

**PORT OF RIJEKA
MANAGEMENT BOARD**

Pursuant to Article 277 paragraph 2 of the Company Act, Management Board of the Port of Rijeka, with headquarters in Rijeka, Riva 1 (hereinafter: "the Company"), adopted on July 10, 2023, the Decision on convening the General Assembly of the Company, and announces to the Company's shareholders the convening and invitation to

**GENERAL ASSEMBLY
OF THE PORT OF RIJEKA**

which will be held on Friday, August 25, 2023, starting at 11 a.m. at the Company's headquarters in Rijeka, Riva 1 / 2nd floor, conference hall with the following

A g e n d a:

1. Opening of the General Assembly and the determination of the number of the persons and the represented shareholders or their proxies who are present
2. Adoption of the Decision on the election of the President of the General Assembly
3. Annual financial statements of the Company and consolidated annual financial statements of the Luka Rijeka Group for 2022 with the report and opinion of the certified auditor, Annual report of the Management Board on the condition of the Company and the Luka Rijeka Group for 2022 and Report of the Supervisory Board on the performed supervision of the Company's operations in 2022
4. Adoption of the Decision on the use of the Company's profits for the 2022
5. Adoption of the Decision on giving statement of release to the members of the Management Board for the year 2022
6. Adoption of the Decision on giving statement of release to the members of the Supervisory Board for the year 2022
7. Adoption of the Decision on harmonizing the Company's share capital and shares with the introduction of the euro as the official currency in the Republic of Croatia by reducing the Company's share capital
8. Adoption of the Decision on the approval of the Report on the receipts of members of the Management Board and members of the Supervisory Board for the 2022
9. Adoption of the Decision on the appointment of the Company's auditor for the business year 2023
10. Adoption of the Decision on compensation for work in the Audit Committee of the Company
11. Adoption of the Decision on the recall of two members of the Supervisory Board
12. Adoption of the Decision on the election of two members of the Supervisory Board

Decision proposals:

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

Ad 2) „I. _____ is elected as the president of the General Assembly of the Company for this session of the General Assembly, on the proposal of _____.“

Ad 3) Pursuant to the obligation from Article 280a paragraph 1 point 2 of the Companies Act, the Company informs its shareholders that pursuant to Article 300d of the Companies Act, the Management Board and the Supervisory Board have determined the annual financial statements of the Company and the consolidated annual financial statements of the Luka Rijeka Group for 2022, and the General Assembly does not adopt a decision on them. The aforementioned audited financial statements with the auditor's report and opinion will be presented to the General Assembly of the Company together with the Annual Report of the Company's Management Board on the state of the Company and the Luka Rijeka Group for 2022 and the report of the Supervisory Board on the performed supervision of the Company's operations in 2022.

The General Assembly does not adopt any decision under this agenda item.

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

Ad 4) "I. It is established that the net profit of LUKA RIJEKA d.d., MB: 3330494, OIB: 92590920313, for the year 2022 stated in the annual audited financial statements of the Company amounts to HRK 68,727,697.00.

II. The realized net profit from point I of this Decision is distributed to cover the loss carried over from earlier years.

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

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

Ad 5) "I. A statement of release is given to the members of the Company's Management Board approving how they managed the Company in 2022.

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

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

Ad 6) „ I. A statement of release is given to the members of the Supervisory Board of the Company approving their work and the performed supervision of the Company's operations in 2022.

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

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

Ad 7) „1. It is established that the share capital of the Company amounts to HRK 539,219,000.00 (in letters: five hundred and thirty-nine million two hundred and nineteen thousand HRK), and that it is divided into 13,480,475 (in letters: thirteen million four hundred and eighty thousand four hundred and seventy-five) ordinary shares which are registered, each in the nominal amount of HRK 40.00 (in letters: forty HRK). The share capital has been paid in full.

2. It is determined that the amount of the Company's share capital from point 1 of this Decision, converted into euros based on a fixed conversion rate of HRK 7.53450 for 1 euro and rounded to the nearest cent, in accordance with the rules for conversion and rounding as regulated by the Law on the introduction of the euro as the official currency in the Republic of Croatia ("Official Gazette" no. 57/22 and 88/22), amounts to 71,566,660.03 euros (in letters: seventy one million five hundred sixty six thousand six sixty euros and three cents).

3. It is determined that the nominal amount of the share from point 1 of this Decision, converted into euros based on a fixed conversion rate of HRK 7.53450 for 1 euro and rounded to the nearest cent, in accordance with the rules for conversion and rounding as regulated by the Law on introduction of the euro as the official currency in the Republic of Croatia ("Official Gazette" No. 57/22 and 88/22), amounts 5.31 euros (in letters: five euros and thirty-one cents).

4. In order to adjust the Company's share capital from HRK to EUR in accordance with the provisions of the Companies Act ("Official Gazette" No. 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 and 18/23), the share capital of the Company is reduced:

- from the amount of 71,566,660.03 euros (in letters: seventy one million five hundred sixty six thousand six sixty euros and three cents)
- for the amount of 4,164,285.03 euros (in letters: four million one hundred sixty four thousand two hundred eighty five euros and three cents)
- to the amount of 67,402,375.00 euros (in letters: sixty-seven million four hundred two thousand three hundred and seventy-five euros).

5. Adjustment of share capital is carried out by reducing the nominal amount of shares:

- from the amount of 5.31 euros (in letters: five euros and thirty-one cents)
- for the amount of 0.31 euros (in letters: thirty-one cents)
- to the amount of 5.00 euros (in letters: five euros).

The number of Company shares does not change.

6. The adjustment of the share capital will be carried out so that the amount of 4,164,285.03 euros (in letters: four million one hundred sixty four thousand two hundred and eighty five euros and three cents) by which the share capital is reduced will be allocated to cover the loss carried over from earlier years.

7. After recalculation and adjustment, the Company's share capital amounts to 67,402,375.00 euros (in letters: sixty-seven million four hundred two thousand three hundred and seventy-five euros) and is divided into 13,480,475 (in letters: thirteen million four hundred eighty thousand four hundred and seventy-five) ordinary shares with a nominal amount of 5.00 euros (in letters: five euros).

8. Harmonization of the Company's share capital by reduction does not change the relations between rights from shares - shareholders are entitled to shares of a reduced nominal value in proportion to their previous participation in the share capital, i.e. they are guaranteed the same position and rights in the Company.

9. Articles 6 and 7 of the Company's Statute are amended accordingly to read as follows:

"Article 6.

- 1) The basic capital of the Company is EUR 67,402,375.00 (in letters: sixty-seven million four hundred two thousand three hundred and seventy-five euros)."

"Article 7.

1) The Company's share capital is divided into 13,480,475 (in letters: thirteen million four hundred and eighty thousand four hundred and seventy-five) ordinary registered shares in the nominal amount of EUR 5.00 each (in letters: five euros). All ordinary shares give shareholders equal rights in accordance with the provisions of the Companies Act.“

10. In order to introduce the euro, in Article 11, paragraph 1) of the Company's Statute, the word "**kunama**" is replaced by the word "**euros**", and in all provisions of Article 48, paragraph 2) of the Company's Statute, in which the words "**HRK 10,000,000.00 (ten million HRK)**" are replaced by the words "**euro 1,327,228.08 (one million three hundred and twenty-seven thousand two hundred and twenty-eight euros and eight cents)**", whereby this amount of euros was obtained by converting the HRK amount into euros with the application of a fixed exchange rate determined by law conversions between euros and HRK, by rounding to the nearest cent, in accordance with the rules for conversion and rounding.

11. The Supervisory Board of the Company is authorized to determine the revised text of the Company's Statute in accordance with this Decision.

12. This Decision enters into force and is applied on the day of entry in the Court Register.“

Under item 8 of the agenda, the Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

Ad 8) „I. Revised Report on receipts to members of the Management Board and members of the Supervisory Board in the Business Year 2022 is approved.

II. Revised Report on receipts to members of the Management Board and members of the Supervisory Board in business year 2022 referred to in item I of this Decision, together with the Auditor's Report, shall be attached to this Decision and shall form an integral part thereof.

III. This Decision shall enter into force on the day of its adoption.“

Under item 9 of the agenda, the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

Ad 9) „I. Kulić & Sperk d.o.o., Radnička cesta 52, 10000 Zagreb, is appointed as the Company's auditor for the business year 2023.

II. This Decision shall enter into force on the day of its adoption.“

Under item 10 of the agenda, the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

Ad 10) „I. The compensation for work in the Audit Committee of the Company is determined, namely:

1. President of the Audit Committee, Marin Mijolović, dipl. oec. from Rijeka, Antuna Raspora Španca 3, in the net amount of €300.00 per held session.
2. To the member of the Audit Committee, Alen Host dipl. oec. from Kastav, Tometići 37, in the net amount of €200.00 per held session.
3. To the member of the Audit Committee, Vesna Buterin, dipl. oec. from Rijeka, Tenčićevo 13, in the net amount of €200.00 per held session.

II. The members of the Audit Committee exercise the right to compensation from point I of this Decision from April 28, 2023.”

Under item 11 of the agenda, the shareholder of the Company PORT ACQUISITIONS AS, as a shareholder who has 4,669,564 shares with voting rights, which represents a total of 34.64% of the share capital, giving the right to vote of 4,669,564 votes, which amounts to 34.64 % of the total votes of the Company proposes the following decision to the General Assembly:

Ad 11.1) „The decision is adopt to recall Mr. Witold Waldemar Rusinek, a member of the Company's Supervisory Board, as follows:

I. A member of the Supervisory Board is recalled before the end of the mandate, namely:

1. Witold Waldemar Rusinek, OIB: 95022647760, Krakow, Ul. Poręba 7, Republic of Poland.

II. This Decision shall enter into force on the day of its adoption.“

Ad 11.2) „The decision is adopt to recall Mr. Tomislav Penić, member of the Supervisory Board of the Company as follows:

I. A member of the Supervisory Board is recalled before the end of the mandate, namely:

1. Tomislav Penić, OIB: 89548393102, Zagreb, Lendavska ulica 16A, is recalled as a member of the Supervisory Board before the end of his mandate.

II. This Decision shall enter into force on the day of its adoption.“

Under item 12 of the agenda, the shareholder of the Company PORT ACQUISITIONS AS, as a shareholder who has 4,669,564 shares with voting rights, which represents a total of 34.64% of the share capital, giving the right to vote of 4,669,564 votes, which amounts to 34.64 % of the total votes of the Company proposes the following decision to the General Assembly:

Ad 12.1) „The decision on the election of Mr. Jesper Kjaedegaard as a member of the Supervisory Board is adopted as follows:

I. Given that the mandate of Witold Waldemar Rusinek, OIB: 95022647760, Krakow, Ul. Poręba 7, Republic of Poland ended by recall at this General Assembly, as a member of the Supervisory Board

1. Jesper Kjaedegaard, dipl. ing of the business management, OIB: 33775100817, Flat 11, La Plage 2, Al Athar Street, Jumeirah, Dubai, United Arab Emirates, is elected.

II. Mr. Jesper Kjaedegaard will hold his office for a mandate period of 4 years from the adoption of this Decision.

A member of the Supervisory Board has the rights and duties established by the Company's Statute and the Law.“

Ad 12.2) „The decision on the election of Mr. Ondřej Jašek as a member of the Supervisory Board is adopted as follows:

I. Given that the mandate of Tomislav Penić, OIB: 89548393102, Zagreb, Lendavska ulica 16A, ended by recall at this General Assembly, as a member of the Supervisory Board

1. Ondřej Jašek, dipl. ing. engineer of transport sciences, OIB: 58435229853, K Vápeníkám 36, 78901, Zábřeh, Czech Republic, is elected.

II. Mr. Ondřej Jašek will hold his office for a mandate period of 4 years from the adoption of this Decision.

A member of the Supervisory Board has the rights and duties established by the Company's Statute and the Law.“

Notification to shareholders and instructions for participating and exercising the right to vote and the Shareholder's rights

At the General Assembly, every shareholder of the Company has the right to participate and exercise the right to vote, who reports his participation in writing to the Company in person or through his representative or proxy no later than six days before the General Assembly, which deadline does not include the day of receipt of the application to the Company as well as the day of the General Assembly, i.e. no later than August 18, 2023.

The applications to participate in the General Assembly are to be submitted directly at the Company or sent by registered mail to the address Luka Rijeka d.d., Riva 1, 51000 Rijeka, Company Management, Head of the President of the Management Board office.

A shareholder or proxy must include the following information in the application: name and surname or company name, address of residence or headquarters, personal identification number, number of the account opened at the Central Depository and Clearing Company JSC Zagreb, total number of shares or votes with which it participates in the General Assembly. A shareholder who is a legal person must submit an excerpt from the court or other registry in which the legal person is registered (in the original or copy), which shows the person authorized to represent that legal person according to the law.

Shareholders or proxies that fail to apply for participation in the General Assembly within the deadline will not be able to participate.

A shareholder is considered to be a legal and natural person recorded in the depository of the Central Clearing and Depository Company JSC Zagreb as a shareholder, no later than 21 days before the day of the Assembly.

The state of records of the Central Clearing and Depository Company JSC Zagreb on the last day for submitting the application to participate in the General Assembly is relevant in relation to the number of votes pertaining to each individual shareholder in the General Assembly.

Shareholders may be represented by proxies, natural or legal persons or shareholder associations on the basis of a valid written power of attorney certified by an authorized person in the Company's headquarters or by a public notary.

The power of attorney for applying to participate and/or voting in the General Assembly must state the following information: name and surname or company name, address of residence or headquarters of the proxy, number of the account at the Central Depository and Clearing Company JSC Zagreb, total number of shares or votes at the disposal and the authorization to the proxy to vote in the General Assembly and perform other actions in relation to the General Assembly, name and surname or company and address of residence or headquarters of the proxy, handwritten signature of the proxy or legal representative, with the attached excerpt from the court registry (in the original or copy), if the proxy is a legal person.

It is recommended to use the application form for participation in the General Assembly and the power of attorney form, which can be obtained at the headquarters of the Company (telephone number 051 496 123), and are also available at the Company's website www.lukarijeka.hr.

Shareholders and their proxies can obtain all necessary information regarding the application and the General Assembly at the headquarters of the Port of Rijeka JSC in Rijeka, Riva 1, on business days (with the exception of Saturday) from 12 p.m. to 2 p.m., starting from the day this convocation is published, or via telephone number 051 496 123.

This convocation and the materials for the General Assembly which are to be considered and decided upon, will be available for viewing by shareholders in the headquarters of the Company, starting from the day this convocation is published, on business days (with the exception of Saturday) from 12 p.m. to 2 p.m., in the office of the Head of the President of the Management Board office, as well as via the Company's website www.lukarijeka.hr.

If the shareholders that jointly have shares making one twentieth part of the Company's share capital, following the convening of the General Assembly, request an item to be put on the agenda of the General Assembly and to be published, the reasons for a proposal of the decision must be given for each new item on the agenda. A request for a new item of the agenda must be received by the Company at least 30 days before the General Assembly. The day on which the request is received by the Company is not included in this deadline.

Counterproposals of shareholders to a proposal of a decision given by the Company Management and/or the Supervisory Board regarding a particular item of the agenda, on which their names and surnames, reasons and any position of the Company Management must be stated, have to be available to the persons listed in Article 281 paragraphs 1 to 3 of the Company Act under the requirements listed therein, if a shareholder delivers its counterproposal to the Company at least 14 days before the General Assembly, to the address of the headquarters of the Company Luka Rijeka d.d., Riva 1, 51000 Rijeka. The day the counterproposal is received is not included in this 14-day deadline. The counterproposal must be available at the Company's website www.lukarijeka.hr. If the shareholder does not exercise the mentioned right, the right to make counterproposals in the General Assembly is not lost as a consequence. This applies, *mutatis mutandis*, to proposals of the shareholders in relation to the selection of the members of the Supervisory Board or in relation to the appointment of the auditor of the Company.

In the General Assembly, the Company Management Board will inform each shareholder, as per the shareholder's request, of the Company's affairs, if this is necessary to consider issues on the agenda of the General Assembly, whereas the information can be withheld due to reasons prescribed by Article 287 of the Company Act.

The Port of Rijeka JSC notifies the shareholders that at the moment of convening the General Assembly, the share capital of the Port of Rijeka JSC is divided to 13,480,475 shares, each giving the right to one vote.

Pursuant to the provision of Article 277 paragraph 4 subparagraphs 4 of the Company Act, the Port of Rijeka JSC, notifies the shareholders that all notifications from Article 280.a of the Company Act can be found at the Company's website www.lukarijeka.hr.

If it will not be possible to hold the General Assembly on August 25, 2023, due to a lack of quorum prescribed by the Statute, the next General Assembly will be held on August 26, 2023 at 11 am, with the same agenda and in the same location. The given powers of attorney are valid for that General Assembly, as well.

The participants are hereby invited to arrive to the General Assembly one hour prior to the scheduled start for the timely listing of the participants of the General Assembly.

LUKA RIJEKA d.d.

Duško Grabovac, President of the Management Board
Marina Cesarac Dorčić, Member of the Management Board