



# Investor Relations Release

Zagreb, 15 June 2023

## **INA - INDUSTRIJA NAFTE, d.d.**

*Av. V. Holjevca 10*

*10 020 Zagreb, Croatia*

*LEI: 213800RUSOIJPD19H13*

*Ordinary shares INA-R-A ISIN HRINA0RA0007*

*Listed on the Zagreb Stock Exchange Official market*

*Announcement in line with Zagreb Stock Exchange rules*

*Member State: Republic of Croatia*

## **Subject: General Shareholders' Assembly held**

On 15 June 2023 the General Shareholders' Assembly of INA INDUSTRIJA NAFTE, d.d. Zagreb was held at the head office of INA-Industrija nafte,d.d., Avenija V. Holjevca 10, Zagreb, Croatia, attended by 9,697,547 votes or 96.98% of 10,000,000 votes in total.

### **The Shareholders' Assembly Agenda was as follows:**

1. Opening of the General Assembly meeting and establishing the attendance list
2. Annual consolidated and unconsolidated Financial Statements with Independent Auditor's Report for 2022, and Company and INA Group Status Report for 2022, as well as the Supervisory Board Report on the supervision performed in 2022
3. Decision on profit distribution in INA, d.d. for 2022
4. Decision on the Discharge to the Members of the Management Board for business year 2022
5. Decision on the Discharge to the Members of the Supervisory Board for business year 2022
6. Decision on the appointment of the auditor of the Company for 2023
7. Decision on adjusting share capital and nominal amount of Company shares due to the introduction of the euro as the official currency in the Republic of Croatia
8. Decision on the amendments to Articles of Association of INA – INDUSTRIJA NAFTE, d.d. .
9. Approval of the full wording of the Articles of Association of INA, d.d.
10. Decision on approval of Management Board and Supervisory Board remuneration report for 2022
11. Decision on appointment of the members of the Supervisory Board of the Company



# Investor Relations Release

**The Shareholders' Assembly rendered the following decisions:**

## **Ad 3**

Based on approved 2022 Financial Statements of INA-INDUSTRIJA NAFTE, d.d. Zagreb, profit for the year 2022 in the amount of HRK 1.836.606.357,86 which amounts to EUR 243.759.553,77 is determined, that is to be distributed as follows:

- Legal reserves in the amount of EUR 12,187,977.69
- Dividend pay-out in the amount of EUR 200,000,000.00 (i.e. EUR 20.00 per shares)
- Retained earnings in the amount of EUR 31,571,576.08

The General Assembly determines that the day on which the shareholders registered in the depository of the Central Depository and Clearing Company d.d., Zagreb acquire the right to payment of dividend is June 21, 2023.

The dividend will be paid in cash to the shareholders by July 14, 2023 at the latest. "

## **Ad 4**

4. a) Discharge is granted to the members of the Management Board of INA, d.d. for the business year 2022:

- Péter Ratatics
- Miroslav Skalicki
- Krisztián Pulay
- Berislav Gašo
- Zsombor Ádám Marton
- Hrvoje Šimović
- Marin Zovko.



## Investor Relations Release

4. b) For the Management Board members who were revoked or resigned:

- Sándor Fasimon
- Barbara Dorić
- Niko Dalić
- Darko Markotić
- József Simola
- Ferenc Horváth

decision on the discharge is postponed.

### Ad 5

Discharge is granted to the members of the Supervisory Board INA, d.d. for the business year 2022.

### Ad 6

Audit company Deloitte d.o.o., Zagreb, Radnička cesta 80 is selected as the Auditor of INA, d.d. in 2023.

### Ad 7

Decision on adjusting share capital and nominal amount of Company shares due to the introduction of the euro as the official currency in the Republic of Croatia

### Article 1

Share capital of the Company entered in court register is HRK 9.000.000.000,00 and is divided into 10.000.000 ordinary shares called „A“ series shares, with the nominal value of HRK 900,00 each, which with application of the fixed conversion rate of HRK to Euro (at fixed conversion rate 1 Euro = 7.53450 HRK), with rounding to the nearest cent, as per the Law on the introduction of Euro as the official currency in Republic of Croatia (Official Gazette 57/22 and 88/22) is EUR 1.194.505.275,73.

The nominal value of an ordinary share called „A“ series shares is HRK 900,00, which with application of the fixed conversion rate of HRK to Euro (at fixed conversion rate 1 Euro = 7.53450 HRK), with rounding to the nearest cent, as per the Law on the introduction of Euro as the official currency in Republic of Croatia with rounding to the nearest cent is EUR 119,45.



# Investor Relations Release

## Article 2

For the purpose of adjusting share capital with the provisions of Article 21 of the Law on Amendments to the Companies Act (Official Gazette 114/22), the share capital of the Company is increased from the amount of EUR 1.194.505.275,73 with the amount of EUR 5.494.724,27 to the amount of EUR 1.200.000.000,00.

## Article 3

Pursuant to Law on Amendments to the Companies Act (Official Gazette 114/22), the converted nominal value of the share is rounded and expressed as a whole number, namely EUR 120,00, which results in a difference of EUR 5.494.724,27, which represents adjustment of the share capital of the Company, and the share capital of the Company is increased through conversion of legal reserves of the Company in the amount of EUR 5.494.724,27.

## Article 4

After recalculation and adjustment, the share capital of the Company is EUR 1.200.000.000,00 and is divided into 10.000.000 ordinary shares called „A“ series shares, with nominal amount EUR 120,00.

## Article 5

The Articles of Association of the Company will be aligned with this Decision on adjusting share capital and shares by increasing share capital pursuant to the provisions of Article 21 of the Law on Amendments to the Companies Act.

## Article 6

This Decision shall come into effect on the date of its adoption, and be applied as of the date of entry into the court registry.”

## Ad 8

Decision on the Amendments to the Articles of Association of INA – INDUSTRIJA NAFTE, d.d.

## Article 1

Article 7 is amended and reads as follows:

The share capital of the Company is 1,200,000,000,00 (in letters: one billion and twohundred milion) Euro.



# Investor Relations Release

## Article 2.

Article 8. paragraph 1. is amended and reads as follows:

The share capital of the Company is divided into 10,000,000 (in letters: ten million) ordinary shares called „A“ series shares, with the nominal value of 120.00 Euro (in letters: one hundred and twenty euro) each.

All subsequent share issues will have a different series designation.

## Article 3.

Article 17.1.7 is amended and reads as follows:

„The variation or termination of any existing contract to which a member of the Group is a party with a value in excess of ten million euro (10,000,000.00 euro) where such variation or termination is otherwise than in the ordinary course of the business of the Group (contracts related to the customary business activities of the Group shall be considered as ordinary course of the business)

## Article 4

Article 21.2. of Articles of Association is amended and reads as follows:

„The term of office of the members of the Supervisory Board is up to four years. After the expiry of their term the members of the Supervisory Board may be re-elected without any restriction as to the number of terms.“

## Article 5

Other provisions of the Articles of Association shall remain unaffected.

## Article 6

The decision on the amendments to the Articles of Association shall come into effect on the date of entry into the court registry.”

## Ad 9

Approval is given by the General Assembly for the full wording of the Articles of Association as in the enclosed text, which constitutes an integral part of this Decision. The amended provisions of the Articles of Association dated 15 June 2022 shall no longer be valid as of the date when the amended Articles of Association come into force.



## Investor Relations Release

### Ad 10

The General Assembly approves the Management Board and Supervisory Board remuneration report for 2022 with respective Auditors' report, issued as Attachment 1 to the Invitation to this general Assembly, which makes an integral part of this decision.

This decision becomes effective as of date of its adoption.

### Ad 11

Following members of the Supervisory Board are hereby appointed:

- 1) Mr Damir Mikuljan, OIB 84689399738, LL.M., Poljanica Bistranska, Bistranska ulica 9, 10298 Bistra
- 2) Mr Branimir Škurla, Sc.D. OIB 08405630924, Gjurkov put 16, 10000 Zagreb
- 3) Mr Ivo Ivančić, MSc. in Economics, OIB 04063537166, Božidarevićeva ulica 7, 10000.

All the above members of the Supervisory Board are appointed for a period of 6 months and this decision shall enter into force on the day of its adoption.

- 4) Mr Viktor Sverla, economist, 1221 Budapest, Dobó utca 22.

Mr. Sverla is appointed for a mandate of 4 years. This decision shall enter into force on the day of its adoption.