

Opatija, 02 August 2021

**LIBURNIA RIVIERA
HOTELI d.d.**
Ulica Maršala Tita 198
51 410 Opatija
OIB: 15573308024

Ref counterproposal to the proposed decision of the Management and Supervisory Board of LIBURNIA RIVIERA HOTELI d.d., Opatija

Shareholder of **LIBURNIA RIVIERA HOTELI d.d.**, Ulica Maršala Tita 198, 51 410 Opatija, registered with the Companies registry of the Commercial court Rijeka under the ref. no. 040008080, OIB: 15573308024 (the „**Company**“), **GITONE Adriatic d.o.o.**, Zagreb, Ulica Andrije Hebranga 32, registered with the Companies registry of the Commercial court Zagreb under the ref. no. 081256438, OIB: 43333263089 (the „**Shareholder**“), in accordance with Article 282 Paragraph 1 of the Companies Act (Official Gazette nos. 111/1993, 34/1999, 121/1999, 52/2000, 118/2003, 107/2007, 146/2008, 137/2009, 111/2012, 125/2011, 68/2013, 110/2015, 40/2019; the „**Companies Act**“) hereby provides to the Company following

COUNTERPROPOSAL

to the proposed decision of the Management and Supervisory Board of the Company for the Annual General Assembly scheduled for 9 August 2021 by the Convocation for the Annual General Assembly of LIBURNIA RIVIERA HOTELI joint stock company (the „**Convocation**“) with respect to the following section of the agenda specified by the Convocation:

- 10. Passing the Decision on nomination of the Supervisory Board Members, which reads as follows:
“Article 1
Following individuals are hereby nominated as the new members of the Company’s Supervisory Board:
 - Natalija Pećanić Petrinjak, having a residence in Zagreb, Andrije Hebranga 22, OIB: 04782948519, up to expiration

U Opatiji, 02. kolovoza 2021.

**LIBURNIA RIVIERA
HOTELI d.d.**
Ulica Maršala Tita 198
51 410 Opatija
OIB: 15573308024

PREDMET protuprijedlog prijedlogu odluke uprave i nadzornog odbora društva LIBURNIA RIVIERA HOTELI d.d., Opatija

Dioničar društva **LIBURNIA RIVIERA HOTELI d.d.**, Ulica Maršala Tita 198, 51 410 Opatija, upisanog u sudski registar Trgovačkog suda u Rijeci pod matičnim brojem subjekta upisa (MBS): 040008080, OIB: 15573308024 („**Društvo**“), društvo **GITONE Adriatic d.o.o.**, Zagreb, Ulica Andrije Hebranga 32, upisanog u sudski registar Trgovačkog suda u Zagrebu pod matičnim brojem subjekta upisa (MBS): 081256438, OIB: 43333263089 („**Dioničar**“), temeljem odredbe članka 282. stavka 1. Zakona o trgovačkim društvima (Narodne novine broj 111/1993, 34/1999, 121/1999, 52/2000, 118/2003, 107/2007, 146/2008, 137/2009, 111/2012, 125/2011, 68/2013, 110/2015, 40/2019; „**Zakon o trgovačkim društvima**“) ovim putem dostavlja Društvu sljedeći

PROTUPRIJEDLOG

prijedlogu odluke uprave i nadzornog odbora Društva za Glavnu skupštinu sazvanu za dan 09. kolovoza 2021. Pozivom za Glavnu skupštinu trgovačkog društva LIBURNIA RIVIERA HOTELI dioničko društvo („**Poziv**“) pod sljedećom točkom Poziva:

- 10. Donošenje Odluke o izboru članova Nadzornog odbora Društva, koja glasi:
„Članak 1.
Za nove članice Nadzornog odbora Društva biraju se:
 - Natalija Pećanić Petrinjak, s prebivalištem u Zagrebu, Andrije Hebranga 22, OIB: 04782948519, do isteka

of mandate of current Supervisory Board members in accordance with Article 16 Paragraph 2 of the Company's Statute, starting from 9 August 2021; and

- Ana Odak, having a residence in Zagreb, Medvedgradska 3, OIB: 84051034261, up to expiration of mandate of current Supervisory Board members in accordance with Article 16 Paragraph 2 of the Company's Statute, starting from 9 August 2021.

Article 2.

This Decision enters into force once passed."

which should be replaced by the corresponding decision which reads as follows:

- 10. Passing the Decision on nomination of the Supervisory Board Members, which reads as follows:
"Article 1
Following individuals are hereby nominated as the new members of the Company's Supervisory Board:
 - Johannes Böck, having a residence in Vienna, Freyung 6/9/8, OIB: 57168769079, up to expiration of mandate of current Supervisory Board members in accordance with Article 16 Paragraph 2 of the Company's Statute, starting from 9 August 2021; and
 - Ana Odak, having a residence in Zagreb, Medvedgradska 3, OIB: 84051034261, up to expiration of mandate of current Supervisory Board members in accordance with Article 16 Paragraph 2 of the Company's Statute, starting from 9 August 2021.

Article 2.

This Decision enters into force once passed."

mandata trenutnog sastava Nadzornog odbora, u skladu s odredbom članka 16. stavka 2. Statuta Društva, počevši od 9. kolovoza 2021; te

- Ana Odak, s prebivalištem u Zagrebu, Medvedgradska 3, OIB: 84051034261, do isteka mandata trenutnog sastava Nadzornog odbora, u skladu s odredbom članka 16. stavka 2. Statuta Društva, počevši od 9. kolovoza 2021.

Članak 2.

Ova Odluka stupa na snagu danom donošenja."

na način da predlaže donošenje predmetne odluke sljedećeg sadržaja:

- 10. Donošenje Odluke o izboru članova Nadzornog odbora Društva, koja glasi:
„Članak 1.
Za nove članove Nadzornog odbora Društva biraju se:
 - Johannes Böck, s prebivalištem u Beču, Freyung 6/9/8, OIB: 57168769079, do isteka mandata trenutnog sastava Nadzornog odbora, u skladu s odredbom članka 16. stavka 2. Statuta Društva, počevši od 9. kolovoza 2021; te
 - Ana Odak, s prebivalištem u Zagrebu, Medvedgradska 3, OIB: 84051034261, do isteka mandata trenutnog sastava Nadzornog odbora, u skladu s odredbom članka 16. stavka 2. Statuta Društva, počevši od 9. kolovoza 2021.

Članak 2.

Ova Odluka stupa na snagu danom donošenja."

Argumentation

On the date of Convocation, as well as on the date of this Counterproposal, the Shareholder holds 215,568 regular shares of the Company, which corresponds to 71.23% of the total Company's share capital.

Before the Annual General Assembly was convoked, the Shareholder had proposed passing the decision as specified by Section 10 of the Convocation, based on which proposal the Management and Supervisory Board of proposed passing the corresponding decision as announced in the Convocation.

Due to certain objective circumstances which occurred after submission of Shareholder's proposal based on which the Convocation was announced, the Shareholder hereby submits counterproposal to the decision of Section 10 of the Convocation as specified above.


GITONE Adriatic d.o.o.
Johannes Böck, director

Obrazloženje

Na dan objave Poziva, kao i na dan upućivanja ovog Protuprijedloga, Dioničar drži 215.568 redovnih dionica Društva, što odgovara 71,23% udjela u temeljenom kapitalu Društva.

Dioničar je prije sazivanja glavne skupštine Društva predložio donošenje odluke pod točkom 10. Poziva, u skladu sa kojim prijedlogom su Uprava i Nadzorni odbor Društva predložili donošenje predmetne odluke kako je to specificirano Pozivom.

Uslijed određenih objektivnih okolnosti koje su nastupile nakon podnošenja prijedloga Dioničara temeljem kojeg je objavljen Poziv, Dioničar ovim putem dostavlja protuprijedlog prijedlogu odluke pod točkom 10. Poziva kako je to prethodno specificirano.


GITONE Adriatic d.o.o.
Johannes Böck, direktor