

**ILIRIJA d.d.**  
**Biograd na Moru**  
**Company's Management Board**

According to Article 277 of the Companies' Act ("Official Gazette" Number 152/11-consolidated text, 111/12, 68/13 and 110/15) 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

**ORDINARY GENERAL ASSEMBLY**  
**OF THE JOINT STOCK COMPANY ILIRIJA BIOGRAD NA MORU**  
**on 11th May 2018 at 09:00 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. The Management Board's report on the Company's operations and position for the year 2017;
3. Report on the acquisition and disposition of treasury shares;
4. Report by the Company's Supervisory Board on performed supervision of Company's business operations in the year 2017;
5. Auditor's report on the audit of the Company's operations performed in 2017;
6. Taking note of the Decision on establishing the fundamental annual financial statements of the Company for 2017;
7. Decision on use of profit of Ilirija d.d. for the fiscal year 2017;
8. Decision on the distribution of the dividend;
9. Giving remuneration to the Company's Management Board;
10. Giving remuneration to the members of the Supervisory Board for the supervision of the Company's operations performed in the previous period;
11. Appointment of the Company's auditor for the year 2018;

**DRAFT DECISIONS**

According to the provision of Article 280, paragraph 3 of the Companies' Act (Official Gazette No.: 152/11-consolidated text 111/12, 68/13 and 110/15) the Management Board and Supervisory Board of the Company propose that the General Assembly should take the following decisions:

**Ad. 2; 3; 4; 5 and 6,** The Report submitted by the Management Board of the Company on the operations and position of the Company for the year 2017 has been taken note of, the Report of acquisition and disposition of treasury shares has been taken note of, the Report of the Supervisory Board of the Company on the performed supervision of the business operations of the Company in 2017 has been taken note of, the Report and opinion of the Auditor on the performed audit of the business operations of the Company for the year 2017 has been taken note of, the Decision on establishment of the fundamental annual financial statements of the Company for the year 2017 has been taken note of.

**Ad.7.** According to the provision of Article 220 and 275, paragraph 1, section 2 of the Companies' Act (Official Gazette Number 152/11-consolidated text, 111/12, 68/13 and 110/15) and Article 7 of the Articles of Association of ILIRIJA d.d., at the proposal of the Management Board and Supervisory Board of the Company, at the meeting held on 11th May 2018, the General Assembly of the Company takes the

**DECISION**  
**on use of profit of Ilirija d.d. for the fiscal year 2017**

**Article 1**

The profit generated in the fiscal year 2017 after the taxation in the amount of HRK 27,755,384.38 is appropriated in the following way:

- HRK 22,512,403.90 to retained profit;
- HRK 3,000,000.00 to statutory reserves;
- HRK 2,242,980.48 for profit distribution;

**Article 2**

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

President  
of the General Assembly

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**Ad.8.** According to the provision of Article 220 and 275, paragraph 1, section 2 of the Companies' Act (Official Gazette Number 152/11-consolidated text, 111/12, 68/13 and 110/15) and Article 7 of the Articles of Association of ILIRIJA d.d., at the proposal of the Management Board and Supervisory Board of the Company, at the meeting held on 11th May 2018, the General Assembly of the Company takes the

**DECISION**  
**on distribution of the dividend**

**Article 1**

The dividend in the total amount of HRK 7,221,240.00 shall be distributed to the Company's shareholders.

The dividend shall be distributed from the residual retained profit from the year 2011 in the amount of HRK 4,978,259.52 and part of the profit for the year 2017 in the amount of HRK 2,242,980.48.

The dividend per one share is HRK 3.00 (three).

## **Article 2**

The dividend referred to in Article 1 of this Decision shall be distributed to the shareholders registered in the Depository of the Central Clearing Depository Company Inc. (SKDD) on 17th May 2018 (record date).

The date on which the share of the company Ilirija d.d. will be traded in without a right to distribution of the dividend is 17th May 2018 (ex date).

The claim for the dividend distribution falls due on 08th June 2018 (payment date).

## **Article 3**

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

President  
of the General Assembly

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**Ad. 9.** According to the provision of Article 275, paragraph 1, section 3 and Article 276, paragraph 1, of the Companies' Act (Official Gazette, No. 152/11- consolidated text, 111/12, 68/13 and 110/15), upon proposal of the Management Board and Supervisory Board of the Company, at the meeting held on 11th May 2018, the General Assembly of the Company takes the

## **DECISION**

### **giving remuneration to the Company's Management Board**

#### **Article 1**

The remuneration is given to the Management Board of ILIRIJA d.d.

#### **Article 2**

By giving remuneration, the General Assembly approves the work of the Management Board on managing the business operations of the Company in the year 2017.

#### **Article 3**

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

President  
of the General Assembly

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**Ad. 10.** According to the provision of Article 275, paragraph 1, section 3 and Article 276, paragraph 1, of the Companies' Act (Official Gazette, No. 152/11- consolidated text, 111/12, 68/13 and 110/15), upon proposal of the Management Board and Supervisory Board of the Company, at the meeting held on 11th May 2018, the General Assembly of the Company takes the

**DECISION**

**on giving remuneration to the Supervisory Board of the Company**

**Article 1**

Remuneration is given to the Supervisory Board of ILIRIJA d.d., namely to the following persons:

Goran Medić, President of the Supervisory Board of the Company;  
David Tudorović, Deputy President of the Supervisory Board;  
Davor Tudorović, Member of the Supervisory Board of the Company;  
Darko Prebežec, Member of the Supervisory Board of the Company;  
Siniša Petrović, Member of the Supervisory Board of the Company.

**Article 2**

By giving the remuneration, the General Assembly approves of the work of the Supervisory Board for the supervision of the Company's operations for the year 2017.

**Article 3**

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

President  
of the General Assembly

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**Ad. 11.** According to the provision of Article 275, paragraph 1, section 4 of the Companies' Act (Official Gazette, No. 152/11- consolidated text, 111/12, 68/13 and 110/15), upon the proposal of the Supervisory Board, at the meeting held on 11th May 2018, the General Assembly of the Company takes the

**DECISION**

**on appointment of the auditor for the year 2018**

**Article 1**

The chartered audit company „Revicon“ d.o.o. Zadar, Ruđera Boškovića 4, Tax Number OIB: 31008688672 is appointed to perform audit for the year 2018.

**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 04th May 2018. 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 04th May 2018.
- 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](http://www.ilirijabiograd.com)

- 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 04th May 2018 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 in the Official Gazette and 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 10th April 2018. 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 26th April 2018 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.
- 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 in the Official Gazette.
- 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.
- 14.) If no quorum as specified in Article 8 of the Articles of Association is reached at the General Meeting convened on 11th May 2018, the next General Meeting will again be held on the same day at 17.00 hours at the same place and with the same agenda.

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 2*