

#### **MANAGEMENT BOARD**

Av. V. Holjevca 10 ZAGREB

No: 11-18/15. Date: 29.04.2015.

Pursuant to the provisions set out in Article 277 of the Companies Act and Article 34 of the Articles of Association of INA – INDUSTRIJA NAFTE, d.d. (hereinafter: "INA d.d." or "Company"), on 18 March, 2015 and 29 April, 2015, the Management Board of the Company rendered decision on convocation of the General Assembly of the Company, and it hereby invites the shareholders of the Company to the

# GENERAL SHAREHOLDERS' ASSEMBLY of INA - Industrija nafte, d.d.

to be held on June 12, 2015 in Zagreb, Croatia at the Company headquarters, Zagreb, Avenija V. Holjevca 10 beginning at 14,00 h

# with the following agenda:

- 1. Opening of the General Assembly and establishing the attendance list
- Consolidated and unconsolidated Financial Statements for the year ended 2014 together with Independent Auditor's Report, Company and INA Group Status Report for 2014, Report on the Supervision of the Conduct of Company's Business in 2014
- 3.1 Decision on INA, d.d. 2014 profit allocation
- 3.2 Decision on transfer of other equity reserves to retained earnings
- 3.3 Decision on dividend distribution
- Discharge to the members of the Management Board for business year 2014
- Discharge to the members of the Supervisory Board for business year 2014
- 6. Decision on selection of the auditor of the Company for 2015
- 7. Decision on the amendments to the list of the Company's business activities additional activities
- 8. Decision on amendments to the Articles of Association of INA, d.d.
- 9. Approval of the completed Company's Articles of Association

INA. d.d.

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4 quai General - Guisan CH 1204

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IBAN broj - IBAN Number

HR92 2340 0091 1000 2290 2 HR70 2484 0081 1006 1948 3 Trgovački sud u Zagrebu Commercial Court in Zagreb MBS: 080000604 Uplaćen temeljni kapital – Paid capital stock 9.000.000.000.00 kn - HRK Broj izdanih dionica / Nominalna vrijednost No. of issued shares / Nominal value 10.000.000 / 900.00 kn - HRK Matični broj – Reg. No. 3586243 OIIB – 27759560625 PDV identifikacijski broj / VAT identification

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## Proposals of decisions of the General Assembly:

Ad 3.1 The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision;

# Decision on INA, d.d. 2014 profit allocation

Based on the approved Financial Statements of INA-Industrija nafte, d.d. Zagreb, profit for the year 2014 is determined in the amount of HRK 631,335,887.06 that is allocated to cover accumulated losses on equity balances.

Ad 3.2 The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

## Decision on transfer of other equity reserves to retained earnings

Part of other reserves relating to profit from the 1993 year amounting to HRK 1,448,235,678 and PSP Okoli gas inventory amounting to HRK 192,003,357 are hereby transferred to retained earnings in amount of HRK 1,640,239,035.

Ad 3.3 The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision;

## Decision on dividend distribution

The retained earnings in the amount of HRK 150,000,000.00 is allocated as follows:

For dividend payout in the amount of HRK 150,000,000.00 (meaning HRK 15.00 per share).

The General Assembly hereby establishes that the date when shareholders acquire the right to receive the dividend shall be 26 June 2015. The dividend shall be paid in cash to the registered shareholders by 12 July 2015 at the latest.

Ad 4 The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision;

Discharge is granted to members of the Management Board of INA, d.d. for the business year 2014.

Ad 5 The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision;

Discharge is granted to members of the Supervisory Board INA, d.d. for the business year 2014.

Ad 6 The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision;

# Decision on selection of the auditor of the Company for 2015

Audit company Ernst & Young, d.o.o. Radnička cesta 50, 10 000 Zagreb is selected as the Auditor of INA, d.d. in 2015.

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AT91 1200 0528 4400 3467 (USD)
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LV25 0868 6001 0887 4000 1 (USD)
NL98 INGB 0650 7815 38 (EUR)
NL23 INGB 0020 0370 90 (USD)
CH36 0874 1016 2235 0000 1

IBAN broi - IBAN Number

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HR62 2360 0001

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Credit Agricole (Suisse) SA 4 quai Genera Predsiednik i članovi Uprave / President and members of the Management Board. 4 quai General - Guisan, CH 1204 Zoltán Áldott, Niko Dalić, Gàbor Horvàth, Ivan Krešić, Davor Mayer, Péter Ra Predsjednik Nadzomog odbora / President of the Supervisory Board: Siniša Petrović



Ad 7 The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision;

# Decision on the amendments to the list of the Company's business activities - additional

The Company's list of business activities is to be amended by addition of the following lines:

- Exploration and exploitation of mineral raw materials
- Preparation of designs for construction of mining facilities and installations
- Construction or execution of individual construction works at mining facilities and installations
- Rail infrastructure management
- Rail services
- Rail transport activities
- Berthing and un-berthing of boats, yachts, fishing, sports and other boats and floating facilities
- Shipping agency operations

Ad 8 The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision;

Decision on the Amendments of the Articles of Association of INA – INDUSTRIJA NAFTE, d.d.

#### Article 1

# Article 4, paragraph 1 is to be changed and amended as follows:

- the following indents are to be added:
- Exploration and exploitation of mineral raw materials
- Preparation of designs for construction of mining facilities and installations
- Construction or execution of individual construction works at mining facilities and installations
- Rail infrastructure management
- Rail services
- Rail transport activities
- Berthing and un-berthing of boats, yachts, fishing, sports and other boats and floating facilities
- Shipping agency operations

#### Article 2

Other provisions of the Articles of Association shall remain unaffected.

#### Article 3

The decision on the Amendments of the Articles of Association shall come into effect on the date of entry into court registry.

Ad 9 The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision;

# Approval of the completed Company's Articles of Association

Approval is given by the General Assembly for the completed Articles of Association as in the enclosed text and it is an integral part of this Decision.

INA. d.d.

Avenija Većeslava Holjevca 10

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HR96 2407 0001 1001 5214 9 HR78 2390 011 1003 3707 6 HR78 2503 0071 1000 6218 3 FR76 30007 9999 27 021 672 000 59 A721 1200 0529 4400 3466 (EUR) A791 1200 0529 4400 3467 (USD) CH95 0868 6001 0887 4000 1 (EUR) CH25 0868 6001 0887 4000 1 (EUR) NL28 MCB 0050 7815 38 (EUR) NL28 MCB 0050 2370 90 (USD) CH36 0874 1016 2235 0000 1 Place de Hollande 2, Case Postale 5060 1211 Geneve 11

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Predsjednik i članovi Uprave / President and members of the Management Board. Zoltán Áldott, Niko Dalić, Gàbor Horvàth, Ivan Krešić, Davor Mayer, Péter Ratatics Predsjednik Nadzornog odbora / President of the Supervisory Board: Siniša Petrović



#### **Explanation of proposals of General Assembly decisions:**

# Ad 2: Consolidated and unconsolidated Financial Statements for the year ended 2014 together with Independent Auditor's Report, Company and INA Group Status Report for 2014, Report on the Supervision of the Conduct of Company's Business in 2014

Pursuant to the Article 280a paragraph 1 item 2 of the Companies Act, INA d.d. shall notify the shareholders that pursuant to Article 300d of the Companies Act, the Management Board and the Supervisory Board established the financial statements of the Company and consolidated annual financial statements of INA Group for the year 2014, but the General Assembly shall not decide on the abovementioned. The financial statements shall be presented to the General Assembly of the Company together with the Annual report of the Management Board on Company and Group status and operations in 2014, and Supervisory Board Report on the Supervision of the Conduct of Company's Business in 2014.

The General Assembly shall not render any decisions under this item.

# Ad 3: Decision on INA, d.d. 2014 profit allocation, Decision on transfer of other equity reserves to retained earnings, Decision on dividend distribution

Profit of INA d.d. in 2014 in the amount of HRK 631,335,887.06 is intended to cover the losses accumulated on the capital items. For INA the year 2014 has been a difficult one considering negative economic movements, drop of oil prices and unfavourable movements of demand in the key markets (Croatia, BiH, Slovenia), whereas the situation in Syria took a negative turn as well. Last year financial results were to a large extent affected by external and extraordinary factors. While continuously monitoring situation in Syria we performed impairment of Syrian assets, bearing in mind the prolonged political and safety risks. The aforementioned impairment was applied in order to ensure a fair value of assets in Syria, whereby the operating profit was decreased by HRK 1,562 mn, however the stated impairment did have an immediate effect on the cash flow. Considering the related losses and the unfavourable movements of European refinery environment in general, we impaired the Refinery and Marketing assets, which along with the retroactive taxes on refinery own consumption imposed by the Croatian Tax Administration, further weighed down the profit by HRK 325 mn.

Based on analysis of INA, d.d. Other reserves there were two amounts identified as amounts suitable for profit distribution. HRK 1.448.235.678 from combined reserves and HRK 192.003.357 from other reserves (i.e. to be treated as retained earnings and therefore adequate for coverage of losses and dividend payment).

At the Management Board session held on 29 April 2015 Management Board proposed dividend pay-out from retained earnings in the amount of HRK 150,000,000.00, which is 15.00 HRK per share. This payment is proposed to demonstrate the strength of the Company even in the challenging environment as well as to provide return to the investors thus reinforcing their confidence.

Having in mind the consolidated financial position of the Company proposed dividend pay-out will not jeopardize financing of future projects nor will have a significant impact on strong financial position and net debt levels.

# Ad 4 and 5: Discharge to the members of the Management Board and Supervisory Board for business year 2014

Pursuant to Article 280 paragraph 3 of the Companies Act, the Management and Supervisory Board propose to the General Assembly adoption of decision on the Discharge of the members of the Management Board and Supervisory Board for the year 2014. Voting on the discharge that is to be given to individual members of the Management Board i.e. Supervisory Board, may be performed separately if decided so by the General Assembly or upon request of the shareholders whose shares combined form at least one tenth of the capital stock of the Company.

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#### Ad 6: Decision on selection of the auditor of the Company for 2015

Pursuant to Article 280 paragraph 3 of the Companies Act, the Supervisory Board proposes to the General Assembly to adopt decision on election of Ernst & Young, d.o.o. Radnička cesta 50, 10 000 Zagreb, for the Business Auditor of INA, d.d. in 2015.

# Ad 7: Decision on the amendments to the list of the Company's business activities - additional activities

Amendments to the Company's list of business activities are proposed in accordance with the Company's business purposes.

#### Ad 8: Decision on amendments to the Articles of Association of INA. d.d.

Amendments to the Article 4 of the Articles of Association are required in terms of addition to the business activities as referred to in item 8 in accordance with the Company's business purposes.

## Ad 9: Approval of the completed Company's Articles of Association

No particular explanation.

# INVITATION AND INSTRUCTIONS FOR THE SHAREHOLDERS REGARDING THEIR PARTICIPATION AT THE GENERAL ASSEMBLY

# Invitation, time and venue of the General Assembly

- 1. The Company's Shareholders are hereby invited to participate in the procedures of the General Assembly of the Company to be held on June 12, 2015, in Zagreb, Croatia, at the Company's headquarters, Avenija V. Holjevca 10, at 14:00 h.
- 2. Registration of the participants of the General Assembly will take place on June 12, 2015, at the hall entrance on the mezzanine floor at the Company's headquarters, Av. V. Holjevca 10, Zagreb, from 11:30 to 13:30, after which registration will not be possible. We kindly ask that the Shareholders register on time. After the registration is finished, the shareholders or their proxies who are not listed under participants, but are registered with the Central Depository, have the right to participate at the General Assembly, but they will not be able to use their voting right.
- At the registration, the shareholders, or their authorized agents or representatives must provide a valid identification card prescribed by the law. As for the authorized agents who are legal persons, a court or other register excerpt in which the legal person is listed must be delivered if it was not delivered during submitting applications for participation at the General Assembly.

#### Participation and voting at the General Assembly

4. Each shareholder of the Company who has submitted to the Company, either personally or through their proxy or representative, an application for participation in written form no later than six days prior to the General Assembly meeting, excluding the date of receipt at the Company, i.e. by June 5, 2015., at 24:00 hours, has the right to participate in the General Assembly. A legal or natural person, who is on the last day for application for participation in the General Assembly i.e. June 5, 2015. registered as a shareholder of the Company with the Central Depository and Clearing Company Inc., Zagreb, is considered a shareholder of the Company.

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- 5. In the event that a Shareholder wishes to appoint an **authorized agent (proxy)** to attend and vote at the General Assembly, the Registration Form is to be supplemented with an Authorization. At the General Assembly, the Shareholders may be represented by an authorized agent based on valid authorization issued by the Shareholder, i.e. which on behalf of the Shareholder, which is a legal person, is issued by a person authorized to represent it according to the law.
- 6. In the Registration Form the Shareholders shall state whether they are to attend the Assembly in person or via an authorized agent. In the event that a Shareholder does not wish to attend the Assembly proceedings in person and wishes to assign the right to attendance and vote to an authorized agent, the Shareholder shall include a valid authorization to this effect.
- 7. The **Registration Form** can be found on the Company's website (www.ina.hr), and can also be obtained by fax on request to the Company Secretary's Office.

The Registration Form shall include the following particulars:

- I. Registration for the Shareholder natural person
  - Name and family name, residence, address, number of account opened with the Clearance and Depository Company and the total number of shares of the shareholder concerned
- II. Registration for the Shareholder legal person
  - company name, headquarters and address, personal identification number
  - account number at the Central Clearance and Depository Company and the total number of shares of the shareholder concerned
  - An excerpt from the court register or from other register in which the legal person is entered or a copy of such document, a certified copy or other appropriate public document clearly showing that the application was signed by a person who is under law authorized to represent the legal person concerned shall be attached to the application
- III. Registration submitted by the Shareholders' Authorized agent
  - a) Authorized agent natural person:
    - name and surname, place of residence, address of the authorized agent
    - List of shareholders representing, and account numbers at the Central Clearance and Depository Company and the total number of shares for all represented shareholders
    - All individual powers of authority on the recommended form shall be attached to the application
  - b) Authorized agent legal person:
    - company name, headquarters and address, personal identification number
    - list of shareholders representing, and account numbers at the Central Clearance and Depository Company and the total number of shares for all represented shareholder
    - Individual powers of authority given by shareholders in written form shall be attached to the application; if a shareholder is a legal person, the attachment shall contain an excerpt from the court register or other register in which the legal person is entered or a copy of such document, a certified copy or other public document clearly showing that the power of authority was signed by a person who is under law authorized to represent the legal person concerned

The Authorization for the registration for participation and/or voting at the General Assembly shall include the following particulars of the authorizer: Authorizer's name and surname or the company's name, place of residence, address or headquarters, account number at the Central Clearance and Depository Company and the total number of shares, Authorized agent's name and surname or the company's name, place of residence, address or headquarters, authorizer's signature, or legal representative or representative by law, if the authorizer is a legal person, and the text of the authorization (authorization to vote on Shareholder's behalf) stating that the authorized agent is entitled to attend and vote on behalf of the issuer on all items in the Agenda.

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Authorization shall be valid only for one general meeting, however, they will be also valid at the repeated general meeting, if any, reconvened due to lack of quorum.

If the authorizer is a legal person, the authorization shall be signed by the authorized representative. If the Registration Form or the Authorization are not prepared in Croatian, a Croatian translation certified by an official court interpreter shall be attached. The Registration Form, either for attendance in person or via an authorized agent, shall be delivered in person or via registered mail six days prior to the scheduled date of the Assembly at the latest (by 24 p.m. on June 5, 2015) to the following address:

INA-INDUSTRIJA NAFTE d.d. **Company Secretariat** ZAGREB. Aveniia V. Holievca 10 Fax: +385 1 6452103; Tel: + 385 1 6450103 "Za Glavnu skupštinu INA, d.d."

- 8. Voting shall be performed electronically. The voting procedure shall be explained as part of item 1 of the Agenda. The share capital is divided into 10 million shares, and each Company's share equals one vote at the General Assembly. The Shareholder may vote in person or via an authorized agent or via shareholders' association.
- 9. Materials pertaining to the individual items on the Agenda shall be available to all interested Shareholders at the Company's premises, as of the announcement date, at the address stated above, from 10 a.m. to 3 p.m. on working days. The materials shall also be released on the Company's website (www.ina.hr) on the same day.
- 10. In case of holders of depository receipts (DRs) issued pursuant to a foreign law, Citibank N.A. as the issuer of such DRs, shall be entitled to exercise rights of representation. Holders of DRs will be entitled to exercise their voting rights by a Letter of Authorized agent issued in favour of Citibank as the depositary, in accordance with the Articles of Association of the Company, the Deposit Agreement and applicable laws. We request the DR holders to obtain information on the detailed rules of procedure at the customer service of the Citibank. INA shall have no liability for the performance of, or failure to perform, the instructions given to securities account holder.

## Shareholders rights to ask questions, requests amendments to the agenda, counterproposals and the right to information

- 11. The shareholders who intend to ask questions or submit proposals regarding individual agenda items at the General Assembly are hereby requested, for the purpose of an efficacious organization of the work of the General Assembly, to announce their intention in writing when submitting their application for participation in the General Assembly or during the registration of participants at the latest prior to the General Assembly, and to indicate the agenda item to which their question or proposal will refer and the content of their question.
- 12. If Shareholders, who jointly hold a twentieth part of the share capital of the Company request, after the General Assembly is convened, that an additional item is included in the agenda and published, the new agenda item should be accompanied by an explanation and respective decision proposal. Shareholders shall deliver the requests to add new items to the agenda at least 30 days prior to the day of holding of the General Assembly. This deadline does not include the day that the request is received by the Company. In case the previously stated deadline is not observed, the proposed additional items of the Agenda will not be considered as validly published and no decision on them can be made at the General Assembly.
- 13. Shareholders have the right to submit counterproposals to the proposals submitted relating to a particular agenda item. Counterproposals, together with the names and surnames of shareholders, explanation and opinion by the Management Board if any, shall be reported to credit or financial institutions and to shareholder associations that voted on behalf of shareholders at the previous General Assembly and made available to shareholders on the

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Banka - Bank UniCredit Bank Austria AG

BNP Paribas (Suisse) SA

Radnička cesta 50, 10000 Zagreb Petriniska 59, 10000 Zagreb Petinişka 59, 10000 Zagreb Trg bana Josipa Jelačića 10, 10000 Zagreb R. Boškovića 16, 21000 Split Domovinskog rata 3, 23000 Zadra Jurišćeva 4, 10000 Zagreb Varšavska 9, 10000 Zagreb Varsavska 9, 10000 Zagreb Varsus Pierre Mendes 30, 75013 Paris Schottengasse 6-8, A-1010 Wien

Place de Hollande 2, Case Postale 5060 1211 Geneve 11

Adresa - Address

HR96 2407 0001 101 5214 9
HR78 2390 0011 1001 5214 9
HR78 2390 0011 1003 3707 6
HR75 2503 0071 1000 6218 3
FR76 30007 99999 27 021 672 000 59
AT21 1200 0528 4400 3466 (EUR)
AT91 1200 0528 4400 3466 (USD)
CH95 0868 6001 0887 4000 2 (EUR)
CH25 0868 6001 0887 4000 1 (USD)
NL98 INGB 0650 7815 38 (EUR)
NL23 INGB 0020 0370 90 (USD)
CH36 0874 1016 2235 0000 1

IBAN broj - IBAN Number

HR92 2340 0091 1000 2290 2 HR70 2484 0081 1006 1948 3

HR62 2360 0001

Trgovački sud u Zagrebu MBS: 080000604 Uplaćen temeljni kapital – Paid capital stock 9.000.000.000,00 kn - HRK Broj izdanih dionica / Nominalna vrijednost No. of issued shares / Nominal value 10.000.000 / 900,00 kn - HRK Matični broj - Reg. No. 3586243 OIB - 27759560625 PDV identifikacijski broj / VAT identification number HR27759560625

PO BOX 1800, 1000 BV Amsterdam Credit Agricole (Suisse) SA 4 quai General - Guisan CH 1204

Predsjednik i članovi Uprave / President and members of the Management Board. Zoltán Áldott, Niko Dalić, Gàbor Horvàth, Ivan Krešić, Davor Mayer, Péter Ra Predsjednik Nadzomog odbora / President of the Supervisory Board: Siniša Petrović



web pages of the Company (www.ina.hr, in case a shareholders submits his/her counterproposal to the Company at the Company's address, at least 14 days prior to the day the General Assembly takes place. The date counterproposal is received by the Company is not included in this 14-day deadline, which expires on May 28, 2015 accordingly. In case the shareholder does not exercise this right, he shall still be entitled to make counterproposals at the General Assembly. The same applies to shareholders proposals regarding the election of the Supervisory Board Members or appointment of the auditor of the Company.

- 14. In the event of a lack of quorum for the Assembly scheduled for 14:00 h, i.e jointly, the present or represented shareholders do not make up at least 50% of the total number of votes, the Assembly shall be convened at 16:00 h on the same day and at the same premises with the same agenda. Such repeatedly convened general meeting shall have a quorum for issues originally put on the agenda irrespective of the number of the shareholders present or represented.
- 15. The official language of the general meeting is Croatian; the Company will provide simultaneous English-Croatian and Croatian-English translation. This announcement is published in Croatian and in English, whereas the official text of this announcement is in Croatian only.

Zoltán Sándor Áldott President of the Management Board of INA, d.d.

INA. d.d.

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Banka - Bank Privredna banka Zagreb d.d Raiffeisenbank Austria d.d.

UniCredit Bank Austria AG BNP Paribas (Suisse) SA

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4 quai General - Guisan, CH 1204

Adresa - Address

Radnička cesta 50, 10000 Zagreb Petriniska 59, 10000 Zagreb

Trgovački sud u Zagrebu Commercial Court in Zagreb MBS: 080000604 Uplaćen temeljni kapital - Paid capital stock 9.000.000.000,00 kn - HRK Broj izdanih dionica / Nominalna vrijednost No. of issued shares / Nominal value 10.000.000 / 900,00 kn - HRK Matični broj - Reg. No. 3586243 OIB - 27759560625 PDV identifikacijski broj / VAT identification number HR27759560625