

Pursuant to Article 277 paragraph 2 of the Companies Act (Official Gazette No. 152/11 – consolidated text, 111/12, 68/13, 110/15, 40/19, 34/2022, 114/2022) (hereinafter: the “**Companies Act**”) and Article 10 paragraph 1 of the Articles of Association of SUNCE HOTELI d.d., Zagreb, Radnička cesta 43, Personal Identification Number (OIB): 06916431329 (hereinafter: the “**Company**”), Management Board of the Company adopted a decision to convene the Shareholders’ Meeting on 22 December 2022 and hereby issues a convocation to the shareholders of the Company to the

### **SHAREHOLDERS’ MEETING OF SUNCE HOTELI d.d.**

**to be held on 30 January 2023 at 12 p.m. at the Company's registered office, Radnička cesta 43, Zagreb**

#### **under the following agenda:**

1. Opening of the Shareholders’ Meeting, determination of the number of present and represented shareholders
2. Decision on amendment to the Articles of Association of the Company
3. Decision on the adjustment of the share capital and the nominal amount of the Company's shares due to the introduction of the euro, and on the amendments to the Company's Articles of Association
4. Supervisory Board’s report on supervision of company’s business management
5. Management Board’s report on reasons for complete exclusion of priority right of existing shareholders to subscription of new shares in the Company
6. Decision on share capital increase and issuing of shares of the Company with complete exclusion of the priority right of existing shareholders and amendments to the Articles of Association
7. Decision on admission to trading of new ordinary shares of the Company on the Official market of the Zagreb Stock Exchange

#### **DECISION PROPOSALS**

Agenda items ad 4. and ad 5. shall not be voted on.

**Ad 2. Management Board of the Company proposes adopting of the following decision to the Shareholders’ Meeting:**

#### **Decision on amendment to the Articles of Association of the Company**

1. Article 15 paragraph 4 of the Articles of Association of the Company of 28 December 2021 is deleted in its entirety.
2. Article 16 of the Articles of Association of 28 December 2021 is amended in its entirety to read as follows;  
“(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.

Company name:  
SUNCE HOTELI d.d. za turizam i  
ugostiteljstvo, turistička agencija  
The abbreviated company name:  
SUNCE HOTELI d.d.  
Company name translated into English:  
SUNCE HOTELI Joint Stock Company,  
for tourism and hospitality,  
travel agency

Contact: Radnička cesta 43, 10000 Zagreb, Croatia  
T. +385 1 3844 044 - F. +385 1 3844 177 - www.bluesunhotels.com  
Commercial Court in Zagreb  
MBS 080502040 - MB 1869647 - OIB 06916431329  
Erste&Steiermärkische Bank d.d.  
IBAN: HR7924020061100956851 - SWIFT: ESBCHR22  
OTP banka d.d.  
IBAN: HR6924070001100079982 - SWIFT: OTPVHR2X  
Zagrebačka banka d.d.  
IBAN: HR0823600001101909750 - SWIFT: ZABHR2X

Share capital:  
HRK 714.480.200,00  
Total number of shares issued:  
7.144.802  
Supervisory Board:  
Mohamed Ali Rashed Alabbar, Chairman  
Management Board:  
Mubarak Al-Khalifa, President

- (2) Members of the Supervisory Board who are unable to physically attend the session of the Supervisory Board may vote in writing.
- (3) In place of the prevented member of the Supervisory Board, another person authorized by them with a special written power of attorney may participate in the work of the Supervisory Board session.
- (4) 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, if the authenticity of the message and the sender is ensured and if no member of the Supervisory Board objects to such a voting method.
- (5) 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.
- (6) The Supervisory Board shall adopt its rules of procedure.”

3. Article 18 paragraph 1 point (ii) of the Articles of Association of 28 December 2021 is amended in its entirety to read as follows:

"(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;"

4. Article 18 paragraph 5 of the Articles of Association of 28 December 2021 is amended in its entirety to read as follows:

"(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 EUR 150,000.00, and all affiliated transactions (as defined in paragraph 6 of this Article) whose total value exceeds EUR 300,000.00."

All the other provisions of the Articles of Association of the Company remain unchanged.

These amendments to the Articles of Association of the Company shall become effective and applicable from the day of registration in the court register.

Supervisory Board is hereby authorised to determine the consolidated text of the Articles of Association of the Company.

**Ad 3. The Management Board of the Company proposes to the Shareholders' Meeting to adopt the following decision:**

Company name:  
SUNCE HOTELI d.d. za turizam i  
ugostiteljstvo, turistička agencija

The abbreviated company name:  
SUNCE HOTELI d.d.

Company name translated into English:  
SUNCE HOTELI Joint Stock Company,  
for tourism and hospitality,  
travel agency

Contact: Radnička cesta 43, 10000 Zagreb, Croatia  
T. +385 1 3844 044 - F. +385 1 3844 177 - www.bluesunhotels.com

Commercial Court in Zagreb  
MBS 080502040 - MB 1869647 - OIB 06916431329

Erste&Steiermärkische Bank d.d.  
IBAN: HR7924020061100956851 - SWIFT: ESBCHR22  
OTP banka d.d.  
IBAN: HR6924070001100079982 - SWIFT: OTPVHR2X  
Zagrebačka banka d.d.  
IBAN: HR0823600001101909750 - SWIFT: ZABHR2X

Share capital:  
HRK 714.480.200,00

Total number of shares issued:  
7.144.802

Supervisory Board:  
Mohamed Ali Rashed Alabbar, Chairman  
Management Board:  
Mubarak Al-Khalifa, President

### **Decision on the adjustment of the share capital and the nominal amount of the Company's shares due to the introduction of the euro and on the amendments to the Company's Articles of Association**

1. The share capital of the Company amounts to 714,480,200.00 (seven hundred fourteen million four hundred eighty thousand two hundred) kuna, and converted into euros it amounts to 94,827,818.70 (ninety four million eight hundred twenty seven thousand eight hundred eighteen seventy) euros.

2. The nominal amount of a Company's share amounts to 100.00 (one hundred) kuna, converted into euros amounts to 13.27 (thirteen whole twenty-seven) euros.

3. With the purpose of adjusting the share capital with the Companies Act, the share capital is reduced:

- from the amount of 94,827,818.70 (ninety-four million eight hundred and twenty-seven thousand eight hundred and eighteen whole seventy) euros

- for the amount of 1,945,392.70 (one million nine hundred and forty-five thousand three hundred and ninety-two whole seventy) euros

- to the amount of 92,882,426.00 (ninety two million eight hundred eighty two thousand four hundred twenty six) euros.

4. Reduction of share capital is carried out by reducing the nominal amount of each share:

- from the amount of 13.27 (thirteen whole twenty-seven) euros

- for the amount of 0.27 (zero whole twenty-seven) euros

- to the amount of 13 (thirteen) euros.

5. The amount of 1,945,392.70 (one million nine hundred forty-five thousand three hundred ninety-two whole seventy) euros by which the share capital was reduced is transferred to the capital reserves.

6. After recalculation and adjustment, the share capital amounts to 92,882,426.00 (ninety-two million eight hundred eighty-two thousand four hundred twenty-six) euros and is divided into 7,144,802 (seven million one hundred forty-four thousand eight hundred two) ordinary shares of individual nominal amount of 13.00 (thirteen) euros.

7. Article 7 of the Statute of 28 December 2021 is amended in its entirety to reads as follows:

"The share capital of the Company amounts to 92,882,426.00 (ninety-two million eight hundred and eighty-two thousand four hundred and twenty-six) euros."

8. Article 8 Paragraph 1 of the Articles of Association of 28 December 2021 is amended in its entirety to read as follows:

"The Company's share capital is divided into 7,144,802 (seven million one hundred forty-four thousand eight hundred and two) ordinary registered shares, each with a nominal amount of 13.00 (thirteen) euros."

Company name:  
SUNCE HOTELI d.d. za turizam i  
ugostiteljstvo, turistička agencija

The abbreviated company name:  
SUNCE HOTELI d.d.

Company name translated into English:  
SUNCE HOTELI Joint Stock Company,  
for tourism and hospitality,  
travel agency

Contact: Radnička cesta 43, 10000 Zagreb, Croatia  
T. +385 1 3844 044 - F. +385 1 3844 177 - www.bluesunhotels.com

Commercial Court in Zagreb  
MBS 080502040 - MB 1869647 - OIB 06916431329

Erste&Steiermärkische Bank d.d.  
IBAN: HR7924020061100956851 - SWIFT: ESBCHR22  
OTP banka d.d.  
IBAN: HR6924070001100079982 - SWIFT: OTPVHR2X  
Zagrebačka banka d.d.  
IBAN: HR0823600001101909750 - SWIFT: ZABHR2X

Share capital:  
HRK 714.480.200,00

Total number of shares issued:  
7.144.802

Supervisory Board:  
Mohamed Ali Rashed Alabbar, Chairman  
Management Board:  
Mubarak Al-Khalifa, President

All other provisions of the Articles of Association of the Company remain unchanged.

These amendments to the Articles of Association of the Company shall become effective and applicable from the day of registration in the court register.

Supervisory Board is hereby authorised to determine the consolidated text of the Articles of Association of the Company.

**Ad 4. In accordance with Article 275 paragraph 3, Article 263 and Article 300c of the Companies Act, the Supervisory Board of the Company submits to the Shareholders' Meeting Supervisory Board's report on supervision of company's business management dated 22 December 2022.**

Supervisory Board's report is noted.

**Ad 5. In accordance with Article 308 paragraph 4 and paragraph 5 of the Companies Act, the Management Board of the Company submits to the Shareholders' Meeting Management Board's report on reasons for complete exclusion of the priority right of existing shareholders to subscription of new shares in the Company dated 22 December 2022.**

Management Board's report is noted.

**Ad 6. The Management Board proposes adopting of the following decision at the Shareholders' Meeting:**

**Decision on share capital increase and issuance of shares in the Company with complete exclusion of the priority right of existing shareholders to subscription of shares and the amendments to the Articles of Association**

1. Share capital of the Company amounts to EUR 92.882.426,00 (ninety-two million eight hundred eighty-two thousand four hundred and twenty-six euros) and it is divided into 7.144.802 (seven million one hundred forty-four thousand eight hundred and two) ordinary registered shares with nominal amount of EUR 13.00 (thirteen) per share. Share capital of the Company is fully paid in.
2. Share capital of the Company is increased by issuing of new shares by way of cash contribution in order to raise funds required for the realization of the business plan of the Company.
3. By way of this decision, share capital of the Company increases from EUR 92.882.426,00 (ninety-two million eight hundred eighty-two thousand four hundred and twenty-six euros) for the maximum amount of EUR 8,863,634.00 (eight million eight hundred sixty-three six hundred and thirty-four euros) to the maximum amount of EUR 101,746,060.00 (one hundred and one million seven hundred forty-six thousand and sixty euros) by issuing of up to 681,818 (six hundred eighty-one thousand eight hundred and eighteen) new ordinary registered shares, in dematerialised form, in nominal amount of EUR 13.00 (thirteen) per share.
4. Share capital increase of the Company from point 3 of this decision shall be performed by cash contribution by issuing a maximum of 681,818 (six hundred eighty-one thousand eight hundred and eighteen) new ordinary registered shares in nominal amount of EUR 13.00 (thirteen euros) per share (hereinafter: **"New Shares"**).
5. The amount for which the New Shares are issued (Article 307 paragraph 1 point 2 of the Companies Act) is hereby set at EUR 22.00 (twenty-two euros) per one New share and below that amount New Shares will not

Company name:  
SUNCE HOTELI d.d. za turizam i  
ugostiteljstvo, turistička agencija

The abbreviated company name:  
SUNCE HOTELI d.d.

Company name translated into English:  
SUNCE HOTELI Joint Stock Company,  
for tourism and hospitality,  
travel agency

Contact: Radnička cesta 43, 10000 Zagreb, Croatia  
T. +385 1 3844 044 - F. +385 1 3844 177 - www.bluesunhotels.com

Commercial Court in Zagreb  
MBS 080502040 - MB 1869647 - OIB 06916431329

Erste&Steiermärkische Bank d.d.  
IBAN: HR7924020061100956851 - SWIFT: ESBCHR22  
OTP banka d.d.  
IBAN: HR6924070001100079982 - SWIFT: OTPVHR2X  
Zagrebačka banka d.d.  
IBAN: HR0823600001101909750 - SWIFT: ZABHR2X

Share capital:  
HRK 714.480.200,00

Total number of shares issued:  
7.144.802

Supervisory Board:  
Mohamed Ali Rashed Alabbar, Chairman  
Management Board:  
Mubarak Al-Khalifa, President

- be issued. Portion of the paid amount for which the New Shares are issued which exceeds the nominal amount of share shall be contributed into capital reserves of the Company.
6. New Shares shall grant its holders the same rights as any other ordinary shares issues by the Company and shall be in the same nominal amount, class and designation as all other ordinary shares issued by the Company.
  7. In accordance with Article 308 paragraph 4 of the Companies Act, by way of this decision priority right of shareholders to subscription of New Shares is completely excluded.
  8. Right to subscription and payment of New Shares shall be granted to Eagle Hills Zagreb Real Estate d.o.o. with registered seat at Ulica Ive Mallina 11, Zagreb, registered with the court register of the Commercial Court of Zagreb under MBS: 081260303, Personal Identification Number (OIB): 63572346734 (hereinafter: “**Eagle Hills Zagreb Real Estate**”) (hereinafter: “**Subscriber**”). The Management Board of the Company will issue a call for subscription of New Shares to the Subscriber upon adopting this decision on share capital increase. The Subscriber is entitled to subscribe for up to 681,818 (six hundred eighty-one eight hundred and eighteen) of New Shares, i.e. 100 % (one hundred percent) of New Shares.
  9. New Shares will be subscribed for by way of written statement under Article 307 paragraph 1 of the Companies Act (hereinafter: “**Subscription Statement**”) which will be submitted to the Subscriber by the Management Board of the Company in the attachment to the call for subscription. Payment for the New Shares will be made in the manner and to the special purpose account of the Company which will be opened with the Company's business bank for these purposes and will be set out in the Subscription Statement.
  10. Subscription of New Shares will last 1 (one) business day from the receipt of the call for subscription issued to the Subscriber by the Management Board. The deadline for payment of New Shares lasts 1 (one) business day from the day of subscription (signing of the Subscription Statement). In addition to the timely delivery of a valid Subscription Statement, the condition for the subscription of a specific investor is the timely payment of the relevant amount for New Shares by the investor in question, all in accordance with the conditions specified in the Subscription Notice and the call for subscription. In the event that the Subscriber submits more than one Subscription Statement, only the last received Subscription Statement that meets all the conditions from the call for subscription will be considered valid, and all previous Subscription Statements will be considered revoked.
  11. In accordance with Article 1 paragraph 4 (b) and paragraph 5 (a) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC there is no obligation for publishing the prospectus for the public offering in the event the offer is addressed to fewer than 150 (one hundred fifty) natural or legal persons per member state, that are not qualified investors and there is also no obligation to publish the prospectus for admission to trading on a regulated market related to issuing and admission to trading securities fungible with securities already admitted to trading on the same regulated market, provided that they represent, over a period of 12 (twelve) months, less than 20% (twenty per cent) of the number of securities already admitted to trading on the same regulated market.
  12. The final amount of the share capital increase within the range specified in point 3 of this decision will depend on the success of the issuance and on the number of New Shares to be subscribed and paid for. The issuance of New Shares will be considered successfully completed if at least 545,455 (five hundred forty-five four hundred fifty-five) of New Shares are subscribed and paid for within the established deadlines for subscription

Company name:  
SUNCE HOTELI d.d. za turizam i  
ugostiteljstvo, turistička agencija

The abbreviated company name:  
SUNCE HOTELI d.d.

Company name translated into English:  
SUNCE HOTELI Joint Stock Company,  
for tourism and hospitality,  
travel agency

Contact: Radnička cesta 43, 10000 Zagreb, Croatia  
T. +385 1 3844 044 - F. +385 1 3844 177 - [www.bluesunhotels.com](http://www.bluesunhotels.com)

Commercial Court in Zagreb  
MBS 080502040 - MB 1869647 - OIB 06916431329

Erste&Steiermärkische Bank d.d.  
IBAN: HR7924020061100956851 - SWIFT: ESBCHR22  
OTP banka d.d.  
IBAN: HR6924070001100079982 - SWIFT: OTPVHR2X  
Zagrebačka banka d.d.  
IBAN: HR0823600001101909750 - SWIFT: ZABHR2X

Share capital:  
HRK 714.480.200,00

Total number of shares issued:  
7.144.802

Supervisory Board:  
Mohamed Ali Rashed Alabbar, Chairman  
Management Board:  
Mubarak Al-Khalifa, President

and payment. Such determined total amount of the successful issuance shall also represent the exact amount of share capital increase of the Company by issuing of New Shares. The Management Board of the Company will determinate: 1) the success of the issuance of New Shares, 2) the exact amount of share capital increase and 3) the exact number of New Shares. Shareholders' Meeting authorizes the Supervisory Board of the Company to amend the Articles of Association upon share capital increase in accordance with this decision in order to harmonize its text in the provisions on the amount of share capital and number of shares (Article 7 and Article 8 of the Articles of Association) with changes brought about by share capital increase and the issuance of New Shares.

13. If the subscription of New Shares is not successful, the Company shall, within a maximum of 8 (eight) business days after the expiration of the deadline for subscription and payment of New Shares (point 10 of this decision), return the amount paid to the Subscriber.
14. The New Shares will be issued in dematerialised form, in the form of an electronic record in the Central Depository & Clearing Company Inc. (CDCC) computer system, with designation SUKC-R-A. Each share grants the right to one vote at the Shareholders' Meeting of the Company. The shares are registered and grant to the shareholders all the rights determined by the law and the Articles of Association of the Company from the day of registration of share capital increase within the court register. The request for admission to trading of the New Shares on the Official Market of the Zagreb Stock Exchange Inc., Ivana Lučića 2a, Zagreb, Personal Identification Number (OIB): 84368186611, MBS: 080034217 (hereinafter: "**Zagreb Stock Exchange**") will be submitted in accordance with applicable regulations and in accordance with the decision ad 6. New Shares of the Company will be tradable on the regulated market after and provided that they are admitted to the Official Market of the Zagreb Stock Exchange.
15. Any amount overpaid by the Subscriber, the Company shall, within 8 (eight) business days after the expiration deadline for subscription and payment of New Shares (point 10 of this decision), repay to the Subscriber on the account specified by the Subscriber in the Subscription Statement.
16. In the event from point 14 and 15 of this decision, the Company shall not bear the costs of payment transactions or any other costs that the Subscriber had or could have had in relation to the execution of the transaction nor will it pay interest to the Subscriber for the period from payment to the Company's account until the moment of repayment to the Subscriber.
17. Other than for the reason stated in point 13 of this decision, the share capital increase and the issuance of New Shares will also be considered not successfully implemented if the registration of the Company's share capital increase from Article 309 paragraph 1 of the Companies Act is not registered in court register of the Commercial Court of Zagreb within 6 (six) months from the date of this decision. On that day, the Subscription Statement ceases to be binding on the Subscribers and any payment made will be returned to the Subscribers without delay, no later than within 3 (three) business days.
18. The Company's Articles of Association are amended in such a way that after the issuance of New Shares based on this decision and implementation of Company's share capital increase in accordance with this decision and the results of subscription of New Shares, the Company's share capital amount changes in Article 7 and the number of shares in Article 8 paragraph 1 of the Company's Articles of Association. In doing so, the Supervisory Board of the Company is authorized and obliged, given the amount of increase in the share capital of the Company and the number of New Shares of the Company in accordance with the results of New Shares of the Company subscribed and paid for: a) harmonize the provisions of Article 7 of the Company's

Company name:  
SUNCE HOTELI d.d. za turizam i  
ugostiteljstvo, turistička agencija

The abbreviated company name:  
SUNCE HOTELI d.d.

Company name translated into English:  
SUNCE HOTELI Joint Stock Company,  
for tourism and hospitality,  
travel agency

Contact: Radnička cesta 43, 10000 Zagreb, Croatia  
T. +385 1 3844 044 - F. +385 1 3844 177 - [www.bluesunhotels.com](http://www.bluesunhotels.com)

Commercial Court in Zagreb  
MBS 080502040 - MB 1869647 - OIB 06916431329

Erste&Steiermärkische Bank d.d.  
IBAN: HR7924020061100956851 - SWIFT: ESBCHR22  
OTP banka d.d.  
IBAN: HR6924070001100079982 - SWIFT: OTPVHR2X  
Zagrebačka banka d.d.  
IBAN: HR0823600001101909750 - SWIFT: ZABHR2X

Share capital:  
HRK 714.480.200,00

Total number of shares issued:  
7.144.802

Supervisory Board:  
Mohamed Ali Rashed Alabbar, Chairman  
Management Board:  
Mubarak Al-Khalifa, President

Articles of Association in the part relating to the Company's share capital and Article 8 paragraph 1 of the Articles of Association in the part relating to the number of shares into which the share capital of the Company is divided, in such a way that the current amount of the share capital of the Company "EUR 92.882.426,00 (ninety-two million eight hundred eighty-two thousand four hundred and twenty-six euros" in the Article 7 of the Company's Articles of Association shall be replaced with a number corresponding to the increased share capital of the Company and that in Article 8 paragraph 1 of the Company's Articles of Association current number of shares "7.144.802 (seven million one hundred forty-four thousand eight hundred and two)" shall be replaced with a number of shares corresponding to the sum of the previous number of shares and New Shares issued in order to increase the share capital determined by this decision, and b) determine the consolidated text of the Company's Articles of Association. These amendments to the Articles of Association shall enter into force on the day of entry of registration of share capital increase in the court register from Article 309 of the Companies Act.

19. This Decision shall enter into force on the day of its registration within the court register of the Commercial Court of Zagreb.

### Ad 7. The Management Board of the Company adopting of the following decision at the Shareholders' Meeting:

#### **Decision on admission to trading of new ordinary shares of the Company on the Official market of the Zagreb Stock Exchange**

1. The Shareholders' Meeting of the Company hereby adopts a decision on submitting a request for the admission to trading of New Shares which will be issued in accordance with the decision on share capital increase and issuing of shares of the Company with complete exclusion of the priority right of existing shareholders and amendments to the Articles of Association ad 5. on the Official Market of the Zagreb Stock Exchange after the issuance.
2. The Management Board of the Company is hereby authorized to take all necessary actions for the said admission to trading of shares on the Official Market of the Zagreb Stock Exchange.
3. This Decision shall enter into force as of the day of its adoption.

\*\*\*

### **INSTRUCTIONS TO THE SHAREHOLDERS REGARDING PARTICIPATION AT THE SHAREHOLDERS' MEETING:**

#### **Requirements for participation and exercise of voting rights**

The right to participate in the Shareholders' Meeting is held by the Company's shareholders who have been registered as holders of Company shares in the depository of the Central Depository & Clearing Company Inc. (Croatian: Središnje klirinško depozitarno društvo d.d.) six days prior to the Shareholders' Meeting and have applied for participation in the Shareholders' Meeting in advance to the Company's registered office address. The application shall be received by the Company no later than six calendar days prior to the Shareholders' Meeting, excluding the date of the Company's receipt of the application.

Company name:  
SUNCE HOTELI d.d. za turizam i  
ugostiteljstvo, turistička agencija

The abbreviated company name:  
SUNCE HOTELI d.d.

Company name translated into English:  
SUNCE HOTELI Joint Stock Company,  
for tourism and hospitality,  
travel agency

Contact: Radnička cesta 43, 10000 Zagreb, Croatia  
T. +385 1 3844 044 - F. +385 1 3844 177 - www.bluesunhotels.com

Commercial Court in Zagreb  
MBS 080502040 - MB 1869647 - OIB 06916431329

Erste&Steiermärkische Bank d.d.  
IBAN: HR7924020061100956851 - SWIFT: ESBCHR22  
OTP banka d.d.  
IBAN: HR6924070001100079982 - SWIFT: OTPVHR2X  
Zagrebačka banka d.d.  
IBAN: HR0823600001101909750 - SWIFT: ZABHR2X

Share capital:  
HRK 714.480.200,00

Total number of shares issued:  
7.144.802

Supervisory Board:  
Mohamed Ali Rashed Alabbar, Chairman

Management Board:  
Mubarak Al-Khalifa, President

The shareholders participate at the Shareholders' Meeting in person or by proxy. The power of attorney shall be provided in writing and state the identity of the person acting as proxy, the shareholder issuing the power of attorney, the total nominal amount of shares and votes at their disposal, the authority to act and vote on behalf of shareholder at the Shareholders' Meeting, and the date of issuance and validity period of the power of attorney. The power of attorney shall be submitted to the Company no later than the last day for application for participation at the Shareholders' Meeting.

With regard to the extraordinary circumstances brought upon by the COVID-19 pandemic, the shareholders that shall attend the Shareholders' Meeting shall abide by the safety recommendations and the decisions of the Civil Protection Headquarters of the Republic of Croatia, as well as the measures that the Company shall implement within its organisation and at the Shareholders' Meeting. The purpose of this is to protect the health of shareholders, Company employees, as well as any other persons involved in the organisation of the Shareholders' Meeting.

For the purpose of reducing personal attendance at the Shareholders' Meeting in order to alleviate the risks of spreading infection, the Company hereby recommends the shareholders to participate and exercise their rights in relation to the Shareholders' Meeting through their attorneys by proxy provided for them by the Company:

ŠAVORIĆ & PARTNERS Attorneys At Law, LLC

Boris Šavorić, Nina Radić Kuzik and Branko Bulat, attorneys-at-law

Tel.: 01/4855-900; e-mail: info@savoric.com

The costs of legal representation of shareholders or their representation in the form of the proxies provided and indicated in this call shall be borne by the Company.

### Shareholders' Meeting Materials

The materials regarding the Shareholders' Meeting, along with the application and power of attorney forms may be accessed by the shareholders at [www.bluesunhotels.com/investitori](http://www.bluesunhotels.com/investitori) or the registered office of the Company on business days from 9 a.m. to 1 p.m. until the day of the Shareholders' Meeting.

### Including New Issues to the Agenda

Shareholders who jointly hold shares equal to at least 1/20 of the Company's share capital shall have the right to request that additional issues be included in the agenda of the Shareholders' Meeting, supported by a justification and proposal of a decision. Such a request shall be delivered to the Company no later than 30 December 2022.

### Shareholder Counterproposals

Any shareholders' counterproposals to the proposals made by the Management Board accompanied by shareholders' names and surnames and justification, shall be delivered to the Company by and including 16 January 2023. Should the shareholders not exercise this right, this shall not constitute a waiver of the right to put forward counterproposals at the Shareholders' Meeting.

### Right to Information

At the Shareholders' Meeting, the Management Board is obligated to provide information on the Company's operations upon the request of any shareholder, provided that such information is required in order to assess the matters included on the agenda of the Shareholders' Meeting, whereas such information may be withheld on the grounds defined in the Companies Act. The status at the depository of the Central Depository & Clearing Company Inc. (Croatian: "Središnje klirinško depozitarno društvo d.d.") on 23 January 2023 shall be relevant for participating at the Shareholders' Meeting.

Company name:  
SUNCE HOTELI d.d. za turizam i  
ugostiteljstvo, turistička agencija

The abbreviated company name:  
SUNCE HOTELI d.d.

Company name translated into English:  
SUNCE HOTELI Joint Stock Company,  
for tourism and hospitality,  
travel agency

Contact: Radnička cesta 43, 10000 Zagreb, Croatia  
T. +385 1 3844 044 - F. +385 1 3844 177 - [www.bluesunhotels.com](http://www.bluesunhotels.com)

Commercial Court in Zagreb  
MBS 080502040 - MB 1869647 - OIB 06916431329

Erste&Steiermärkische Bank d.d.  
IBAN: HR7924020061100956851 - SWIFT: ESBCHR22  
OTP banka d.d.  
IBAN: HR6924070001100079982 - SWIFT: OTPVHR2X  
Zagrebačka banka d.d.  
IBAN: HR0823600001101909750 - SWIFT: ZABHR2X

Share capital:  
HRK 714.480.200,00

Total number of shares issued:  
7.144.802

Supervisory Board:  
Mohamed Ali Rashed Alabbar, Chairman  
Management Board:  
Mubarak Al-Khalifa, President



# bluesun

*Hotels&Resorts*

## **Backup Shareholders' Meeting**

If a quorum is not present at the convened Shareholders' Meeting, the next Shareholders' Meeting shall be held on 31 January 2023 at 12 p.m., on the same location and with the same agenda, on which meeting valid decisions can be adopted regardless of the quorum.

SUNCE HOTELI d.d.  
The Management Board

Company name:  
SUNCE HOTELI d.d. za turizam i  
ugostiteljstvo, turistička agencija  
The abbreviated company name:  
SUNCE HOTELI d.d.  
Company name translated into English:  
SUNCE HOTELI Joint Stock Company,  
for tourism and hospitality,  
travel agency

Contact: Radnička cesta 43, 10000 Zagreb, Croatia  
T. +385 1 3844 044 - F. +385 1 3844 177 - [www.bluesunhotels.com](http://www.bluesunhotels.com)  
Commercial Court in Zagreb  
MBS 080502040 - MB 1869647 - OIB 06916431329  
Erste&Steiermärkische Bank d.d.  
IBAN: HR7924020061100956851 - SWIFT: ESBCHR22  
OTP banka d.d.  
IBAN: HR6924070001100079982 - SWIFT: OTPVHR2X  
Zagrebačka banka d.d.  
IBAN: HR0823600001101909750 - SWIFT: ZABHR2X

Share capital:  
HRK 714.480.200,00  
Total number of shares issued:  
7.144.802  
Supervisory Board:  
Mohamed Ali Rashed Alabbar, Chairman  
Management Board:  
Mubarak Al-Khalifa, President