

Pursuant to Article 32, Paragraph 5 of the Statute of Arenaturist joint stock company for tourism and catering, Pula, Smareglina ulica 3, the Executive Directors of the Company are addressing to the shareholders of the Company

## **INVITATION TO THE ARENATURIST D. D. GENERAL ASSEMBLY**

- I The General Assembly will take place on the 27<sup>th</sup> of August, 2015 at 14 p.m. CET at the Hall "B" of the hotel Park Plaza Histria in Pula.
- II The General Assembly will proceed according to proposed

### **A G E N D A**

- 1. **Opening of the session of the General Assembly and roll call.**
- 2. **Presentation of the following statements:**
  - 2.1. **Report of the Management Board on the Company Annual Financial Statements**
  - 2.2. **Report of the Executive Directors on the business situation of the Company**
  - 2.3. **Auditor's report on the Company for the year 2014**
- 3. **Adoption of the decision on cover the loss for the business year 2014**
- 4. **Adoption of the decision on discharge to the Company Management Board**
- 5. **Adoption of the decision on amending the Company's Articles of Association**
- 6. **Adoption of the decision on election of the members of the Company Management Board for mandate 2015/2016**
- 7. **Adoption of the decision on election of Company auditor for the year 2015**

III The Management Board of the Arenaturist d.d., Pula presents the reports referenced in Paragraph 2 above to the General Assembly and also presents the proposed decisions referenced under Items 3, 4, 5, 6 and 7. The text of these proposed decisions are as follows:

#### **Item 3: Adoption of the Decision on cover the loss for the business year 2014**

##### **Article 1**

"Based on the financial statements that the Management Board adopted at the meeting held on 28<sup>th</sup> of April 2015, the 2014 loss after tax is set out in amount of 9,173,631.68 HRK. The realized loss will be covered from Company's retained earnings."

#### **Item 4: Adoption of Decision on discharge to the Company Management Board**

"The General Assembly approves the management of business operations of Arenaturist d.d. Pula to the Company Management Board and grants discharge thereto for business year 2014."

#### **Item 5: Adoption of the Decision on amending the Company's Articles of Association**

"Pursuant to Article 37 of Articles of Association, following Articles are amended:

- a) Article 18, Paragraph 1 of the Company's Articles of Association that previously read:  
„The Management Board consists of eleven (11) members”

is amended and now reads as follows:

“The Management Board consists of seven (7) members.”

b) Article 27, Paragraph 3 of the Company's Articles of Association that previously read:

“The Management Board is entitled to pass decisions if at least six of its members /a quorum/ participates in decision-making.”

is amended and now reads as follows:

“The Management Board is entitled to pass decisions if at least four (4) of its members /a quorum/ participates in decision-making.”

**Item 6.: Adoption of Decision on election of the members of the Company Management Board for mandate 2015/2016**

„In conformity with Article 21 of the Company Statute, the following persons are elected as members of the Company Management Board:

1) Boris Ernest Ivesha, residence address: Flat 46 The Henson, 30 Oval Road, London, NW17DE, the United Kingdom, OIB: 68819038982

2) Heather Louise Mulahasani Majedabadi Kohne, residence address: 23 Woodclyffe Drive, Chislehurst BR7 5 NT, the United Kingdom, OIB: 87479231031

3) Marielle Florence Stijger, residence address: 5, avenue Monterey L-2163, Luksembourg, OIB: 81221543461

4) Chhaya Prasad, residence address: 16 Barham Avenue, Elstree, Hertfordshire, WD6 3PN, United Kingdom, OIB: 85051015077

5) Estelle Yvanna Essomba Ze, residence address: 54, rue des Eglantiers L-1457, Luxembourg, OIB: 09552514468

6) Šime Vidulin, residence address: Sv. Felicite 3, Pula, OIB: 47507408235

The mandate of the members of the Management Board commences on the 26<sup>th</sup> of September, 2015, and the present Management Board shall continue performing its duties until that date.

Members of the Management Board are obliged, immediately after election, latest until the 26<sup>th</sup> of September, 2015, to elect the President and at least one Deputy President.

Seventh member, Stanko Zenzerović residence address: Marianijska 3, Pula, OIB: 03474715211, was appointed by the Company Works Council.”

**Item 7.: Adoption of the decision on election of Company auditor for the year 2015**

“The Company's Auditor for the FY 2015 will be PricewaterhouseCoopers d.o.o., Ulica kneza Ljudevita Posavskog 31, 10000 Zagreb, Croatia.”

---

**IV** Materials for the General Assembly, including the Annual financial statements and Report of Executive Directors on the condition of the Company for the year that ended on the 31st of December, 2014 are published on the website of the Company at: [www.arenaturist.hr](http://www.arenaturist.hr), on the website of the Zagreb Stock Exchange <http://zse.hr>, and will be available from the day of publication of the Invitation for the General Assembly in the Official Gazette to the shareholders in the Company's headquarter in Pula, Smareglina ulica 3, every day from 09.00 until 14.00 in the Department of shares.

**V** All shareholders and their legal representative who are registered as shareholders of the Company in the depository of the Central Depository Agency seven days before the General Assembly and who confirm their participation in written form at the Company headquarters at

Smareglina ulica 3, Pula, Department of shares, seven days before the date the General Assembly is scheduled, or until 19th of August, 2015 until 15.00, can participate.

**VI** In addition to registration set forth in Paragraph V, legal representatives have to enclose a written power of attorney for representation if they have not already done so.

**VII** Shareholders or shareholder's proxies who do not meet the application deadline and other requirements to participate in the General Assembly can not participate.

**VIII** Shareholders who wish to submit a counter-proposal to the published proposals of the Management Board may do so up to 14 days before the General Assembly is scheduled by submitting a written and explained counter-proposal at the address of the Company:

Arenaturist d.d.  
Smareglina ulica 3  
52100 Pula

The counter-proposal may also be submitted at the General Assembly.

**IX** Any counter-proposal to the proposals of the Management Board related to election of the members of the Management Board of the Company and to the election of the Company auditor may be submitted by shareholders who have at least one tenth of the equity capital represented at the General assembly.

**X** If the required quorum is not reached at the General Assembly in conformity with Article 42 of the Company Statute, a new meeting of the General Assembly shall be held with the same agenda on the 31st of August, 2015 at 14:00 at the same place.

**Arenaturist dioničko društvo  
za turizam i ugostiteljstvo**