



# Investor Relations Release

Zagreb, 9 November 2021

**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: Convocation of the General Assembly**

Pursuant to the provisions set out in Article 277 of the Companies Act and Article 34 of the Articles of Association of INA – INDUSTRIJA NAFTE, d.d. (hereinafter: “INA d.d.” or “Company”), on 8 November 2021, the Management Board of the Company rendered a decision on convocation of the Extraordinary General Assembly of the Company, and it hereby invites the shareholders of the Company to the

**EXTRAORDINARY GENERAL SHAREHOLDERS' ASSEMBLY of INA – Industrija nafte, d.d.  
to be held on December 17, 2021 in Zagreb, Croatia, at the Company headquarters, Zagreb, Avenija V.  
Holjevca 10, beginning at 12:00 o'clock**

### **with the following agenda:**

1. Opening of the Extraordinary General Assembly and establishing the attendance list
2. Decision on the amendments to the list of the Company's business activities – additional activities
3. Decision on amendments to the Articles of Association of INA, d.d.
4. Approval of the full wording of the Company's Articles of Association of INA, d.d.



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## Proposals of decisions of the General Assembly:

**Ad 2.** The Management Board and the Supervisory Board of the Company propose to the Extraordinary General Assembly to adopt the following decision:

***“Decision on the amendments to the list of the Company’s business activities***

The Company’s list of business activities is to be amended **by addition** of the following:

\* agricultural activity

\*rental and maintenance of sanitary facilities

**Ad 3.** The Management Board and the Supervisory Board of the Company propose to the Extraordinary General Assembly to adopt the following decision:

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

**Article 1**

**Article 4, paragraph 1 is amended and reads as follows:**

The following indents are to be added:

\*agricultural activity and

\*rental and maintenance of sanitary facilities”

**Article 2**

Other provisions of the Articles of Association shall remain unaffected.

**Article 3**

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

**Ad 4.** The Management Board and the Supervisory Board of the Company propose to the Extraordinary General Assembly to adopt the following decision:

***Approval of the full wording of the Company’s Articles of Association of INA d.d.***

Approval is given by the Extraordinary General Assembly for the full wording of the Articles of Association as in the enclosed text, which constitutes an integral part of this Decision. Articles of Association dated 18 June, 2021 (full version) shall no longer be valid as of the date when new Articles of Association come into force.



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## Explanation of proposals of General Assembly decisions:

### **Ad 2: Decision on the amendments to the list of the Company's business activities**

*It is proposed to amend the business activity of the Company by registering the „agricultural activity“ in line with Agriculture Act ( OG 118/18, 42/20, 127/20, 52/21). and It is proposed to amend business activity of the Company by registering the „rental and maintenance of sanitary facilities“ in line with business needs of the Company.*

### **Ad 3: Decision on the Amendments to the Articles of Association of INA – INDUSTRIJA NAFTE, d.d.**

#### *Article 4 of the Articles of Association*

*The amendment of Article 4 of the Articles of Association is necessary in terms of amending the subject of business from item 3 of the agenda in accordance with the business needs of the Company.*

### **Ad 4: Approval of the full wording of the Company's Articles of Association of INA d.d. and repeal of the Articles of Association of INA d.d. dated June 18, 2021**

*No particular explanation.*

## **INVITATION AND INSTRUCTIONS FOR THE SHAREHOLDERS REGARDING THEIR PARTICIPATION AT THE EXTRAORDINARY GENERAL ASSEMBLY**

### **Invitation, time and venue of the Extraordinary General Assembly**

1. The Company's shareholders are hereby invited to participate in the procedures of the Extraordinary General Assembly of the Company to be held on December 17, 2021, in Zagreb, Croatia, at the Company's headquarters, Avenija V. Holjevca 10, at 12:00 o'clock.
2. Registration of the participants of the Extraordinary General Assembly will take place on December 17, 2021, at the hall entrance on the mezzanine floor at the Company's headquarters, Av. V. Holjevca 10, Zagreb, from 10:30 to 11:30 o'clock, after which registration will not be possible. We kindly ask that the shareholders register on time. After the registration is finished, the shareholders or their proxies who are not listed under participants, but are registered with the Central Depository, have the right to participate at the Extraordinary General Assembly, but they will not be able to exercise their voting right.
3. At the registration, the shareholders, or their proxies or representatives must provide a valid identification card prescribed by the law. As for the proxies who are legal persons, a court or other register excerpt in which the legal person is listed must be delivered, if it was not delivered when submitting applications for participation at the Extraordinary General Assembly.

### **Participation and voting at the Extraordinary General Assembly**

4. Each shareholder of the Company who has submitted to the Company, either personally or through their proxy or representative, an application for participation in written form no later than six days prior to the Extraordinary General Assembly meeting, excluding the date of receipt at the Company, i.e. by December 10, 2021 at 24:00 o'clock, has the right to participate in the Extraordinary General Assembly.



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A legal or natural person, who is on the last day for application for participation in the Extraordinary General Assembly i.e. December 10, 2021 registered as a shareholder of the Company with the Central Depository and Clearing Company Inc., Zagreb, is considered a shareholder of the Company.

5. In the event that a shareholder wishes to appoint an **authorized agent (proxy)** to attend and vote at the Extraordinary General Assembly, the **Registration Form** is to be supplemented with an **Authorization**. At the Extraordinary General Assembly, the shareholders may be represented by an authorized agent based on valid authorization issued by the shareholder, i.e. which on behalf of the shareholder, which is a legal person, is issued by a person authorized to represent it according to the law.
6. In the **Registration Form** the shareholder shall state whether they are to attend the Assembly in person or via an authorized agent. In the event that a shareholder does not wish to attend the Assembly proceedings in person and wishes to assign the right to attendance and vote to an authorized agent, the shareholder shall include a valid authorization to this effect.
7. The **Registration Form** and the Authorization form can be found on the Company's website ([www.ina.hr](http://www.ina.hr)), and can also be obtained on request to the Executive Secretariat.

**The Registration Form** shall include the following particulars:

I. Registration for the Shareholder - natural person

- Name and surname, residence, address, number of account held with the Central Depository and Clearing Company, Inc. and the total number of shares of the shareholder concerned

II. Registration for the Shareholder - legal person

- company name, headquarters and address, personal identification number (OIB)
- account number at the Central Depository and Clearing Company, Inc. and the total number of shares of the shareholder concerned
- An excerpt from the court register or from other register in which the legal person is entered or a copy of such document, a certified copy or other appropriate public document clearly showing that the application was signed by a person who is under law authorized to represent the legal person concerned shall be attached to the application

III. Registration submitted by the Shareholder's Authorized agent

a) Authorized agent – natural person:

- Name and surname, place of residence, address of the authorized agent
- List of shareholders representing, and account numbers at the Central Depository and Clearing Company, Inc. and the total number of shares for all represented shareholders
- All individual powers of authority on the recommended form shall be attached to the application

b) Authorized agent – legal person:

- company name, headquarters and address, personal identification number (OIB)
- list of shareholders representing, and account numbers at the Central Depository and Clearing Company, Inc. and the total number of shares for all represented shareholders
- Individual powers of authority given by shareholders in written form shall be attached to the application; if a shareholder is a legal person, the attachment shall contain an excerpt from the court register or other register in which the legal person is entered or a copy of such document, a certified copy or other public document clearly showing that the authorization was signed by a person who is under law authorized to represent the legal person concerned



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**The Authorization for the registration for participation and/or voting** at the Extraordinary General Assembly shall include the following particulars of the authorizer: Authorizer's name and surname or the company's name, place of residence, address or headquarters, account number at the Central Depository and Clearing Company, Inc. and the total number of shares, Authorized agent's name and surname or the company's name, place of residence, address or headquarters, authorizer's signature, or legal representative or representative by law, if the authorizer is a legal person, and the text of the authorization (authorization to vote on shareholder's behalf) stating that the authorized agent is entitled to attend and vote on behalf of the issuer on all items in the Agenda.

Authorization shall be valid only for one general meeting, however, they will be also valid at the repeated general meeting, if any, reconvened due to lack of quorum.

If the authorizer is a legal person, the authorization shall be signed by the authorized representative. If the Registration Form or the Authorization are not prepared in Croatian, a Croatian translation certified by an official court interpreter shall be attached. The Registration Form, either for attendance in person or via an authorized agent, shall be delivered in person or via registered mail six days prior to the scheduled date of the Assembly at the latest (by 24 p.m. on December 10, 2021) to the following address:

**INA-INDUSTRIJA NAFTE d.d.**  
**Corporate center**  
**Executive Secretariat**  
**ZAGREB, Avenija V. Holjevca 10**  
**Fax: +385 1 6452103; Tel: + 385 1 6450103**  
**"Za Glavnu skupštinu INA, d.d."**

8. Voting shall be performed electronically. The voting procedure shall be explained as part of item 1 of the Agenda. The share capital is divided into 10 million shares, and each Company's share equals one vote at the Extraordinary General Assembly. The Shareholder may vote in person or via an authorized agent or via shareholders' association.
9. Materials pertaining to the individual items on the Agenda shall be available to all interested shareholders at the Company's premises, as of the announcement date, at the address stated above, from 10 a.m. to 3 p.m. on working days. Due to precautionary measures related to the coronavirus (COVID-19) pandemic, we kindly ask the shareholders to announce their arrival at the Company's headquarters the day before to the e-mail address of the investor relations [investitori@ina.hr](mailto:investitori@ina.hr) or by phone to the contacts listed above. The materials shall also be released on the Company's website ([www.ina.hr](http://www.ina.hr)) on the same day.

### **Shareholders' rights to ask questions, requests for amendments to the agenda, counterproposals and the right to information**

10. The shareholders who intend to ask questions or submit proposals regarding individual agenda items at the Extraordinary General Assembly are hereby requested, for the purpose of a more efficient organization of the work of the Extraordinary General Assembly, to announce their intention in writing when submitting their application for participation in the General Assembly or during the registration of participants at the latest prior to the Extraordinary General Assembly, and to indicate the agenda item to which their question or proposal will refer and the content of their question.



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11. If shareholders, who jointly hold a twentieth part of the share capital of the Company request, after the Extraordinary General Assembly is convened, that an additional item is included in the agenda and published, the new agenda item should be accompanied by an explanation and respective decision proposal. Shareholders shall deliver the requests to add new items to the agenda at least 30 days prior to the day of holding of the Extraordinary General Assembly. This deadline does not include the day on which the request is received by the Company. In case the previously stated deadline is not observed, the proposed additional items of the Agenda will not be considered as validly published and no decision on them can be made at the Extraordinary General Assembly.
12. Shareholders have the right to submit counterproposals to the proposals submitted relating to a particular agenda item. Counterproposals, together with the names and surnames of shareholders, explanation and opinion by the Management Board if any, shall be reported to credit or financial institutions and to shareholder associations that voted on behalf of shareholders at the previous Extraordinary General Assembly and made available to shareholders on the webpage of the Company ([www.ina.hr](http://www.ina.hr)), in case a shareholder submits his/her counterproposal to the Company at the Company's address, at least 14 days prior to the day the Extraordinary General Assembly takes place. Date on which the counterproposal is received by the Company is not included in this 14-day deadline, which expires on December 2, 2021 accordingly. In case the shareholder does not exercise this right, he/she shall still be entitled to make counterproposals at the Extraordinary General Assembly. The same applies to shareholders' proposals regarding the election of the Supervisory Board members or appointment of the auditor of the Company.
13. In the event of a lack of quorum for the Extraordinary General Assembly scheduled for 12:00 o'clock, i.e if the present or represented shareholders do not jointly make at least 50% of the total number of votes, the Assembly shall be convened at 2 p.m. on the same day and at the same premises with the same agenda. Such repeatedly convened Extraordinary General Assembly meeting shall have a quorum for issues originally put on the agenda irrespective of the number of the shareholders present or represented.
14. The official language of the Extraordinary General Assembly meeting is Croatian; the Company will provide simultaneous English-Croatian and Croatian-English translation. This announcement is published in Croatian and in English, whereas the official text of this announcement is in Croatian only.

**Sándor Fasimon,**  
**President of the Management Board**

**Niko Dalić,**  
**Member of the Management Board**