasts until the expiration of the mandate of the other supervisory board members.

#### **Article 19**

Members of the supervisory board are elected by the general assembly.

As an exception to the provision of item 1 of this Article, workers are entitled to appoint one member of the supervisory board and this right belongs to them until conditions exist for the appointment of the representatives of workers pursuant to the provisions of a special law. In that case, four members of the supervisory board are elected by the general assembly, while one member is appointed and revoked by the workers' council or workers pursuant to the provisions of the special law.

## **Article 20**

The members of the supervisory board or one of its members may be repealed by the General Assembly before the expiration of the mandate.

In order to make the decision from item 1 of this Article, a majority of at least 3/4 given votes is needed.

## **Article 21**

The supervisory board may make decisions if the majority of its members participate in the decision-making. Decisions are made with the majority of the votes of the present or represented supervisory board members.

An absent member of the supervisory board may participate in decision-making by voting by phone or in writing (letter, e-mail message or a telefax message).

At the supervisory board session, instead of a member of the supervisory board who is prevented from participating, another person may participate who has been authorised by the prevented member with a special written power of attorney.

The supervisory board may make decisions without holding sessions, by correspondence (letter, phone, telegraph, telefax, e-mail messages or other appropriate means) if none of the members demands that the session be held.

## **Article 22**

In addition to cost reimbursement, every member of the supervisory board is entitled also to a reimbursement for the work in that board.

The monthly reimbursement for the work of the president and members of the supervisory board, in a net amount, is two average monthly salaries for the president, one and a half for the vice-president, and one net wage for the members of the supervisory board for that month in the Company.

The president of the audit committee is entitled to a monthly reimbursement for the work in the audit committee of one average monthly net salary for that month in the Company. The president of other supervisory board committees is entitled to a reimbursement of HRK 1,000.00 (in words: one thousand kuna) net per session, while members of the supervisory board committees are entitled to a reimbursement of HRK 500.00 (in words: five hundred kuna) net per session of that committee.

At the moment of the introduction of the euro as the official currency of the Republic of Croatia, all amounts in this Statute expressed in HRK shall be converted into the euro pursuant to the positive law of the Republic of Croatia.

## **Management**

### **Article 23**

The management consists of one to three members.

The mandate of the management board members lasts up to a maximum of five years with the possibility of reappointment.



The decision on the appointment and revoking, on the number of members and the duration of their mandate is made by the supervisory board.

#### **Article 24**

The management of the Company must not perform any of the following legal actions and/or legal business without the previous approval of the Company supervisory board or make any decision on:

- (i) Adoption and/or taking over any obligation, including but not exclusively:
  - a) Taking over obligations with regard to warranty or compensation of damage,
  - b) Taking over debt in relation to loans, credits, debt financing or taking over banking loans in relation with the same,  
and
  - c) Concluding any written or verbal contract with other natural and/or legal persons with which a certain obligation for the Company would be taken over and/or adopted

the value of which exceeds 3% (in words: three percent) of the founder equity of the Company or, regardless of the value, obligations are adopted and/or taken over for a time longer than five years;

- (ii) Disposing with the assets of the Company or purchase of other assets, including but not exclusively:
  - a) Purchase, sale, transfer, pledge or other disposal of real estate, shares and/or other securities and shares in other companies the holder of which is the Company,  
and
  - b) Concluding any written or verbal contract with other legal and/or natural persons that would dispose of the Company assets (including giving or taking lease) or purchase of other assets,

the value of which exceeds 3% (in words: three percent) of the founder equity of the Company or, regardless of the value, obligations are adopted and/or taken over for a time longer than five years;

All directly or indirectly related acceptances and/or takeovers of obligations or disposal of assets that in the business practice and according to common understanding are considered one unique business, shall be considered one legal action, i.e. legal business, regardless of that formally being several legal actions or legal businesses the individual value of which does not exceed the amount of 3% (in words: three percent) of the founder equity of the Company.

#### **Article 25**

(1) The members of the management conduct the Company business jointly as well as independently for certain business areas as determined in detail in the Rules of Procedure for the Operation of the Management.

(2) The Rules of Procedure for the Operation of the Management are established by the supervisory board. The management may propose the text of the Rules of Procedure.

### **VI. WAY AND FORM OF ANNOUNCING NOTIFICATIONS TO THE COMPANY**

#### **Article 26**

Data and notifications of the Company shall be published on the court register website.

The Company management decides on the publication of prescribed information, data and notifications in the media or on the Company website.

If the Company shares are listed on the regulated market, the Company shall publish the required information, data and notifications in accordance with the rules of that regulated market.

## **VII. ANNUAL FINANCIAL STATEMENTS AND USE OF PROFIT**

### **Article 27**

The General Assembly may, except for payment in money, make a decision on the payment of profit to the shareholders in items and rights.

The Company management may, with the previous approval of the supervisory board during the business year, pay to the shareholders an advance for the dividend from the predictable share of the net profit.

## **VIII. DURATION AND CESSATION OF THE COMPANY**

### **Article 28**

The Company has been founded for an indefinite period of time.

The Company may cease in the way prescribed by law.

## **IX. FINAL PROVISIONS**

### **Article 29**

An authentic interpretation of the provisions of this Statute is given by the General Assembly of the Company and it decides on it by simple majority.

The business year is a calendar year.

### **Article 30**

This Statute goes into effect on the day it is entered in the court register.

On the day when this Statute goes into effect, the Statute that the General Assembly of the Company adopted on 11 July 1995 as well as all the amendments of that Statute cease to apply.

If the provisions of the general acts of the Company, adopted before this Statute went into effect, are contrary to the provisions of this Statute, the provisions of this Statute shall apply.

For the full text:

President of the supervisory board  
Frane Skoblar

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## **INSTRUCTIONS TO SHAREHOLDERS FOR THEIR PARTICIPATION AT THE GENERAL ASSEMBLY AND SHAREHOLDER RIGHTS:**

The total number of issued shares with voting rights is 366,756 shares, while the total number of voting rights is 363,584. Each share gives the right to one vote. The rights of own shares are dormant.

The right to participate in the work of the general assembly and exercising the right to vote belongs to those shareholders who cumulatively fulfil the following preconditions:

- a) That the Company shares are entered on their account of non-material securities in the Central Depository and Clearing Company on 5 September 2022, and
- b) That pursuant to the provision of Article 279 of the Companies Act, they report to the Company in writing their intention to participate at the General Assembly of the Company and this report must be received by the Company at the address of the Company seat, Obala kneza Branimira 6, 23000 Zadar, within 6 (six) days before the general assembly takes place at the latest (this deadline does not include the day of the receipt of the report by the Company or the day when the general assembly takes place) i.e. by 5 September 2022 at the latest.

A shareholder who has not fulfilled the obligation of reporting his participation at the general assembly on time, cannot participate in the work of the general assembly.

At the General Assembly, the shareholders may participate in person or by means of a proxy.

If a shareholder exercises his right to vote at the General Assembly through a proxy, enclosed to the registration must also be a written power of attorney if a general power of attorney issued until then (until revoked) has not already been deposited with the Company. The power of attorney must be in writing and must contain the name of the person who issued it and to whom the power of attorney, the total number of shares i.e. votes that the (shareholder) disposes of as well as the authorisation of the proxy to vote at the General Assembly and the signature of the shareholder issuing the power of attorney. If the shareholder is a legal person, enclosed to the power of attorney must also be an excerpt from the court register or another register where the legal person is entered, i.e. its copy from which it is visible that the power of attorney has been signed by the person who is authorised to represent that legal person according to law.

The shareholders who jointly have stock in the amount of 1/20 of the founder equity of the Company are entitled to request that a certain issue be put on the agenda of the general assembly and that this be announced. With each new issue on the agenda, an explanation and decision proposal must be given, all according to Article 278 item 2 of the Companies Act. The request to place a certain issue on the Company agenda must be received at least 30 (thirty) days before the general assembly is held. This deadline does not include the day of the receipt of the request by the Company.

The proposals of the shareholders with their first names and surnames, explanation and a possible position of the management stated must be made available to the persons stated in Article 281 items 1 to 3 of the Companies Act under the there stated preconditions if the shareholder, at least 14 days before the general assembly of the Company is held, submits to the Company seat address his counterproposal to the decision proposal provided by the management and supervisory board of the Company on a certain issue with an

explanation. The day of the receipt of the proposal by the Company is not included in that deadline and the same will be available at the Company website [www.turisthotel.com.hr](http://www.turisthotel.com.hr), all according to Article 282 item 1 of the Companies Act. If a shareholder does not use the above right, this does not have as a consequence the loss of the right to make a counterproposal at the General Assembly.

The above is appropriately applied also to the shareholder proposal on the election of the members of the supervisory board or the appointment of the Company auditor, whereby the shareholder proposal on the election of the supervisory board members or the appointment of the Company auditor need not be explained.

At the General Assembly, the management must provide notification to each shareholder at his request on Company business if this is necessary for the evaluation of issues on the agenda of the general assembly, whereby the notification may be withheld for reasons determined by Article 287 of the Companies Act.

The material for the general assembly, the invitation with the agenda and decision proposals, as well as the registration form and powers of attorney, are available to the shareholders at the Company website [www.turisthotel.com.hr](http://www.turisthotel.com.hr).

From the day of the announcement of the invitation for the general assembly of the Company on the court register website, the said materials will be available to the shareholders and their proxies each workday from 09:00 to 12:00 at the seat of the Company, in Zadar, Obala kneza Branimira 6.

**Turisthotel d.d.**

President of the management Board, Meri Matešić Sičić

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Member of the management Board, Danka Nekić