



SHIPYARD

**VIKTOR LENAC**

Member of Palumbo Group

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Rijeka, 7.12.2020.

Predmet: Obavijest o primljenom protuprijedlogu odluke u svezi predstojeće  
izvanredne Glavne skupštine

Dana 7.12.2020. godine Društvo je primilo protuprijedlog dioničara Palumbo Group S.p.A. u svezi točke 5. Dnevnog reda izvanredne Glavne skupštine Društva, sazvane za 22. prosinca 2020. godine.

Primljeni protuprijedlog nalazi se u prilogu ove Obavijesti.

Član Uprave  
Sandra Uzelac



Društvo je upisano u sudski registar Trgovačkog suda u Rijeci pod brojem Tt-08/927-2. MBS: 040000358. Temeljni kapital društva uplaćen je u cijelosti i iznosi 168.132.470,00 kuna, podijeljen na 16.813.247 dionica, pojedinačne nominalne vrijednosti 10,00 kuna. Član Uprave: Sandra Uzelac. Predsjednik Nadzornog odbora: Vittorio Carratù. OIB: 27531244647. IBAN: HR4324840081105296242 Raiffeisenbank Austria d.d. Zagreb. IBAN: HR3623400091110473526 Privredna banka d.d. Zagreb. IBAN: HR7024880011100112844 BKS Bank AG, Glavna podružnica Rijeka.

Incorporated in the Register of Commercial Court in Rijeka under the number Tt-08/927-2. Company Registration Number: 040000358. The Company's share capital amounts to HRK 168,132,470.00 divided into 16,813,247 shares, each having a nominal value of HRK 10.00. Member of the Board: Sandra Uzelac. President of the Supervisory Board: Vittorio Carratù. EORI number: HR27531244647. VAT number: HR27531244647. IBAN: HR4324840081105296242 Raiffeisenbank Austria d.d. Zagreb. IBAN: HR3623400091110473526 Privredna banka d.d. Zagreb. IBAN: HR7024880011100112844 BKS Bank AG, Main Branch Office Rijeka.

Napulj, 7. prosinca 2020.

**BRODOGRADILIŠTE VIKTOR LENAC d.d.**  
**Martinšćica bb**  
**51000 Rijeka**

PALUMBO GROUP S.p.A., sa sjedištem u Calata della Marinella SNC, 80133 Napulj, Italija, upisano u Registar društava Trgovačke, industrijske, obrtničke i poljoprivredne komore u Napulju, pod brojem NA-899981, OIB: 80896453506 (dalje u tekstu: „**Predlagatelj**“), a koje drži dionice društva BRODOGRADILIŠTE VIKTOR LENAC d.d. sa sjedištem u Rijeci, Martinšćica bb, OIB: 27531244647 (dalje u tekstu: „**Društvo**“) na koje otpada ukupno 59,69% temeljnog kapitala Društva te koje dionice se vode pri SREDIŠNJE KLIRINŠKO DEPOZITARNO DRUŠTVO, dioničko društvo sa sjedištem u Zagrebu, Heinzelova 62/a, OIB: 64406809162 u nematerijaliziranom obliku pod oznakom vrijednosnog papira VLEN-R-B te ISIN oznakom HRVLENRB0001, temeljem čl. 282. Zakon o trgovačkim društvima (Narodne novine 111/1993, 34/1999, 121/1999, 52/2000, 118/2003, 107/2007, 146/2008, 137/2009, 111/2012, 125/2011, 68/2013, 110/2015, 40/2019) (dalje u tekstu: „**Zakon o trgovačkim društvima**“) podnosi sljedeći

#### **PROTUPRIJEDLOG**

kojim predlaže da se odluka pod točkom 5. dnevnog reda izvanredne Glavne skupštine Društva koja će se održati dana 22. prosinca 2020. godine s početkom u 13:00 sati u sjedištu Društva, sukladno pozivu na izvanrednu Glavnu skupštinu Društva od 20. studenog 2020. godine objavljenom na

Naples, 7 December 2020

**BRODOGRADILIŠTE VIKTOR LENAC d.d.**  
**Martinšćica bb**  
**51000 Rijeka**

PALUMBO GROUP S.p.A. with registered seat in Calata della Marinella SNC, 80133 Naples, Italy, registered with Register of companies of the Commercial, industrial, crafts and agricultural chambers in Naples, under the number: NA-899981, PIN (OIB): 80896453506 (hereinafter: the „**Proponent**“), holding shares in BRODOGRADILIŠTE VIKTOR LENAC d.d. with registered seat in Rijeka, Martinšćica bb, PIN (OIB): 27531244647 (hereinafter: the „**Company**“) representing in aggregate 59.69% of Company's share capital, and which shares are registered with the CENTRAL DEPOSITORY & CLEARING COMPANY Inc. with registered seat in Zagreb, Heinzelova 62/a, PIN (OIB): 64406809162 in dematerialised form under designation VLEN-R-B and ISIN HRVLENRB0001, under the article 282 of the Companies Act (Croatian Official Gazette 111/1993, 34/1999, 121/1999, 52/2000, 118/2003, 107/2007, 146/2008, 137/2009, 111/2012, 125/2011, 68/2013, 110/2015, 40/2019) (hereinafter: the „**Companies Act**“), submits the following

#### **COUNTERPROPOSAL**

whereby it proposes that the decision under point 5 of the agenda of the extraordinary General Assembly of the Company to be held on 22 December 2020 at 1 p.m. at the Company's registered seat, in accordance with the convocation to the extraordinary General Assembly of the Company dates 20 November

<p>internetskim stranicama Zagrebačke burze d.d., izmijeni na način da glasi:</p> <p>„Ad 5.</p> <p style="text-align: center;"><b>ODLUKA</b> <b>o primicima članova Nadzornog odbora</b></p> <p>1) Usvaja se Odluka o naknadi članovima Nadzornog odbora Društva sukladno čl. 247. a. i 269. ZTD-a koja glasi:</p> <p style="text-align: center;"><b>ODLUKA O NAKNADI ČLANOVIMA NADZORNOG ODBORA</b></p> <p>I Ciljevi ove Odluke o naknadi i usklađenost s poslovnom strategijom i dugoročnim razvojem Društva</p> <p>Ovom odlukom uspostavlja se sustav naknade članovima Nadzornog odbora u cilju osiguranja postojanja propisanih i transparentnih politika i postupaka za utvrđivanje naknade članovima Nadzornog odbora koji usklađuju njihove interese s dugoročnim interesima te uspješnim i etičkim provođenjem strategije Brodogradilišta Viktor Lenac d.d. (dalje: Društvo).</p> <p>Ova Odluka o naknadi članovima Nadzornog odbora strukturirana je na način da odražava temeljne vrijednosti Društva te potiče razvoj Društva i odgovorno donošenje odluka. Ova Odluka o naknadi članovima Nadzornog odbora pruža sigurnost i stabilnost kod odlučivanja na način da ih odvraća od poduzimanja bespotrebnih rizika odnosno potiče na dugoročno oprezno preuzimanje</p>	<p>2020 published on the website of Zagreb Stock Exchange, Inc., is amended in order to read:</p> <p>“Ad 5</p> <p style="text-align: center;"><b>DECISION</b> <b>on remuneration of Supervisory Board members</b></p> <p>1) Decision on Compensation to the Supervisory Board members in accordance with articles 247 a and 269 of the Companies Act is adopted, stating:</p> <p style="text-align: center;"><b>DECISION ON COMPENSATION TO THE SUPERVISORY BOARD MEMBERS</b></p> <p>I Decision on Compensation objectives and alignment with Company's business strategy and long-term development</p> <p>This decision establishes a system of compensation to the members of the Supervisory Board in order to ensure the implementation of established policies and procedures, built on transparency, for determining compensation to the members of the Supervisory Board, where their interests are aligned with long-term interests and successful implementation of the business strategy of the Shipyard Viktor Lenac d.d. set on the ethical standards (hereinafter referred to as the Company).</p> <p>This Decision on Compensation to the Supervisory Board members reflects fundamental values of the Company and encourages the Company's development and responsible decision-making. This Decision on Compensation provides members of the Supervisory Board with security and stability in decision-making by discouraging them from taking unnecessary risks, or encouraging long-</p>
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rizika koji jesu u skladu s poslovnom strategijom i dugoročnim održivim razvojem Društva.

## II Struktura naknade

Članovima Nadzornog odbora nagrada za rad se utvrđuje u ovisnosti o njihovim zadaćama u Nadzornom odboru i pododborima Nadzornog odbora.

Članovi Nadzornog odbora imaju pravo na fiksnu mjesečnu naknadu za članstvo u Nadzornom odboru. Kako bi se zadržala neovisnost i objektivnost članova Nadzornog odbora, naknada članovima Nadzornog odbora ne sadrži varijabilnu komponentu te ne ovisi o rezultatima Društva i ne može biti isplaćena u dionicima Društva.

Članovi Nadzornog odbora za članstvo u Nadzornom odboru ostvaruju naknadu u visini određenoj posebnom odlukom Glavne skupštine Društva, a imaju pravo na naknadu u razdoblju od dana imenovanja na funkciju do dana prestanka obavljanja iste. Ukoliko Glavna skupština Društva tako odluči, naknada za članstvo u Nadzornom odboru neće se isplaćivati onim članovima Nadzornog odbora koji pristanu na takvu uskratu naknade.

U slučaju ranijeg prestanka mandata, za mjesec u kojem je mandat prestao naknada se obračunava i isplaćuje sukladno vremenu provedenom na funkciji (*pro rata temporis*).

Članovi Nadzornog odbora imaju pravo na naknadu poslovno opravdanih i dokumentiranih troškova nastalih tijekom i za

term prudent risk-taking that is in line with the Company's business strategy and long-term sustainable development.

## II Compensation structure

Compensation to the Supervisory Board members is determined in accordance with their obligations within the Supervisory Board and the sub-committees of the Supervisory Board.

Supervisory Board members are entitled to fixed monthly compensation for their membership in the Supervisory Board. In order to maintain independence and objectivity of the Supervisory Board members, compensation to the Supervisory Board members does not include a variable component and is not dependable on business results of the Company nor can it be paid in Company's shares.

Supervisory Board members are entitled to compensation for their membership in the Supervisory Board in the amount determined by a separate decision of the General Assembly of the Company and for the period from the day of their appointment to the day of cessation of performance of function. If the General Assembly decides so, compensation for membership in the Supervisory Board shall not be paid to those members of the Supervisory Board who agree to such withholding of compensation.

In the event of premature termination, for the month in which the term was terminated, compensation shall be calculated and paid in accordance with the time spent on function (*pro rata temporis*).

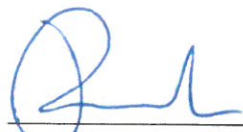
Supervisory Board members are entitled to compensation of commercially justifiable and documented expenses incurred at the time and for the purpose of performance of their duties

<p>potrebe obavljanja njihove dužnosti u svojstvu članova Nadzornog odbora.</p> <p>Društvo s članovima Nadzornog odbora ne sklapa ugovor kojim se reguliraju prava i obveze članova Nadzornog odbora te članovi Nadzornog odbora nemaju pravo na otpremninu. Isplata naknade ili dijela naknade ne može biti odgođena.</p> <p>Pri određivanju visine i vrste primitaka članova Nadzornog odbora Društvo vodi računa o plaćama i položaju svojih radnika i radnika podugovarača koje Društvo redovito koristi u poslovanju, o specifičnosti djelatnosti i položaju Društva u domaćem i međunarodnom okruženju, kao i o razini primitaka nadzornih odbora društva sličnih subjekata u konkurentskom okruženju.</p> <p>Društvo izvršava sve obveze za obračun i uplatu svih relevantnih doprinosa, poreza i prireza zajedno s uplatom neto iznosa nagrada članovima Nadzornog odbora.</p> <p>Članovi Nadzornog odbora mogu se odreći prava na definiranu naknadu.</p> <p><b>III Dozvoljeno odstupanje od ove Odluke o naknadi</b></p> <p>Društvo smije privremeno odstupiti od bilo kojeg dijela ove Odluke o naknadi ako to nužno zahtijeva dugoročna dobrobit Društva ili okolnosti koje su nepredvidive i mogu bitno utjecati na poslovanje Društva.</p> <p>Odstupanje od utvrđene Odluke o naknadi predlaže Nadzorni odbor uz sudjelovanje</p>	<p>within their capacity of Supervisory Board members.</p> <p>The Company does not enter into an agreement regulating rights and obligations of the Supervisory Board members and Supervisory Board members are not entitled to severance payment. Payment of the compensation or part of the compensation may not be postponed.</p> <p>In determining the amount and type of remuneration of members of the Supervisory Board, the Company takes into account level of salaries and status of its employees and subcontractors' workers that the Company normally engages in its activities, the specifics of the Company's business and position in the domestic and international environment as well as amount of remuneration that supervisory boards of similar entities in a competitive environment tend to receive.</p> <p>The Company shall perform all obligations related to the calculation and payment of the net amount and all relevant contributions, taxes and surcharges to the compensation to the Supervisory Board members.</p> <p>Supervisory Board members may waive their right to the defined compensation.</p> <p><b>III Deviations from this Decision on Compensation</b></p> <p>The Company may temporarily deviate from any part of its Decision on Compensation if it is absolutely necessary for the purpose of achieving the long-term well-being of the Company or due to circumstances that are unpredictable and may significantly affect the Company's business.</p> <p>Any deviations from the Decision on Compensation shall be proposed by the Supervisory Board with support of the</p>
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<p>Odbora za primitke Nadzornog odbora, a odobrava Glavna skupština.</p> <p><b>IV Donošenje, provedba i nadzor ove Odluke o naknadi</b></p> <p>Glavna skupština odlučuje o primicima članova Nadzornog odbora najmanje svake četiri godine.</p> <p>Odbor za primitke Nadzornog odbora i Nadzorni odbor nadziru provedbu ove Odluke o naknadi na način da Odbor za primitke jednom godišnje podnosi Nadzornom odboru izvješće o izvršenom nadzoru provedbe ove Odluke o naknadi.</p> <p><b>V Završne odredbe</b></p> <p>Ova Odluka o naknadi u skladu je s poslovnim strategijama, ciljevima, vrijednostima i interesima Društva, dioničara i radnika te uključuje mjere za izbjegavanje sukoba interesa.</p> <p>Ova odluka stupa na snagu danom donošenja od strane Glavne skupštine Društva.</p> <p>Odluka Glavne skupštine o naknadi objavljuje se na internetskim stranicama Društva.</p> <p>2) Članovima Nadzornog odbora određuje se mjesečna naknada za članstvo u Nadzornom odboru u neto iznosu od 1.500,00 kuna, a predsjedniku Nadzornog odbora u neto iznosu od 2.250,00 kuna.</p> <p>Predsjednik i članovi Nadzornog odbora, izuzev predstavnika radnika u Nadzornom</p>	<p>Remuneration Committee of the Supervisory Board and approved by the General Assembly.</p> <p><b>IV Adoption, implementation and supervision over this Decision on Compensation</b></p> <p>General Assembly decides on remuneration of Supervisory Board members at least once every four years.</p> <p>The Remuneration Committee of the Supervisory Board and the Supervisory Board shall supervise the implementation of the this Decision on Compensation by way of submission of a report to the Supervisory Board by the Remuneration Committee once a year on the supervision over the implementation of this Decision on Compensation.</p> <p><b>V Final provisions</b></p> <p>This Decision on Compensation has been aligned with the business strategies, objectives, values and interests of the Company, shareholders and employees and includes measures to avoid a conflict of interest.</p> <p>This decision shall enter into force as of the day of adoption by the General Assembly of the Company.</p> <p>The Decision of the General Assembly on Compensation shall be published on the Company's website.</p> <p>2) Monthly remuneration for the membership in the Supervisory Board is determined for the Supervisory Board members in net amount of HRK 1,500.00, and for the chairman of the Supervisory Board in net amount of HRK 2,250.00.</p> <p>Chairman and the members of the Supervisory Board, except the workers' representative in the</p>
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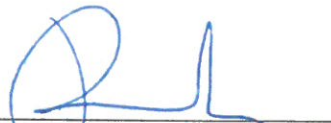
<p>odboru, neće ostvarivati pravo na navedenu naknadu ukoliko u pisanom obliku pristanu na takvu uskratu naknade.</p> <p>Odluka o iznosu naknade članova Nadzornog odbora iz ove točke vrijedi dok Glavna skupština ne odluči drugačije, a najduže četiri godine od dana donošenja.“</p>	<p>Supervisory Board, shall not be entitled to the above stated remuneration if they provide their consent to such withholding of the remuneration in writing.</p> <p>Decision on the amount of remuneration of the Supervisory Board members from this point shall apply until the General Assembly decides otherwise, and for maximum of four years from the day of adopting.”</p>
<p><b>Obrazloženje</b></p>	<p><b>Elaboration</b></p>
<p>U odnosu na prijedlog odluke o primicima članova Nadzornog odbora Društva pod točkom 5. dnevnog reda izvanredne Glavne skupštine Društva sazvane za dan 22. prosinca 2020. godine, Predlagatelj predlaže uskladiti predmetnu odluku s odredbama čl. 247. a i 269. Zakona o trgovačkim društvima te u nju, između ostalog, uključiti podatke o:</p> <ul style="list-style-type: none"> <li>(i) doprinosu primitka poslovnoj strategiji i dugoročnom razvoju Društva;</li> <li>(ii) fiksnim i varijabilnim dijelovima primitka kao i isplati primitka u dionicama Društva i odgodi isplate dijela primitka;</li> <li>(iii) utvrđivanju primitaka u odnosu na radničke primitke i uvjete rada te ugovorima između članova Nadzornog odbora i Društva;</li> <li>(iv) postupku donošenja, provedbe i nadzora odluke o primicima.</li> </ul>	<p>With respect to the proposal of the decision on remuneration of the Supervisory Board members of the Company under point 5 of the agenda of the extraordinary General Assembly of the Company convened for 22 December 2020, the Proponent proposes that the respective decision is aligned with the provision of articles 247 a and 269 of the Companies Act to include, among other, information on:</p> <ul style="list-style-type: none"> <li>(i) contribution of the remuneration to business strategy and long-term development of the Company;</li> <li>(ii) fixed and variable parts of income as well as payment of remuneration in Company's shares and postponing of payment of part of the remuneration;</li> <li>(iii) determining the remuneration in relation to workers' remuneration and working conditions as well as on the agreements between the Supervisory Board members and the Company;</li> <li>(iv) process of adopting, implementing and supervising the decision of remuneration.</li> </ul>
<p>Predlagatelj također predlaže da se naknada ne isplaćuje onim članovima Nadzornog odbora, osim predstavniku radnika u</p>	<p>The Proponent also proposes that the remuneration is not paid to the members of the Supervisory Board, except to the workers'</p>

Nadzornom odboru, koji u pisanom obliku pristanu na takvu uskratu, budući da su pojedini članovi Nadzornog odbora zaposleni u povezanim društvima Društva te za to već ostvaraju pravo na odgovarajuću naknadu.



PALUMBO GROUP S.p.A., koje zastupa  
Antonio Palumbo

representative in the Supervisory Board, who agree to such withholding in writing, given the fact that some of the members of the Supervisory Board are employed with the affiliates of the Company for which they are already entitled to adequate remuneration.



PALUMBO GROUP S.p.A., represented by  
Antonio Palumbo