



Ilirija d.d.

BIOGRAD NA MORU

Tel: Centrala ++385 23 383 165; Fax: ++385 23 384 564; Prodaja: ++385 23 383 556; sales@ilirijabiograd.com; www.ilirijabiograd.com

According to Article 277 of the Companies' Act ("Official Gazette" Number 152/11-consolidated text, 111/12, 68/13, 110/15 and 40/19) and Article 7 of the Articles of Association of ILIRIJA d.d., Biograd na Moru (hereinafter referred to as: Company), the Management Board has convened

**EXTRAORDINARY GENERAL ASSEMBLY
OF THE JOINT STOCK COMPANY ILIRIJA BIOGRAD NA MORU
on 24th September 2021 at 09:30 hours
in the registered office of the Company, Biograd na moru Tina Ujevića 7.**

The following agenda has been determined for the General Meeting

AGENDA

1. Opening of the General Meeting, determining the number of shareholders present or their proxies and the establishment of the quorum;
2. Decision on the election of the four Supervisory Board's members;
3. Decision on remuneration for the members of the Supervisory Board;
4. Appointment of the Company's auditor for the year 2021.

DRAFT DECISIONS OF THE GENERAL ASSEMBLY

Ad. 2; According to the provision of Article 275, paragraph 1, section 1 and 280. paragraph 3, of the Companies' Act (Official Gazette Number 152/11-consolidated text, 111/12, 68/13, 110/15 and 40/19) and Article 7 of the Articles of Association of ILIRIJA d.d., at the proposal of the Supervisory Board of the Company, at the meeting held on 24th September 2021 the General Assembly of the Company takes the

DECISION ON ELECTION OF THE FOUR SUPERVISORY BOARD MEMBERS

Article 1

It is determined that out of total five members of the Company's Supervisory Board, the term of office of four members of the Supervisory Board will expire on 17th December 2021. In addition to the existing member of the Supervisory Board, Mr. Goran Medić, the four existing members of the Supervisory Board of the Company shall be elected for the next term of office period which for the re-elected four members of the Supervisory Board commences on 18th December 2021, namely for the following persons:

1. DAVOR TUDOROVIĆ, entrepreneur, Nevidane 33, 23264 Nevidane, Tax No. OIB:57784779717,
2. DAVID ANTHONY TUDOROVIĆ, Master of Econ. and Business, Tina Ujevića 4, 23210 Biograd na Moru, Tax No. OIB: 89309724440,
3. DARKO PREBEŽAC, Prof. PhD, Full Time Professor holding a permanent title at the Faculty of Economics and Business of the Zagreb University, Rokov perivoj 1, 10 000 Zagreb, Tax No. OIB: 43070941768,
4. SINIŠA PETROVIĆ, Prof. PhD, Full Time Professor at the Faculty of Law of the Zagreb University in Zagrebu, Zvonarnička 5 A, 10 000 Zagreb, Tax No. OIB: 69590126082,



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Article 2

The term of office of the Supervisory Board of the Company indicated in Article 1. of this Decision lasts for 4 (four) years, with a possibility of re-election.

Article 3

The issues not regulated by this Decision shall be appropriately subject to the provisions of the applicable laws and the Articles of Association of the Company.

Article 4

This Decision comes into force on the date of taking it.

Article 5

The Management Board of the Company is obligated to take all actions to have this Decision registered with the court registry of the Commercial Court in Zadar.

Ad.3. According to the provision of Article 269, paragraph 3, and article 275, paragraph 1, section 3 of the Companies' Act (Official Gazette, No. 152/11- consolidated text, 111/12, 68/13, 110/15 and 40/19), upon proposal of the Supervisory Board of the Company, at the meeting held on 24th September 2021 the General Assembly of the Company takes the

DECISION

on remuneration for the members of the Supervisory Board

Article 1

The decision on remuneration for the members of the Management Board is approved in text of the proposal that was published as the Attachment 2 to the Invitation of the General Assembly and which makes an integral part of the Decision.

Article 2

This Decision comes into force immediately on the date of taking it.

President of the General Assembly



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Ad. 4. According to the provision of Article 275, paragraph 1, section 5 of the Companies' Act (Official Gazette, No. 152/11- consolidated text, 111/12, 68/13, 110/15 and 40/19), upon proposal of the Supervisory Board of the Company, at the meeting held on 24th September 2021 the General Assembly of the Company takes the

DECISION
on Appointment of the Company's auditor for the year 2021.

Article 1

The chartered audit company UHY RUDAN d.o.o., Zagreba, Ilica 213, OIB: 71799539000 is appointed to perform audit for the year 2021.

Article 2

This Decision comes into force immediately on the date of taking it.

President of the General Assembly



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CALL AND INSTRUCTIONS FOR SHAREHOLDERS FOR PARTICIPATION IN THE GENERAL MEETING

(hereinafter referred to as: Call, that is, Instructions)

- 1.) The entitlement to participation in the work of the General Meeting and exercising voting right (one share = one vote) is vested in each Company's shareholder, that notifies the Company about its participation in writing no later than six days prior to holding the General Meeting, that is, no later than 17th September 2021. The Company's shareholder is considered to be a legal and natural person that is as the shareholder registered with the Depository of the Central Clearing Depository Company Inc. (SKDD) on the last day for registration for the participation in the work of the General Meeting, that is, on 17th September 2021.
- 2.) The shareholders participate at the General Meeting in person or are represented by their proxies on the basis of a written power of attorney duly authenticated by a notary public.
- 3.) The application (in order to be valid) must include, and also must be accompanied by the following:
 - a) Shareholders – natural persons:
 - first name and family name, place of residence, Tax No. OIB, number of account in SKDD and total number of shares
 - b) Shareholders – legal persons:
 - company or name of a legal person, registered seat, Tax No. OIB, number of account in SKDD and total number of shares;
 - a copy of the excerpt from the court or any other registry on registration of persons authorized for representation of the legal person in the current year;
 - power of attorney for representation by a proxy of a legal person if the legal person is not represented by a person authorized for representation according to the legal provisions
 - c) Proxies of shareholders – natural persons:
 - first name and family name, place of residence (address) and proxy's tax number OIB;
 - list of shareholders represented by him, for each of them the number of account opened in SKDD and total number of shares of all represented shareholders are to be indicated;
 - the application is to be accompanied by all individual powers of attorney of shareholders on prescribed form.
 - d) Proxies of shareholders – legal persons:
 - company name or name of a legal person, registered seat and address and proxy's tax no. OIB;
 - list of shareholders represented by him, for each of them the number of account opened in SKDD and total number of shares of all represented shareholders are to be indicated;
 - the application is to be accompanied by individual powers of attorney of shareholders in written form, and if a shareholder is a legal person, the application is to be accompanied by an excerpt from court registry or any other registry with which the legal person is registered, or its copy, certified copy or any other public document which shows that the power of attorney has been signed by a person that is legally authorized to represent this legal person.

It is recommended that the form of application for participation in the General Meeting and powers of attorney should be used.

The application forms can be obtained in the registered office of the Company and they are also available on the website of the Company www.ilirijabiograd.com



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- 4.) The application for participation in the General Meeting and the powers of attorney and all attachments must be in the Croatian language, but if they are in a foreign language, they should be accompanied by a Croatian translation to be produced by a qualified court interpreter.

Shareholders, representatives and proxies of shareholders who do not fulfill their obligation of submitting a proper notice of participation in the work of the General Meeting in accordance with this call, shall not have the right to participate and to vote at the General Meeting of the Company.

- 5.) The applications for participation in the General Meeting shall be submitted directly to the Company at its headquarters in Biograd na Moru, Tina Ujevića 7 or are to be sent to the Company by registered mail to the address: Ilirija d.d., Tina Ujevića 7, 23210 Biograd na Moru;
- 6.) Applications for participation at the General Meeting shall be considered timely submitted if they have been submitted or sent by ordinary mail at the post office to the Company no later than by 24:00 hours on 17th September 2021 according to these Instructions. The shareholders that failed to report their participation at the General Meeting properly in accordance with these Instructions or who failed to attach the relevant documents to the application form according to these Instructions shall not be entitled to participate in the General Meeting.
- 7.) For underage natural persons and persons without legal capacity or with limited legal capacity the application form is to be submitted by and such a person is represented by a legal representative who has to attach the original or a copy or certified copy of the document to the application form that shows his status of a legal representative.
- 8.) This Decision and draft decisions that are proposed to the General Assembly by the Management Board and the Supervisory Board shall be published on the website of the Court Registry, Zagreb Stock Exchange, HINA (The Croatian News Agency) and Ilirija d.d. and shall be submitted to HANFA (Croatian Financial Services Supervisory Agency).
- 9.) The shareholders who together hold shares in the amount of the twentieth part of the share capital of the Company may request in a written form that an item be placed on the agenda of the General Assembly. Such a request, together with an explanation and a draft decision must be received by the Company no later than 30 days before the date when the General Meeting is held, or on the closing date 24th August 2021. The failure to observe the deadline results in non-valid disclosure of the proposed agenda items and they cannot be properly decided upon at the General Meeting.
- 10.) Each shareholder shall by stating his name and surname be authorized to submit his counterproposal supported by an explanation to the draft decision by the Management Board and the Supervisory Board by the agenda items and deliver it to the Company at least 14 days before the General Meeting is held or on the closing date 10th September 2021 to the address of the Company Tina Ujevića 7, 23210 Biograd na Moru. Failing to observe this deadline shall not result in deprivation of the right to submit the counterproposal at the General Meeting.
- 11.) The Management Board shall at the General Meeting give every shareholder at his request, information about the affairs of the Company, if it is necessary to make judgment of the issues on the agenda.



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12.) All materials relating to the agenda of the General Assembly will be available to the shareholders at the Company's headquarters every working day from 11.00 to 12.00 hours from the day of publication of this Decision.

13.) Participants are invited to come to the Management Board's Office of the Company one hour before the scheduled commencement of the General Meeting, in order to make the registration of the participants and deliver materials for participation in the work of the General Meeting in proper time. Voting at the General Meeting is done electronically.

The public is excluded from the work of the General Meeting.

ILIRIJA d.d.
Biograd na Moru

ILIRIJA dioničko društvo
za ugostiteljstvo i turizam
Biograd na Moru

Attachment 1 to the Invitation of the General Assembly of Ilirija d.d.

Curriculum vitae: David Tudorović

Mr. David Tudorovic is the CEO of a group of companies owned by the Tudorovic Family. The Group consists of the Tudorovic Group operating in Australia and Arsenal Holdings d.o.o. in Croatia. Tudorovic Group includes Tudor Civil, Property Development, Property investment and prawn fishing. Arsenal Holdings d.o.o. in Croatia owns a number of properties in northern Dalmatia and has stakes (59,21%) in Ilirija d.d.

Prior to joining the family business Mr. David Tudorovic held various posts at KPMG in Sydney and Total Oil Ltd. in London.

Mr. David Tudorovic obtained a B.A. in Accountancy from the University of South Australia in 1987 and is a member of the Institute of Chartered Accountants. Specialties: Mr Tudorovic's experience includes financial audit, valuation, liquidation, project finance, and investment management, as well as construction management and property development.

Mr. David Tudorovic is involved in a number of community and business organisations including Australian Croatian Chamber of Commerce and Croatian Sports Centre.

Considering the expertise and experience of Mr. David Tudorović, his previous active work in the Supervisory Board of Ilirija d.d. and the possibility to make an effective contribution to the work of the Supervisory Board, re-appointment of Mr. David Tudorović as a member of the Supervisory Board of Ilirija d.d. is proposed.

Curriculum vitae: Davor Tudorović

Mr. Davor Tudorovic is the owner of a Group of Companies in South Australia and Croatia

In Adelaide the Group encompasses Tudor Civil (Local Government Contracting), Cooke Pre Cast Concrete Pty. Ltd. (manufacturer of pre cast concrete drainage products) and Trenel Pty.Ltd. (production of sands & aggregates).

The family also has an interest in the Spencer Gulf Prawn Fishing Industry and is actively involved in property development in South Australia.

In Croatia the family's holding company, Arsenal Holding d.o.o, owns a substantial stakes (59,21%) in Ilirija d.d.

Mr. Davor Tudorovic is also involved in and a foundation member of the Croatian Sports Center in Australia.

Considering the expertise and experience of Mr. Davor Tudorović, his previous active work in the Supervisory Board of Ilirija d.d. and the possibility to make an effective contribution to the work of the Supervisory Board, re-appointment of Mr. Davor Tudorović as a member of the Supervisory Board of Ilirija d.d. is proposed.

Curriculum vitae: Siniša Petrović

Mr. Siniša Petrović is a full tenured professor at the Faculty of Law, University of Zagreb. He engages in commercial law, corporate law, competition law and sports law.

He is the author of over 130 scientific and professional papers, books and manuals. Among other things, he performed the functions of Vice President of the Competition Council, Advisor to the Prime Minister of the Republic of Croatia for European Law, President of the Supervisory Board of Ina d.d. and Croatia Airlines d.d.

Now, he is a Deputy President of the Supervisory Board of Atlantic Grupa d.d.

Considering the expertise and experience of Mr. Siniša Petrović, his previous active work in the Supervisory Board of Ilirija d.d. and the possibility to make an independent and effective contribution to the work of the Supervisory Board, re-appointment of Mr. Siniša Petrović as a member of the Supervisory Board of Ilirija d.d. is proposed.


Curriculum vitae: Darko Prebežac

Mr. Darko Prebežac, is a full tenured professor at the Faculty of Economics and Business - Zagreb, who specialized in marketing management in tourism, transport policy in tourism and air transport management.

His primary research interest is marketing management and consumer behavior in tourism, service quality, satisfaction and loyalty measurement, air transport management and transport policy in tourism. It particularly focuses on the role of government organizations, and major stakeholders, in tourism destination marketing and brand strategy in tourism. He is currently the President of the Science Council of the Faculty of Economics and Business - Zagreb, whose mission is to advise the management of the Faculty on how to increase scientific productivity, popularize economic science and foster the internationalization of scientific research.


He is a visiting professor at reputable international universities, a respected advisor in his field and a member of reputable professional associations. He received the Annual State Award for Science of the Croatian Parliament for his internationally published scientific research. Before joining the academic community, he held the highest management positions in the leading air transport companies in Croatia and the region, and in the period from 2012-2016 he was also the president of the Supervisory Board of Hrvatska kontrola zračne plovidbe d.o.o. and Deputy President of the Supervisory Board of Croatia Airlines d.d.

Considering the expertise and experience of Mr. Darko Prebežac, his previous active work in the Supervisory Board of Ilirija d.d. and the possibility to make an independent and effective contribution to the work of the Supervisory Board, re-appointment of Mr. Darko Prebežac as a member of the Supervisory Board of Ilirija d.d. is proposed.

 Ilirija d.d. BIOGRAD NA MORU	Decision on remuneration of the Supervisory Board Members of Ilirija d.d., Biograd na Moru	30/07/2021
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**DECISION ON REMUNERATION OF THE SUPERVISORY BOARD MEMBERS
OF ILIRIJA d.d. BIOGRAD NA MORU**

*Attachment 2 to the invitation of the General Assembly of Ilirija d.d.
Applied as of 24/09/2021-24/09/2025, unless a different decision is made on the same matter by the competent body of Ilirija
d.d. in the meantime.*

	Decision on remuneration of the Supervisory Board Members of Ilirija d.d., Biograd na Moru	30/07/2021
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According to Article 269, paragraph 3 of the Companies' Act (Official Gazette No. 152/11-consolidated text, 111/12, 68/13, 110/15 and 40/19), the Supervisory Board of the company Ilirija d.d. for hospitality and tourism, Tina Ujevića 7, Biograd na Moru (hereinafter referred to as: ILIRIJA d.d.) proposes to the General Meeting which will be held on 24th September, 2021 to make the following

DECISION ON REMUNERATION OF THE SUPERVISORY BOARD MEMBERS

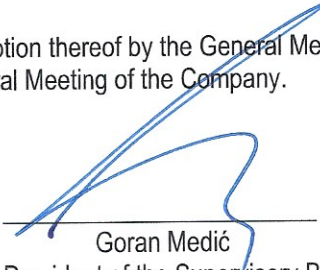
1. This decision on the remuneration of the Supervisory Board Members aims to ensure that the remuneration of the Supervisory Board Members is appropriate to the condition of the Company, is stimulating to attract and retain qualified staff and it supports the long-term development and interest of the Company. In determining the amount of the remuneration, the Company considered, among other things, the economic conditions, the average paid net salary to employees of the Company and best practices and remuneration in comparable and relevant companies.
2. Members of the Supervisory Board neither exercise the right to a part of the remuneration in the Company's shares nor are there delays in the remuneration or a part of the remuneration for the members of the Supervisory Board. The Members of the Supervisory Board are not entitled to severance pay.
3. A member of the Supervisory Board who is not Company employee is entitled to a fixed monthly remuneration in the net amount of: HRK 6,500.00, while a member of the Supervisory Board who is also a Company employee is entitled to a fixed monthly remuneration in the net amount of: HRK 4,500.00.
4. If a member of the Supervisory Board is also a Company employee, in addition to the remuneration determined by this Decision, he/she is also entitled to the remuneration in accordance with the valid Employment Contract.
5. Each member of the Supervisory Board may, while performing the duty in the Supervisory Board, be a member of the Supervisory Board Committee (e.g. Audit Committee) and based on membership in the Supervisory Board Committee be entitled to additional remuneration/reward for membership in one of the Committees. The amount of this remuneration is determined by the Supervisory Board, guided by the principles and frameworks established by this Decision, and it is paid together with the remuneration for the membership in the Supervisory Board.
6. Taxes and contributions on the remuneration of the Supervisory Board Members are calculated and paid by the Company in accordance with applicable tax regulations.
7. The Members of the Supervisory Board are entitled to the remuneration from the day of their appointment to this position until the day of dismissal from this position. If a member of the Supervisory Board has been a member of the Supervisory Board for a part of the fiscal year, he/she is entitled to the remuneration in proportion to the time spent in performing the duty ("pro rata temporis").
8. Participation in the meeting includes the participation by telephone or videoconference.
9. The Supervisory Board Members are entitled to reimbursement of all business-related reasonable and documented expenses incurred in connection with participation in the meeting of the Supervisory Board or the work of the Supervisory Board.



**Decision on remuneration of the Supervisory Board Members of
Ilirija d.d., Biograd na Moru**

30/07/2021

10. The Supervisory Board shall monitor the application of this Decision on an annual basis. In case of consideration of the amendment to this Decision, the Supervisory Board shall submit a reasoned proposal for amendments to the General Meeting, all in accordance with the applicable legal provisions.
11. This Decision shall enter into force following the adoption thereof by the General Meeting and shall apply by the time a different decision is made by the General Meeting of the Company.


Goran Medić
President of the Supervisory Board