



LUKA PLOČE d.d.

Trg kralja Tomislava 21, 20340 Ploče - Hrvatska • OIB: 51228874907 • www.luka-ploce.hr

Ploče, May 3rd 2023

ZAGREB STOCK EXCHANGE

LEI *74780000POWHNTXNI633*

CROATIAN FINANCIAL SERVICES SUPERVISORY AGENCY (HANFA)

Home member state *Croatia*

ISIN *HRLKPCRA0005*

CROATIAN NEWS AGENCY (OTS HINA)

Security *LKPC-R-A*

COMPANY WEBSITE

Listing/Market segment *Zagreb Stock Exchange, Official Market*

SUBJECT: Invitation to the General Assembly of Luka Ploče d.d.

We hereby inform you that today, May 3rd, 2023, we submitted an Invitation to the General Assembly of Luka Ploče d.d., which will be held on June 14th, 2023 starting at 10:00 AM at the address: Ploče, Trg kralja Tomislava 21.

The invitation for the General Assembly will be published, together with reports and other materials for the General Assembly, on the Company's website www.luka-ploce.hr

Luka Ploče d.d.

LUKA PLOČE j.s.c.
MANAGEMENT BOARD

Trg kralja Tomislava 21
20340 Ploče

Ploče, April 28th 2023

Pursuant to Article 277, paragraph 2 of the Companies Act (OG 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23) and Article 24, paragraph 2 of the Articles of Association of Luka Ploče j.s.c. (hereinafter: the "Company"), on April 28th 2023, the Management Board of the Company passed the Decision on convening the General Assembly of the Company, and in accordance with Article 277, paragraph 3 of the Companies Act and Article 26 of the Company's Articles of Association, announces the

GENERAL ASSEMBLY
JOINT STOCK COMPANY LUKA PLOČE

which will be held on Wednesday, June 14th 2023, starting at 10:00 AM at the Company's headquarters in Ploče, Trg kralja Tomislava 21, with the following

AGENDA

1. Opening of the General Assembly and determining the number of present and represented shareholders or their proxies
2. Adoption of the Decision on the adjustment of the share capital and shares by reducing the share capital
3. Adoption of the Decision on amending the Articles of Association of Luka Ploče j.s.c.
4. Adoption of the Decision on the adoption of the Annual Financial Statements of the Luka Ploče j.s.c. and the Consolidated Annual Financial Statements of the Luka Ploče Group for 2022 with the report and opinion of the certified auditor, the Annual Report of the Management Board on the state of the Company and the Luka Ploče Group for 2022 and the Report of the Supervisory Board on the supervision of the Company's operations in 2022
5. Adoption of the Decision on the use of the Company's profit realized in 2022
6. Adoption of the Decision on granting statement of release to the members of the Management Board for 2022
7. Adoption of the Decision on granting statement of release to the members of the Supervisory Board for 2022
8. Adoption of the Decision on the appointment of the Company's auditor for the business year 2023
9. Adoption of the Decision on approval of the Report on remuneration of members of the Management Board and members of the Supervisory Board for 2022
10. Adoption of the Decision on revocation of 3 members of the Supervisory Board due to the expiry of their mandate
11. Adoption of the Decision on election of 3 members of the Supervisory Board

Proposed decisions:

AD 2)

Under item 2 of the agenda, the Management Board and the Supervisory Board propose to the General Assembly the adoption of the following decision:

1. It is established that the share capital of Luka Ploče j.s.c. entered in the court register amounts to HRK 169,186,800.00 (in letters: one hundred and sixty-nine million, one hundred and eighty-six thousand and eight hundred), and is divided into 422,967 (in letters: four hundred and twenty-two thousand, nine hundred and sixty-seven) registered ordinary shares, individual nominal value of HRK 400.00 (in letters: four hundred) per share. The share capital has been paid in full.
2. The share capital, which amounts to HRK 169,186,800.00 (in words: one hundred and sixty-nine million, one hundred and eighty-six thousand and eight hundred), converted into euros at the fixed conversion rate (1 EUR = 7.53450 kn) amounts to EUR 22,454,947.24 (in letters: twenty-two million four hundred fifty-four thousand nine hundred forty-seven euros and twenty-four-euro cents).
3. The nominal amount of the share, which is HRK 400.00 (in letters: four hundred) converted into euros at the fixed conversion rate (1 EUR = HRK 7.53450) amounts to EUR 53.09 (in letters: fifty-three euros and nine-euro cents).
4. For the purpose of adjusting the share capital from HRK to EUR in accordance with the provisions of the Companies Act (Official Gazette 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23), the share capital of the Company is reduced:
 - from the amount of EUR 22,454,947.24 (in letters: twenty-two million four hundred fifty-four thousand nine hundred forty-seven euros and twenty-four-euro cents)
 - for the amount of EUR 37,696.24 (in letters: thirty-seven thousand six ninety-six euros and twenty-four-euro cents)
 - to the amount of EUR 22,417,251.00 (in letters: twenty-two million four hundred seventeen thousand two hundred and fifty-one euro).
5. Adjustment of share capital is carried out by reducing the nominal amount of shares:
 - from the amount of EUR 53.09 (in letters: fifty-three euros and nine eurocents)
 - for the amount of EUR 0.09 (in letters: nine-euro cents)
 - to the amount of EUR 53.00 (in letters: fifty-three euros).
6. The adjustment of the share capital will be carried out by entering the amount of EUR 37,696.24 (in letters: thirty-seven thousand six ninety-six euros and twenty-four-euro cents) by which the share capital is reduced into the Company's capital reserves. This Decision is based on the reviewed and adopted financial reports for the year 2022, certified by an independent auditor.
7. After recalculation and reconciliation, the Company's share capital amounts to EUR 22,417,251.00 (in words: twenty-two million four hundred and seventeen thousand two hundred and fifty-one euros) and is divided into 422,967 (in words: four hundred and twenty-two thousand nine hundred and sixty-seven) ordinary shares of nominal in the amount of EUR 53.00 (in letters: fifty-three euros).
8. By adjusting the share capital by reducing it, the relations between the rights from the shares do not change, i.e., the shareholders are entitled to shares with a reduced nominal value in proportion to their previous share in the share capital.
9. Management of Luka Ploče j.s.c. is obliged to undertake all actions related to the registration of this Decision in the court register of the Commercial Court in Split and in the depository of the Central Clearing Depository Company.
10. This decision enters into force on the day of entry in the court register.

AD 3)

Under item 3 of the agenda, the Management Board and the Supervisory Board propose to the General Assembly the adoption of the following decision:

1. The following articles of the Statute of the trading company LUKA PLOČE j.s.c., Trg kralja Tomislava 21, Ploče, OIB: 51228874907 (hereinafter: Company) are amended as follows:

Article 6 is amended to read:

"The basic capital of the Company amounts to EUR 22,417,251.00 (in words: twenty-two million four hundred seventeen thousand two hundred and fifty-one euro)."

Article 7 is amended to read:

"The share capital is divided into 422,967 (in letters: four hundred and twenty-two thousand nine hundred and sixty-seven) ordinary shares with a nominal value of EUR 53.00 (in letters: fifty-three euros) each."

2. The Supervisory Board is authorized to draft the complete text of the Company's Statute.
3. This decision enters into force on the day of its entry in the court register.

AD 4)

Under item 4 of the agenda, the Management Board and the Supervisory Board propose to the General Assembly to make the following decision:

1. The annual financial statements of the Luka Ploče j.s.c. for 2022 and consolidated financial statements of the Luka Ploče Group for 2021 are approved. Annual financial reports contain:
 - Balance,
 - Profit and loss account,
 - Notes to the financial statements,
 - Cash flow statement,
 - Statement of changes in equity,
 - Annual report on the state of the company.

The profit and loss account of Luka Ploče j.s.c. for 2022 in which the profit after tax in the amount of HRK 49.802.671 is stated.

Balance sheet of Luka Ploče j.s.c. as at 31 December 2021 shows the sum of assets or liabilities in the amount of HRK 745.055.354.

The profit and loss account of Luka Ploče Group for 2021 in which the profit after tax in the amount of HRK 52.618.170 is stated.

Balance sheet of Luka Ploče Group as at 31 December 2021 shows the sum of assets or liabilities in the amount of HRK 763.258.876.

2. The report of the auditing company on the performed audit of the financial statements of Luka Ploče j.s.c. for 2022 and the consolidated annual financial statements of the Luka Ploče Group for 2022 are approved.
3. The report of the Management Board on the state of the Company in the business year 2022 is approved.
4. The report of the Supervisory Board on the performed supervision of the Company's operations in the business year 2022 is approved.
5. This Decision shall enter into force on the day of its adoption.

AD 5)

Under item 5 of the agenda, the Management Board and the Supervisory Board propose to the General Assembly to make the following decision:

1. It is determined that the Luka Ploče j.s.c. in the year ended on December 31st 2022 realized a profit in the amount of HRK 49.802.671.
2. Realized profit of Luka Ploče d.d. determined in point 1 of this Decision, shall be allocated to retained earnings.
3. This Decision shall enter into force on the day of its adoption.

AD 6)

Under item 6 of the agenda, the Management Board and the Supervisory Board propose to the General Assembly to make the following decision:

1. Statement of release is given to the members of the Management Board of the Company for the management of the Company's affairs in 2022.
2. This Decision shall enter into force on the day of its adoption.

AD 7)

Under item 7 of the agenda, the Management Board and the Supervisory Board propose to the General Assembly to make the following decision:

1. Statement of release is given to the members of the Supervisory Board for the performed supervision over the management of the Company's affairs in 2022.
2. This Decision shall enter into force on the day of its adoption.

AD 8)

Under item 8 of the agenda, the Supervisory Board proposes to the General Assembly to make the following decision:

1. PricewaterhouseCoopers d.o.o., Heinzelova 70, Zagreb, is appointed as the auditor of the Company for the business year 2023.
2. This Decision shall enter into force on the day of its adoption.

AD 9)

Under item 9 of the agenda, the Supervisory Board proposes to the General Assembly to make the following decision:

1. The revised Report on remuneration of members of the Management Board and members of the Supervisory Board for 2022 is approved.
2. The Report on remuneration of members of the Management Board and members of the Supervisory Board for 2022 referred to in item 1 of this Decision shall be attached to this Decision and shall form an integral part thereof.
3. This Decision shall enter into force on the day of its adoption.

AD 10)

Under item 10 of the agenda, the Supervisory Board proposes to the General Assembly to make the following decision:

1. Due to the expiration of the mandate period, the members of the Supervisory Board are recalled:

- Pavao Vujnovac, OIB: 18148522569, IX. Bukovački branch 19A, Zagreb,
- Jeni Krstičević, OIB: 04565144651, Kvintička ulica 51, Zagreb
- Ivan Ostojić, OIB: 56672705385, Zavrtnica 28, Zagreb

2. This Decision enters into force on the day of its adoption.

AD 11)

Under item 11 of the agenda, the Supervisory Board proposes to the General Assembly to make the following decision:

1. The following are elected as members of the Supervisory Board:
 - Pavao Vujnovac, OIB: 18148522569, IX. Bukovački branch 19A, Zagreb,
 - Jeni Krstičević, OIB: 04565144651, Kvintička ulica 51, Zagreb
 - Ivan Ostojić, OIB: 56672705385, Zavrtnica 28, Zagreb

2. This Decision enters into force on the day of its adoption.

NOTICE TO SHAREHOLDERS AND INSTRUCTIONS FOR PARTICIPATION AND EXERCISE OF VOTING RIGHTS AND SHAREHOLDERS' RIGHTS

The share capital of the Company is divided into a total of 422,967 ordinary shares, each with a nominal value of HRK 400.00. Each ordinary share entitles to one vote at the General Assembly, except for the Company's own (treasury) shares without voting rights, of which the Company has 1,719 at the time of convening the General Assembly. The total number of voting shares at the time of convening the General Assembly is 421,248.

Shareholders registered as owners on June 7th 2023 in the Central Depository and Clearing Company have the right to participate in the work of the General Assembly if they announce in writing their participation in the General Assembly no later than 6 (six) days before the Assembly. Registration for participation is made on working days from 12:00 to 14:00 in the premises of the Legal Department of the Company or at the e-mail address: m.kuzet@luka-ploce.hr. The due date of the application is not included in the specified deadline. The situation in the depository of the Central Depository and Clearing Company will be relevant for participation in the General Assembly at the end of the last day of the deadline for submission of applications for participation, on June 7th 2023.

The application must contain the name and surname or company of the shareholder / proxy, OIB, residence and address of the shareholder / proxy, account number with the CDCC shareholder / each of the shareholders represented by the proxy, total number of shares owned by the shareholder / all shareholders represented by the proxy and an explicit statement that the shareholder intends to participate in the work of the General Assembly.

If the shareholder is represented at the General Assembly by a proxy, the Company shall be provided with a valid written power of attorney issued by the shareholder. The authorization for representation on the basis of law, ie the issuance of a power of attorney, is proved by an excerpt from the court register or another register in which the legal entity is registered. The power of attorney must specify the proxy and the proxy, the total number of shares or votes at his disposal and the authorization of the proxy to vote at the General Assembly and to perform all other actions related to the work of the General Assembly. The power of attorney is delivered by registered mail to the address of the Company's registered office, Ploče, Trg kralja Tomislava 21, Legal Department, or in person at the Company's Legal Department, on working days from 12:00 to 14:00, or a copy of the power of attorney is sent to e-mail: m.kuzet@luka-ploce.hr, and the original is submitted on the day of the assembly.

Each shareholder or his/her representative or proxy shall bear the costs of his/her participation on the General Assembly.

It is recommended to use the application forms for participation in the General Assembly and powers of attorney that can be obtained on working days from 12:00 to 14:00 in the premises of the Legal Department of the Company, and are available on the Company's website www.luka-ploce.hr.

The balance in the depository of the Central Depository and Clearing Company j.s.c. is relevant for the number of votes that belongs to an individual shareholder at the General Assembly. at the end of the last day of the deadline for submission of applications for participation, on June 7th 2023.

If shareholders who together hold shares in the amount of one twentieth of the share capital of the Company after the General Assembly is convened request that an item be placed on the agenda of the General Assembly and published, each new item on the agenda must be explained or proposed. The request for placing an item on the agenda must be received by the Company at least 24 days before the General Assembly. The deadline for receipt of the request to the Company is not included in this deadline.

Shareholders wishing to file a counter-proposal to the published proposals of the Decisions of the Management Board and the Supervisory Board may do so no later than 14 days before the General Assembly by submitting their counter-proposal to the Company with an explanation, which must be available on the Company's website. The due date of the counter-proposal is not included in the specified deadline.

At least 21 days before the General Assembly, the Company will send an invitation to the General Assembly to credit and financial institutions and shareholders' associations, who voted on behalf of shareholders at last year's General Assembly, or requested that such an invitation be sent to them. The announcement will state the possibility for shareholders to vote at the General Assembly through a proxy and through a shareholders' association.

For the purpose of compiling the list of shareholders, all shareholders who register their participation in the General Assembly should arrive at the venue no later than one hour before the scheduled time of the General Assembly.

Insight into the written materials for the General Assembly is provided to all shareholders and their proxies from the date of publication of the invitation until June 7th 2023, every working day from 12:00 to 14:00 in the premises of the Legal Department of the Company.

If the quorum conditions prescribed by Article 29 of the Articles of Association of Luka Ploče dd are not met at the General Assembly, the new General Assembly with the same agenda will be held on June 20th 2023, starting at 10:00 am, at the same place.

This invitation to the General Assembly and the documentation on the agenda of the General Assembly, the application form and the power of attorney are available on the website of Luka Ploče j.s.c. at the address: www.luka-ploce.hr.

**PRESIDENT OF THE
MANAGEMENT BOARD**
Hrvoje Livaja, dipl.oec.