



Engineering and Construction Co.

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At the meeting held on 28 December 2011 the Management Board of the joint stock company INGRA from Zagreb, Alexander von Humboldt Street 4/b, convenes the

GENERAL MEETING

of the joint stock company INGRA from Zagreb, Alexander von Humboldt Street 4/b, for 17 February 2012 (Friday) at 12 o' clock, which will be held at the Company's headquarters, in Zagreb, Alexander von Humboldt Street 4/b (grand hall, 5th floor).

We propose the following

Agenda:

1. Election of Supervisory Board Member.

DECISION PROPOSAL:

INGRA Inc.'s Supervisory Board proposes the decision under point 1 to the General Meeting as follows:

Ad 1. As the Company's Supervisory Board Member we appoint Mr. Davor Štern, B.Sc.Eng., Vramčeva Street 13, Zagreb, born on 18 April 1947, OIB: 93228063711.

Conditions for participation and exercising voting rights

The shareholders can participate in the General Meeting and exercise their voting rights if they register for participation no later than seven days before the date of the General Meeting, i. e. no later but including 10 February 2012.

The state of the depository of the Central Depository and Clearing Company Inc. at the end of the last day of the deadline for submitting applications for participation i. e. on 10 February 2012 will be relevant for the participation in the General Meeting.

If the quorum is not present at the General Meeting convened for 17 February 2012 in terms of the provisions of Article 26 of the Company's Articles of Association, the following (Backup) General Meeting will be held on the same day (17 February 2012) at the same place

at 13 o' clock and it will be able to make valid decisions regardless of the number of shareholders represented therein.

A shareholder can personally participate in the General Meeting, or can be represented by a proxy based on a written power of attorney. Shareholders – legal persons can be represented in the General Meeting by a person authorized to represent or by a proxy on the basis of a valid written power of attorney regarding the representation in the General Meeting. The authorization to represent based on the law i. e. the authorization for granting the power of attorney is proven by an excerpt from the court register. The power of attorney must state the shareholder and the proxy, the total number of shares, i. e. votes belonging to him/her, the authorization of the proxy to vote in the General Meeting and perform all other actions regarding the work of the General Meeting, and the signature of the shareholders granting the power of attorney.

The shareholders who jointly hold a percentage in the amount of the twentieth part of the Company's share capital may request for a certain item to be put on the agenda of the General Meeting and for this to be announced. Along with each new item on the agenda an elaboration and decision proposal are required. The request for putting an item on the agenda must be received by the Company at least 30 days before the General Meeting, and this deadline does not include the day of receipt of the request by the Company. The shareholders' proposals, stating their name and surname, an elaboration and possibly the Management's opinion, must be available to persons mentioned in Article 281, paragraphs 1 to 3 of the Companies Act under assumptions which are determined therein, if the shareholder submits his/her counterproposal to a proposal made by the Company's Management and Supervisory Board regarding a certain item accompanied by an elaboration. Such a counterproposal must be delivered to the address of the Company's headquarters. The day of receipt of the proposal by the Company is not included in the deadline and it will be available on the Company's website (www.ingra.hr), all in accordance with Article 282, paragraph 1 of the Companies Act. If the shareholder fails to exercise the mentioned right, this will not result in losing the right to make counterproposals at the Company's General Meeting. On his request, the Management must provide the shareholder with the information on the Company's business activities at the General Meeting if this is necessary for the appraisal of matters which are on the agenda. The obligation of providing information pertains to legal and business relations with affiliated companies, all in accordance with Article 287 paragraph 1 of the Companies Act.

Shareholders are invited to come to the General Meeting 1 hour before the scheduled start for the purpose of verifying and listing the participants on time.

The invitation to the General Meeting along with the agenda and decision proposals as well as the application and power of attorney forms are also available on the Company's website www.ingra.hr.

INGRA Inc.
Management Board

Chairman of the Board
Igor Oppenheim