

In accordance with the authorisation provided in the Decision of the General Assembly of the company SUNCE HOTELI d.d., Trpinjska 9, Zagreb, 06916431329 (MBS): 080502040, (hereinafter: the “**Company**”), on the amendments to the Company’s Articles of Association adopted at the meeting held on May 3, 2021, and pursuant to Article 301 of the Companies Act, the Company’s Supervisory Board has, at its meeting held on June 25, 2021, established the following consolidated text of the Company’s Articles of Association:

ARTICLES OF ASSOCIATION
(consolidated text as of June 25, 2021)

INTRODUCTORY PROVISION

These Articles of Association represent the basic general act of the Company regulating the basic rules with respect to the legal status and organisation of the Company as well as the rules on mutual relations of the shareholders and the Company.

I COMPANY NAME

Article 1

(1) The Company’s name is:

SUNCE HOTELI d.d. za turizam i ugostiteljstvo, turistička agencija

(2) The Company’s abbreviated name is:

SUNCE HOTELI d.d.

(3) Along with the company name and the abbreviated company name in the Croatian language, the Company also uses the company name translated into English reading:

SUNCE HOTELI Joint Stock Company.

II REGISTERED SEAT

Article 2

(1) The Company’s registered seat is in Zagreb.

(2) The Company’s Management Board adopts the decision on the change of the business address within the Company’s registered seat.

Article 3

The Company may have branches offices outside of its registered seat. A branch office shall be established by a decision of the Company’s Management Board.

III BUSINESS ACTIVITIES

Article 4

The Company performs the following activities:

- * preparation and service of food, drinks and beverages and provision of accommodation services
- * preparation of food, drinks and beverages for consumption in another location, with or without service (in a vehicle, at manifestations and similar), and supply of those food, drinks and beverages (catering)
- * tourist services in nautical tourism
- * tourist services in other forms of tourism
- * other tourism services
- * tourism services which include sports-recreational or adventure activities
- * audio-visual activities
- * activities complementary to audio-visual activities
- * activities of providing audio and/or audio-visual media services
- * activities of providing electronic publication services
- * real estate management and maintenance
- * real estate business
- * real estate agency
- * information society services
- * computer and related activities
- * own-account transport
- * purchase and sale of goods
- * commercial agency services on the domestic and international markets
- * marketing (advertising and promotion)
- * printing of magazines and other periodicals, books and brochures, musical works and musical manuscripts, maps and atlases, posters, playing cards, advertising catalogues, prospects and other printed advertising material, registers, albums;
- * business and management consulting services
- * administrative activities of holding companies;
- * accounting activities;
- * representation of foreign companies;
- * provision of services in commerce;
- * administrative services;
- * tourist agency activities;
- * rent-a-car services
- * design and construction of buildings and expert supervision of construction
- * agency activities in road transport
- * own-account transport
- * provision of services in representations before customs
- * warehousing of goods
- * hairdressing salons and beauty salons
- * activities for body care and maintenance
- * activities of manufacturing, marketing and use of chemicals
- * currency exchange activities
- * organisation of fairs, seminars, courses, exhibits, congresses, promotions, entertainment manifestations, forums, events
- * production of baking and pastry products

- * repair and maintenance of heating, ventilating, conditioning and cooling devices,
- * laundry and dry-cleaning of textile and fur products
- * transportation of passengers in domestic road transport
- * transportation of cargo in international road transport
- * transportation of cargo in domestic road transport
- * transportation of cargo in international road transport
- * sports preparation
- * sports recreation
- * sports education
- * organisation of sport competitions
- * conducting sport competitions
- * management and maintenance of sport facilities
- * parking activity

IV REPRESENTATION OF THE COMPANY

Article 5

A member of the Management Board shall represent the Company solely and independently. If the Management Board consists of more than one person, each member of the Management Board shall represent the Company jointly with another member of the Management Board.

Article 6

The Company may grant proxies (procura). A proxy shall be granted by the Company's Management Board, subject to the previous consent of the Supervisory Board. The decision on granting a proxy shall also define the manner of the Company's representation by proxies.

V SHARE CAPITAL AND COMPANY SHARES

V.I SHARE CAPITAL

Article 7

The Company's share capital amounts to HRK 595,458,500 (fivehundredninetyfive million fourhundredfiftyeight thousand five hundred kuna).

V.II COMPANY SHARES

Article 8

- (1) The Company's share capital is divided into 5,954,585 (five million ninehundredfiftyfour thousand fivehundredeightyfive) ordinary registered shares, each in the nominal amount of HRK 100 (one hundred kuna).
- (2) The Company's shares are in dematerialised form, recorded in an electronic form in the accounts of dematerialised securities in the computer system of the Central Depository and Clearing Company in accordance with special regulations.

- (3) Transfer of shares is entirely free and is not subject to any limitations. Transfer, clearing and settlement, as well as any other change shall be performed in accordance with the rules of the Central Depository and Clearing Company and the laws in force.

VI COMPANY BODIES

Article 9

The Company bodies are:

- General Assembly;
- Supervisory Board;
- Management Board.

VI.I GENERAL ASSEMBLY

Article 10

- (1) The General Assembly shall be convened by the Company's Management Board. The General Assembly may also be convened by the Supervisory Board.
- (2) The General Assembly shall be held at least once a year and always when the interests of the Company so require.
- (3) The General Assembly shall be convened by a written notice (convocation) which is published in the same manner as the other Company's notices and the within the statutory time period prior to the date the General Assembly will be held. The convocation shall have the content as prescribed by law.
- (4) Shareholders of the Company meeting the following requirements shall have the right to participate in the work of the General Assembly:
 - i) they are registered with the Depository of the Central Depository and Clearing Company as holders of Company shares six days prior to the date the General Assembly will be held,
 - ii) they have registered to participate in the General Assembly in advance, at the business address in the Company's registered seat indicated in the convocation for the General Assembly. The registration must be received by the Company within the statutory time period.
- (5) The shareholders participate in the General Assembly personally or through proxies. Proxies shall be entitled to participate in the General Assembly if, in addition to meeting all the requirements listed in this Article, they present to the Company a valid power of attorney issued by the shareholder.
- (6) The power of attorney must be submitted to the Company no later than on the last day of registration for the participation in the General Assembly.

Article 11

The General Assembly shall be held in the Company's registered seat, unless the Management Board specifies, due to important reasons, another place in the territory of the Republic of Croatia.

Article 12

Voting rights in the General Assembly are exercised according to the nominal amounts of shares.

Article 13

- (1) The General Assembly shall decide by voting, in a manner specified by the chairman of the General Assembly.
- (2) A representation of more than 50% of the total number of potential votes at the General Assembly is required for holding and valid decision-making at the General Assembly.
- (3) It shall be specified, in convening a General Assembly, when the next General Assembly will be held, if at the convened General Assembly no quorum stipulated by these Articles of Association is reached. The decisions reached at the next General Assembly shall be valid, regardless of the number of shareholders represented.
- (4) The decisions at the General Assembly shall be made by a majority of the votes cast (simple majority), unless the law or these Articles of Association prescribe a different majority.
- (5) Decisions of the General Assembly to (a) fully or partially exclude the shareholders' priority right of subscription of new shares and/or (b) delist Company shares from a regulated market and/or (c) re-list Company shares from a higher to a lower segment of a regulated market and/or (d) amend the Company's Articles of Associations in such manner as to grant the Management Board power to increase the Company's share capital (authorized capital) and/or (e) decide on the merger of the Company into another company and/or merger of another company into the Company and/or (f) amalgamate the Company with another company or companies and/or (g) conditionally increase the share capital of the Company and/or (h) issue convertible bonds and/or (i) decide on cessation of the Company and/or (j) withdraw Company shares and/or (k) add, omit and/or amend the provision and/or numeration of Article 13 paragraph 5, Article 15 paragraph 4, Article 18 and/or Article 22 of the Company's Articles of Association, shall be adopted by votes representing at least six sevenths of the share capital represented at the General Assembly when the decision is being made.

Article 14

- (1) The General Assembly shall be chaired by the president of the Company's Supervisory Board, who may appoint another person to chair the General Assembly on the basis of a special power of attorney.
- (2) The chairman of the General Assembly shall chair and manage the General Assembly, set the order of discussion and manner of vote, and sign the decisions of the General Assembly.

VI.II SUPERVISORY BOARD

Article 15

- (1) The Supervisory Board shall be composed of up to 7 (seven) members. The exact number of Supervisory Board members in each term shall be determined by a decision of the General Assembly.
- (2) The Supervisory Board members shall be elected or appointed for a four-year term and may be re-elected or reappointed. In case individual Supervisory Board members are elected or appointed during the term of office of the current Supervisory Board, their term shall only last until the end of the term of office of that Supervisory Board as a whole.
- (3) If the employees of the Company are, as prescribed by a special law, authorized to appoint one representative in the Supervisory Board, then such a representative shall be appointed and removed in accordance with a special law.
- (4) One Supervisory Board member shall be appointed by Erste d.o.o. – društvo za upravljanje obveznim i dobrovoljnim mirovinskim fondovima (*Erste Ltd. –mandatory and voluntary pension funds management company*), Ivana Lučića 2a, Zagreb, OIB: 49659289650 for the account of Erste plavi mandatory pension fund category A (OIB: 29597039090), for the account of Erste plavi mandatory pension fund category B (OIB: 37688683890), for the account of Erste plavi Expert-voluntary pension fund (OIB: 21938195883), for the account of Erste closed-ended voluntary pension fund (OIB: 52159097038) and for the account of the Cestarski-closed-ended voluntary pension fund (OIB: 41044110075) (hereinafter jointly: the “**Funds**”, individually: the “**Fund**”), duly represented, and such appointed member of the Company’s Supervisory Board may be removed by them at any time. The power to appoint one member of the Company’s Supervisory Board shall be vested in the Funds for as long as they are jointly or individually holders of shares representing at least 10% (ten percent) of the Company’s share capital. If and upon the moment the Funds jointly or individually cease to be holders of shares representing at least 10% (ten percent) of the Company’s share capital, instead of the right to appoint one Supervisory Board under this paragraph, the General Assembly shall, in addition to the Supervisory Board members referred to in paragraph 1 hereof, elect one more Supervisory Board member.

Article 16

- (1) The Company’s Supervisory Board shall generally work and decide in meetings, and may adopt decisions if the majority of the Supervisory Board members is present at the meeting.
- (2) The Supervisory Board may adopt decisions by correspondence, without holding a meeting, in such a manner that members shall cast their vote via letter, telefax, telegram, telephone, e-mail or by using any other suitable technical means.
- (3) The Supervisory Board shall adopt decisions by a majority of the votes cast, except when a different majority is prescribed by relevant laws or these Articles of Association.
- (4) The Supervisory Board shall adopt its rules of procedure.

VI.III MANAGEMENT BOARD

Article 17

- (1) The Company's Management Board shall be composed of 1 (one) up to 5 (five) members. The exact number of Management Board members in each term shall be determined by a decision of the Supervisory Board. If the Company's Management Board consists of more than one person, the Supervisory Board shall by its decision appoint one of them as the president of the Management Board.
- (2) The Management Board members shall be appointed and removed by the Supervisory Board for a term of five years.
- (3) The Supervisory Board shall adopt Rules of Procedure of the Management Board whereby it will establish the manner of managing the Company.
- (4) The Supervisory Board may establish internal limitations for the Management Board which shall not be registered with the court registry.

Article 18

- (1) Prior written consent of the Supervisory Board is required for the Management Board to perform the following actions and/or transactions or to adopt one of the following decisions:
 - (i) adopting decisions on the establishment or winding up of branch offices, or establishment or winding-up of subsidiaries, and on the acquisition and disposal of shares in another company, on the increase and/or decrease of such company's share capital, and other corporate changes in subsidiaries, with the exception of election, appointment and/or removal of members of their bodies;
 - (ii) granting and taking out loans, or granting and assuming guarantees, and concluding, amending and/or terminating any other transactions (including, but not limited to; assumption of debt, debt accession, gift, release of debt, assumption of fulfilment, assignation, assignment, settlement, novation, subrogation) if the other party or one of the parties in such transactions is a Related Party (as defined below), when the individual or total value of one or more transactions (as defined in paragraph 6 hereof) exceeds two percent of the Company's share capital, provided that, in addition to the majority of votes stipulated by these Articles of Association, for adopting such a decision an affirmative vote of the Member of the Supervisory Board appointed pursuant to provision of Article 15 paragraph 4 of these Articles of Association is requested.
 - (iii) concluding contracts whose individual value exceeds ten percent of the Company's share capital or when, regardless of value, liabilities are accepted and/or assumed for a period exceeding five years, except in the case of employment contracts between the Company and employees, for which consent of the Supervisory Board is not required.
- (2) Related Parties are, within the meaning of these Articles of Association, considered to be members of the Management Board, Supervisory Board and all Company shareholders who individually or jointly hold more than 25% of the Company's share capital.

- (3) A Related party shall also be a person who, directly or indirectly, has control and/or more than 33% of shares and/or decision-making rights, or equity in any Related Party referred to in the previous paragraph of this Article, or over which, or in which, the Related Party referred to in the previous paragraph of this Article has, directly or indirectly, control and/or more than 33% of shares and/or decision-making rights, or equity, up to and including the third level of affiliation in the vertical line of owning shares and/or decision-making rights, or equity, starting from the Related party referred to in the previous paragraph of this Article.
- (4) A Related party shall also be a natural person, a blood relative of any person from paragraphs 2 or 3 of this Article, in a direct line (lineal descent) up to any degree, and in an indirect line (collateral descent) up to the second degree, as well as persons who live with the Related Party in a common household.
- (5) The Company's Management Board shall on the last day of each calendar quarter report to the Supervisory Board in writing all transactions performed by the Company and unilateral statements of will provided in the respective quarter, regardless of whether prior consent of the Company's Supervisory Board had been required, with an individual value exceeding HRK 1,000,000, and all affiliated transactions (as defined in paragraph 6 of this Article) whose total value exceeds HRK 2,000,000.
- (6) All directly or indirectly related acceptances and/or assumptions of liabilities or disposals of assets, which are in practice and commonly considered as one single action or transaction, shall be considered as one legal act or legal transaction, regardless of the fact that formally they are more than one legal act or legal transaction whose individual value does not exceed the thresholds or amounts specified in this Article.

VII ANNUAL FINANCIAL STATEMENTS AND USE OF PROFITS

Article 19

- (1) After the Supervisory Board and the Management Board have approved the annual financial statements, the General Assembly shall decide on the allocation of profits. The General Assembly may decide to distribute the profits among shareholders and/or allocate it to legal, statutory or other reserves, and/or not to distribute it among shareholders (earnings brought forward/retained earnings) and/or use it for other purposes. Having approved the annual financial statements, the Management Board and the Supervisory Board of the Company may decide that the profits, after settlements for statutory prescribed purposes, be used for contribution into the Company's other reserves, and up to 5% (five percent) of the available profits may be used for such purposes, until other reserves reach $\frac{1}{2}$ of the Company's share capital.
- (2) Subject to the prior written consent of the Supervisory Board, the Company's Management Board may at the end of a financial year pay to the shareholders an interim dividend from the foreseeable portion of net profits, subject to the conditions provided for by law.
- (3) The Company's General Assembly may decide the profits (dividends) be paid out to shareholders in kind or in shares (non-cash dividends).

VIII DURATION AND CESSATION OF THE COMPANY

Article 20

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

X MANNER AND FORM OF PUBLISHING COMPANY NOTICES

Article 21

Unless otherwise prescribed by law, the Company shall publish any and all information and notices on the website of the relevant court registry and on the Company's website, in accordance with the laws in force in the Republic of Croatia.

XI TRANSITIONAL AND FINAL PROVISIONS

Article 22

- (1) Authentic interpretation of the provisions of these Articles of Association shall be provided by the General Assembly and the respective decisions shall be made by a majority of votes representing at least six sevenths of share capital represented at the Company's General Assembly when the decisions are adopted.
- (2) These Articles of Association shall come into force on the date of their registration with the court registry of the Commercial Court of Zagreb.

President of the Supervisory Board

(signature)

Jako Andabak