

# Institut IGH d.d.

Janka Rakuše 1, 10000 Zagreb, CROATIA  
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igh@igh.hr, www.igh.hr



IGH-R-A Regular Share, ISIN HRIGH0RA0006  
Offered at the official market of the Zagreb Stock Exchange  
Notice issued in accordance with Article 459 of the Capital Market Act

Zagreb, 18 June 2014

**HANFA**  
Miramarska 24b  
10000 Zagreb

**ZAGREBAČKA BURZA**  
Ivana Lučića 2a  
10000 Zagreb  
Odjel uvrštenja

**Subject: THE COMPANY'S GENERAL ASSEMBLY MEETING**

**Pursuant to provisions of the Capital Market Act and according to Zagreb Stock Exchange rules, we hereby announce the following:**

According to decisions of the Supervisory Board of INSTITUT IGH, d.d., with the registered seat in Zagreb, Janka Rakuše 1, MBS: 080000959, OIB: 79766124714 (hereinafter referred to as the Company), and the Management Board decision, the Company's General Assembly Meeting will be held on 28 August 2014 at 10 a.m.

Invitation to the Company's General Assembly Meeting is enclosed herewith.

SPLIT 21 000  
Matice hrvatske 15  
Tel:021/558-666  
Fax:021/465-335

RIJEKA 51 000  
Slavka Tomašića 5  
Tel:051/206-100  
Fax:051/206-106

OSIJEK 31 000  
Drinska 18  
Tel:031/253-101  
Fax:031/253-104

VARAŽDIN 42 000  
Hallerova aleja 7  
Tel:042/210-970,  
042/210-722  
Fax:042/211-285

DUBROVNIK 20 000  
Vukovarska 8  
Tel:020/412-489,  
020/411-628  
Fax:020/412-489

PULA 52 100  
Divkovičeva 2/C  
Tel:052/508-220  
Fax:052/508-221

ZADAR 23 000  
Dobriše Cesarića 1  
Tel:023/220-910,  
023/323-299  
Fax:023/323-225

INSTITUT IGH, d.d.

Investor Relations Office

Mjerodavni sud:  
Trgovački sud u Zagrebu,  
registarski uložak  
s matičnim brojem (MBS)  
080000959

Temeljni kapital:  
116.604.710,00 kn  
uplaćen u cijelosti  
Broj izdanih dionica:  
IGH-R-A 264.170  
IGH-R-C 349.539  
Nominalna vrijednost  
dionice 190 kn

MB: 3750272  
OIB: 79766124714  
Poslovna banka:  
Zagrebacka banka d.d.  
IBAN:  
HR7723600001101243767  
SWIFT kod: ZABHR2X

Uprava:  
Željko Grzunov, dipl.oec., predsjednik  
Uprave  
doc.dr.sc. Jelena Bleiziffer, član Uprave

Nadzorni odbor:  
prof.dr.sc. Juro Radić, predsjednik



Pursuant to Article 277, Paragraph 2 of the Companies Act (Official Gazette No 68/13 consolidated text) and according to the decision made on 16 June 2014 by the Management Board of the company INSTITUT IGH d.d. with the registered seat in Zagreb, Janka Rakuše 1, MBS: 080000959, OIB: 79766124714, (hereinafter referred to as: the Company), the Management Board extends its invitation to the

**GENERAL ASSEMBLY MEETING**

**of the Company, which will be held on 28 August 2014 at 10:00 a.m. at the Company's premises at Janka Rakuše 1, Zagreb.**

The following

Agenda:

has been set for the Company's General Assembly meeting:

1. Opening of the General Assembly meeting of shareholders and establishment of the number of the Company's shareholders present or represented at this meeting;
2. Submittal of the Company's annual consolidated report for 2013 including the annual report of the Company's financial standing in the business year 2013, of which the basic financial reports for the year 2013 form an integral part
3. Submittal of the Supervisory board's report on the performed supervision of the Company's activities in the business year 2013
4. Decision on the use of profit of the company INSTITUT IGH d.d. for the financial year 2013
5. Decision on granting the note of release to the Company's Management Board
6. Decision on granting the note of release to the Company's Supervisory Board members
7. Decision on recall of the Company's Supervisory Board members
8. Decision on the selection of the Supervisory Board members
9. Decision on the appointment of the Company's auditor for the business year 2014.

**DECISION PROPOSALS:**

Ad 4

The Management Board and the Supervisory Board propose that the following decision be made at the General Assembly meeting:

**DECISION  
on the coverage of loss  
by the company INSTITUT IGH, d.d.  
in the financial year 2013**

**Article 1**

**It is herewith established that INSTITUT IGH, d.d. realized in the year ending 31 December 2013 the after-tax loss amounting to: HRK 45,326,196.56**

**Article 2**

**The loss realized by the company INSTITUT IGH, d.d. as defined in Article 1 of this Decision, shall be covered as follows:**

- a) **from the profit to be generated through the Company's activity in the following years ..... HRK 45,326,196.56."**

**Ad 5**

The Management Board and the Supervisory Board propose that the following decision be made at the General Assembly meeting:

„The note of release is given to the Company's Management Board for the business year of 2013.

This decision comes into force on the day of its adoption.“

**Ad 6**

The Management Board and the Supervisory Board propose that the following decision be made at the General Assembly meeting:

„The note of release is given to the Company's Supervisory Board members for the business year 2013.

This decision comes into force on the day of its adoption.“

**Ad 7**

The Supervisory Board proposes that the following decision be made at the General Assembly meeting:

„The following Supervisory Board members

1. Mr.Tomislav Alpeza,.M.Sc., OIB: 64618675832; born on 15 July 1973 Zagreb, Ulica Račkoga 10, LLB
  2. Mr.Branko Kincl, academician, OIB: 75793751608, Zagreb, Vinogradska cesta 69
- are revoked;

This decision comes into force on the day of its adoption.“

**Ad 8**

The Supervisory Board proposes that the following decision be made at the General Assembly meeting:

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„The following persons are appointed as Supervisory Board members:

1. Mr.SERGEY SERGEJEVIČ GLYADELKIN, born on 16 June 1989, with residence in the Russian Federation, Krasnaja Gora, 1-1-11, Zvenigorod, Moskovskaya oblast, MBA
2. Mr.IGOR TKAČ born on 11 June 1973, with residence in the Russian Federation, 121096 Moscow, 2 Filevskaja 6-5-59, M.Eng Civ.Eng.

II

The term in office of the Supervisory Board members named in Section I of this Decision shall last for four (4) years, from the day of their appointment to Supervisory Board pursuant to Article 26 of the Articles of Association.

III

In accordance with Article 281, Paragraph 1, of the Companies Act, the information on membership of Supervisory Board members in supervisory boards and/or management boards of other companies, and on their membership in other supervisory bodies in the country and abroad:

At the time of publication of this Invitation, SERGEY SERGEJEVIČ GLYADELKIN, was member of the management board of the companies: Real Novation SA, Avenue Property Holdings SA, BMT GmbH, UK Avenue Management.

At the time of publication of this Invitation, IGOR TKAČ, was member of the supervisory board of the company UK Avenue Management.

#### IV

This decision comes into force on the day of its adoption."

#### Ad 9

The Supervisory Board proposes that the following decision be made at the General Assembly meeting:

„The company PricewaterhouseCoopers d.o.o. for auditing, from Zagreb, Ulica kneza Ljudevita Posavskog 13, Zagreb, OIB: 81744835353, is herewith appointed as the Company's auditor for the business year of 2014.

With reference to and in compliance with Article 275, Paragraph 1, Subparagraph 7, of the Companies Act, it is herewith determined that the auditor's fee will amount to € 46,000.00 equivalent in HRK, which does not include applicable taxes (VAT) and dependant costs.

This decision comes into force on the day of its adoption."

#### *Invitation to shareholders*

Shareholders are invited to take part in the General Assembly meeting. Every shareholder of the Company has the right to take part in the work of the General Assembly, and this either in person or through its representative or proxy. Shareholders are required to announce their intention to participate in the General Assembly meeting by contacting the Company's Investor Relations Office by letter that has to be sent no later than 6 days prior to the General Assembly meeting to the following address: Janka Rakuše 1, 10000 Zagreb, Investor Relations Office, Floor II, contact persons: Mr. Zoran Emeršić or Ms. Marijana Horvat. Such letter must be received by the Company on 21 August 2014 at the latest.

The Company shareholder is every shareholder whose shares are situated on his/her intangible securities account held with the Central Depository and Clearing Company on the date this Invitation was published in the Official Gazette.

Each shareholder is also entitled to use his/her voting rights at the General Assembly meeting by electing a proxy. If a shareholder elects more than one proxy to act on his/her behalf, then the Company has the right to refuse one or several proxies nominated in this way. The power of attorney must be prepared in a written form and must contain information about the proxy, shareholder who delivers the power of attorney, total nominal value of shares, number of votes the shareholder has, authorization to act on behalf of the shareholder at the General Assembly meeting, date on which the power of attorney is issued, and the shareholder's signature. This power of attorney can also be submitted to the Company in electronic form, in PDF format, via e-mail (IR@igh.hr). The above mentioned time limit does not restrict in any way the shareholder or his proxy with respect to the time of submittal of the power of attorney. In fact, the latter may be submitted even immediately before the start of the General Assembly meeting.

The following forms will be available at the Company's web site (www.igh.hr) as of the day the Invitation to the General Assembly Meeting is made public: Invitation to the General Assembly meeting, application for participation at the General Assembly meeting, recommended power of attorney form, recommended form for revocation of the existing power of attorney, and all other information as required according to Article 280.a

of the Companies Act. Shareholders may consult all available materials on every working day from 8:30 to 15:30 hours at the Investor Relations Office, in the period starting on the date the Invitation to the General Assembly meeting is published, and ending one day before the date on which the General Assembly meeting is held.

Each shareholder shall bear the costs incurred by him/her because of participation in the General Assembly meeting. The Company shall bear the costs relating to the organization and holding of the General Assembly meeting.

Shareholders who together hold shares amounting to one twentieth of the Company's equity capital may request that an additional issue/topic be included in the agenda of the General Assembly meeting, and that such information be made public. However, a justification of the issue/topic and the relevant decision proposal shall be given for every new issue to be included in the agenda. The request for adding a new issue/topic to the agenda must be received by the Company no less than 30 days before the date on which the General Assembly meeting is to be held. This time period does not include the day on which the request has been received by the Company.

Shareholders wishing to give counterproposals to the decision proposals given by the Management Board and the Supervisory Board must do so no less than 14 days before the General Assembly meeting by submitting their justified counterproposals to the Company's address: INSTITUT IGH, d.d., Investor Relations Office, Attn: Mr. Zoran Emeršić, Janka Rakuše 1, 10000 Zagreb. The day on which the proposal has been received by the Company is not included in this time period.

INSTITUT IGH d.d.  
President of the Management Board

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Željko Grzunov