

**PORT OF RIJEKA j.s.c.  
MANAGEMENT BOARD**

Pursuant to Article 277 paragraph 2 of the Company Act the Management board of the Company Port of Rijeka jsc, with headquarters in Rijeka, Riva 1 (hereinafter: "the Company"), on July 22, 2022 adopted the Decision to convene the General Assembly of the Company, thus it hereby notifies and invites the Company's shareholders to the

**GENERAL ASSEMBLY  
OF THE PORT OF RIJEKA JSC**

**which will be held on Wednesday, August 31, 2022, starting at 11 a.m. at the Company's headquarters in Rijeka, Riva 1 / 2<sup>nd</sup> 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 2021 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 2021 and Report of the Supervisory Board on the performed supervision of the Company's operations in 2021
4. Adoption of the Decision on covering the Company's loss incurred in 2021
5. Adoption of the Decision on granting statement of release to the members of the Management Board for 2021
6. Adoption of the Decision on granting statement of release to the members of the Supervisory Board for 2021
7. Adoption of the Decision on approval of the Report on receipts of members of the Management Board and members of the Supervisory Board for 2021
8. Adoption of the Decision on the election of one member of the Supervisory Board
9. Adoption of the Decision on the appointment of the Audit Committee
10. Adoption of the Decision on the appointment of the Company's auditor for the business year 2022

Proposed decisions:

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 president of the General Assembly of Luka Rijeka d.d. for this session of the General Assembly, on the proposal of \_\_\_\_\_.”

AD 3) Pursuant to Article 300.d of the Companies Act, the Management Board and the Supervisory Board of the Company have determined the annual financial statements of the Company and the consolidated annual financial statements of the Port of Rijeka Group for 2021 with the report and opinion of the certified auditor and the General Assembly does not adopt a decision on them. These financial statements will be presented to the General Assembly of the Company together with the Annual Report of the Management Board on the condition of the

Company and the Port of Rijeka Group for 2021 and the report of the Supervisory Board on the supervision of the Company's operations in 2021.

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

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

AD 4) „I. It is established that the Port of Rijeka jsc in the year ended 31.12.2021 realized a loss in the amount of HRK 27.513.346,00.

II. Realized loss of the Port of Rijeka jsc determined in point I of this Decision, will be covered from the profit in the business realized in the following periods.

III. This Decision shall enter 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. Statement of release is given to the members of the Management Board of the Company for the management of the Company's affairs in 2021:

1. Duško Grabovac, President of the Management Board, for the period from January 1, 2021 to December 31, 2021
2. Bartłomiej M. Pastwa, Member of the Management Board, for the period from January 1, 2021 to December 31, 2021.

II. This Decision shall enter 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 to adopt the following decision:

AD 6) „I. 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 2021:

1. Alen Jugović, President, for the period from January 28, 2021 to December 31, 2021,
2. Jerzy Grzegorz Majewski, for the period from 1 January 2021 to December 27, 2021,
3. Dragica Varljen, Vice-President, for the period from January 1, 2021 to December 31, 2021,
4. Ivan Pavlović, for the period from January 1, 2021 to November 2, 2021,
5. Witold Waldemar Rusinek, for the period from January 1, 2021 to December 31, 2021.

II. This Decision shall enter 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) „I. Revised Report on receipts paid to members of the Management Board and members of the Supervisory Board in the Business Year 2021 is approved.

II. Revised Report on receipts paid to members of the Management Board and members of the Supervisory Board in business year 2021 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 8 of the agenda the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

AD 8) “I. For a member of the Supervisory Board of Luka Rijeka d.d. Veljko Miškulin, graduate in law, from Rijeka, Janka Polić Kamova 46, OIB: 63504171133, is elected, he is not a member of

the supervisory or management boards of other companies and other supervisory bodies in the country and abroad.

II. 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. For a member of the Audit Committee of Luka Rijeka d.d. for a period of three years, on the date of adoption of this Decision, the following are appointed:

1. Marin Milojević, dipl. oec., Rijeka, Antuna Raspora Španca 3
2. dr. sc. Alen Host, dipl. oec., Kastav, Tometići 37
3. dr. sc. Vesna Buterin, dipl. oec., Rijeka, Tenčićevo 13

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. Kulić i Sperk Revizija d.o.o., Radnička cesta 52, 10000 Zagreb is appointed as the Company's auditor for the business year 2022.

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

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

Each shareholder of the Company that submits a written application to the Company to participate, personally or by means of a representative or proxy, at least six days before the General Assembly, not counting the day the application is received by the Company and the day on which the General Assembly is held, as well as the day of the General Assembly, ie no later than 24 August 2022, has the right to participate and exercise the right to vote in the General Assembly.

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 board, 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 of the Company is considered to be a legal and natural person who, as a shareholder of the Company, is registered in the depository at the Central Clearing Depository Company JSC Zagreb, no later than 21 days before the date 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](http://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](http://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](http://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 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](http://www.lukarijeka.hr).

If it will not be possible to hold the General Assembly on 31 August 2022, due to a lack of quorum prescribed by the Statute, the next General Assembly will be held on 1 September 2022 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.

**President of the Management board**  
**Duško Grabovac**