

**LUKA PLOČE d.d. PIN: 51228874907**  
**P L O Č E**  
**Trg kralja Tomislava 21**

Number: 4334 /18

Ploče, June 5<sup>th</sup> 2018.

Pursuant to Article 277. Para 2. of the Companies Act and Article 24. of the Article of Association of Luka Ploče d.d.(full text), with the agreement of the Supervisory Board, Company's Management Board convokes the

### **GENERAL ASSEMBLY OF LUKA PLOČE d.d., PLOČE**

to be held on July 20<sup>th</sup> 2018. at 10.00 a.m. at the Company's headquarters at address Trg kralja Tomislava 21.

Proposed General Assembly

#### **A g e n d a:**

1. Opening of the General assembly session and verification of the list of present shareholders and proxy / representatives
2. Management Board's Report on the Status and Business Operations of the Company for business year 2017.
3. Supervisory Board Report on supervision of management of business operations of the Luka Ploče d.d. Company for business year 2017.
4. Auditor's Report on performed audit of financial statements for year 2017, and of consolidated annual financial report for business year 2017.
5. Decision on adopting annual financial statements of the Company for year 2017, and of consolidated annual financial report for year 2017.
6. Decision on distribution of Company's profit in business year 2017.
7. Decision on issuing the note of release to the Management Board for year 2017.
8. Decision on issuing the note of release to the Supervisory Board for year 2017.
9. Decision on appointment of the auditor of the Company for the year 2018.

Pursuant to the provisions of the Article 280. para.3. of the Companies Act the Management Board and Supervisory Board of the Company propose to the General Assembly to adopt decisions as follows:

#### **Ad.2.**

#### **DECISION**

**On adopting of the Management Board's Report on the Status and Business Operations of the Company for business year 2017.**

*This is an English courtesy translation of the original document prepared in Croatian language*

Management Board's Report on the Status and Business Operations of the Company for business year 2017. is adopted.

**Ad.3.**

**DECISION**

**On adopting of the Supervisory Board Report on supervision of management of business operations of the Luka Ploče d.d. Company for business year 2017.**

Supervisory Board Report on supervision of management of business operations of the Luka Ploče d.d. Company for business year 2017. is adopted.

**Ad.4.**

**DECISION**

**On adopting of the Auditor's Report on performed audit of financial statements for year 2017, and of consolidated annual financial report for business year 2017.**

Auditor's Report on performed audit of company's financial statements of Luka Ploče d.d. for year 2017, and of consolidated annual financial report of Luka Ploče Group for business year 2017. is adopted.

**Ad.5.**

**DECISION**

**On adopting of annual financial statements of the Company for year 2017, and of consolidated annual financial report for business year 2017.**

Financial statements of Luka Ploče d.d. for year 2017, and the consolidated annual financial report of Luka Ploče d.d for business year 2017. are adopted.

Annual financial statements comprise:

- Balance sheet & profit and loss account
- Notes to financial statements
- Cash flow statement
- Change in capital statement
- Annual report of the position of the Company

Profit and loss account of Luka Ploče d.d. for year 2017. presents the profit after taxation in amount of 518.488,17 Kn, while the Balance sheet on date December 31<sup>st</sup> 2017. presents total Capital + Liabilities in amount of 565.538.064,17 Kn.

Profit & loss account of Luka Ploče Group presents the profit after taxation in amount of 1.257.210,00 Kn, while the Balance sheet on date December 31<sup>st</sup> 2017. presents total Capital + Liabilities in amount of 570.514.306,00 Kn.

**Ad.6.**

**DECISION**

**on distribution of Company's profit in business year 2017.**

It is determined that in business year 2017. Company Luka Ploče d.d. has incurred profit of 518.488,17 Kn.

Incurred profit of the company Luka Ploče d.d. described under I. above is to be distributed as follows:

- retained profit 518.488,17 Kn.

**Ad.7.**

**DECISION**

*This is an English courtesy translation of the original document prepared in Croatian language*

**on issuing the approval of actions( note of release) to the Management Board  
for year 2017.**

Note of release, approval of actions is given to the Company's Management Board for year 2017.

**Ad.8.**

**DECISION  
on issuing the approval of actions( note of release) to the Supervisory Board  
for year 2017.**

Note of release (approval of actions) is given to the Luka Ploče d.d. Supervisory Board for year 2017.

**Ad.9.**

**DECISION  
on appointment of the auditor of the Company for the year 2018.**

KPMG Croatia d.o.o Zagreb is appointed as the auditor of the Luka Ploče d.d. Company for the year 2018.

**TERMS AND INSTRUCTIONS FOR PARTICIPATION IN THE GENERAL ASSEMBLY**

Each shareholder of the Company who is registered as a shareholder of the Company with the Central Depository and Clearing Company Inc. Zagreb and who has submitted an application for participation in the General Assembly at the latest six days prior to the date of the General Assembly meeting has the right to participate in the General Assembly.

The application for participation in the General Assembly shall be submitted timely, directly to the Company at the Legal Affairs Department (Pravni odjel) from 12.00 – 14.00 o'clock office working days, or sent to the e-mail address [b.mateljak@luka-ploce.hr](mailto:b.mateljak@luka-ploce.hr)

The status in the Central Depository Clearing Company Inc. as is at the end of the last day of the deadline for submission of applications for participation, ie on 13 July 2018. will be relevant for the purpose of participating at the General Assembly.

The application for participation shall comprise name and family name or company name of the shareholder /his legal representative, proxy, OIB (personal identification number), address /residence address of the shareholder/legal representative, proxy number of shareholder(s)'s account(s) opened with the Central Depository and Clearing Company Inc., total number of shares of the shareholder concerned/all shareholders being represented and clear statement of intent to participate at the General assembly meeting.

If the shareholder is to be represented by proxy at the General Assembly meeting, Company has to receive the individual written power of attorney given by the shareholder. Authorization for representation on the basis of the law or the issuing of the power of attorney is proved by an extract from the court register or another register in which the legal person is registered. The power of attorney shall include the authorizing officer and the authorized person, the total number of shares, ie the votes of the authorized person to vote at the General Assembly and to perform all other activities related to the work of the General Assembly. Such power of attorney shall be submitted by the registered mail to the address of the Company's head office: Ploče, Trg kralja

Tomislava 21, Pravna služba or by personal submittal to the Legal Affairs Department from 12.00 – 14.00 o'clock on office work days or the scan copy of such power of attorney shall be sent to the Company to the e-mail address [b.mateljak@luka-ploce.hr](mailto:b.mateljak@luka-ploce.hr) in which case the original of the POA shall be submitted on the day of the General Assembly meeting.

Number of shares of each shareholder participating in the General Assembly meeting depends upon the condition of the shareholder's account in the Central Depository and Clearing Company Inc. on the last day of the deadline for applying for participation in the General assembly meeting.

The participants that have applied for participation at the General Assembly are invited to come to the General Assembly meeting at least one hour prior to its scheduled beginning for the participants registration and composing of the list of participants.

The written materials for this General Assembly meeting will be made available to the shareholders /their legal representatives from the date of publishing of this Invitation until the July 13<sup>th</sup> 2018. in the Company's Legal Affairs Department from 12.00 – 14.00 during office working days.

If the conditions at the General assembly meeting reference to the quorum set forth by Article 29. of the Article of Association of the Luka Ploče d.d. (final version), the subsequent General Assembly meeting, with the same agenda, shall take place on August 6<sup>th</sup> 2018. at 10.00 a.m. at the same venue.

This Invitation to the General Assembly and the documents as per the agenda of the General Assembly meeting, as well as the Application for participation – power of attorney authorization are available at the official web page of Luka Ploče d.d. at the address:

**[www.luka-ploce.hr](http://www.luka-ploce.hr)**

Luka Ploče d.d.  
President of the Board:  
Capt. Ivan Pavlovic

**Power of attorney AUTHORIZATION**

<b>Shareholder's company :</b>	
<b>Shareholder's address:</b>	
<b>Shareholder's PIN (OIB):</b>	
<b>Total number of shares represented by proxy:</b>	
<b>Number and name of the shareholder's account opened with the Central Depository and Clearing Company Inc being represented by the proxy:</b>	

**Hereby authorize:**

<b>Name and surname of the proxy:</b>	
<b>Address of the proxy:</b>	
<b>PIN (OIB) of the proxy:</b>	

to represent \_\_\_\_\_ at the General Assembly of Luka Ploče d.d.  
Proxy is hereby authorized on behalf of \_\_\_\_\_ to  
vote in my name and on my behalf on all items of the Agenda of the General Assembly scheduled  
for:

<b>Date of the General Assembly meeting</b>	<b>July 20<sup>th</sup> 2018.</b>
<b>Venue address:</b>	<b>Trg kralja Tomislava 21</b>
<b>Commencement time of the General Assembly meeting:</b>	<b>10,00 a.m</b>

In case that scheduled General Assembly meeting is not held due to the quorum not being met,  
this Power of attorney for the authorized proxy is valid for the subsequent General Assembly  
meeting which will take place on August 6<sup>th</sup> 2018. at 10.00 a.m.

In \_\_\_\_\_ on \_\_\_\_\_ 2018.

**Power of attorney Authorization given by \_\_\_\_\_**

*This is an English courtesy translation of the original document prepared in Croatian language.*

## APPLICATION FOR PARTICIPATION

at the General Assembly of the LUKA PLOČE d.d which will take place  
on July 20<sup>th</sup> 2018. at 10.00 a.m. at the Company's registered office in Ploče  
Trg kralja Tomislava 21

(name and family name of shareholder/shareholder's company, PIN (OIB )

(address/registered office address)

Hereby I apply for participation at the General Assembly of Luka Ploče d.d. scheduled for  
July 20<sup>th</sup> 2018. at 10.00 a.m. in Ploče, registered office of the Company,

I acknowledge the fact that I have right to participate and exercise my voting rights only  
if, beside my timely delivered Application, I am registered as the Company's shareholder  
in the Central Depository and Clearing Company Inc. on the date which is six days prior  
to the date of the General Assembly meeting.

**If you are to be represented by the legal representative, please send the power of  
attorney dully attested by Notary Public.**

---

(for legal persons: position, name and family name of the authorised person, stamp)

Date

---

(shareholder's signature/authorized person)

### NOTE:

THIS APPLICATION SHOULD BE DELIVERED AT THE COMPANY'S REGISTERED  
OFFICE, PLOČE, TRG KRALJA TOMISLAVA 21, PRAVNI ODJEL, AT THE LATEST  
SIX DAYS PRIOR TO THE DATE OF THE GENERAL ASSEMBLY, OR TO THE E-MAIL  
ADDRESS: [b.mateljak@luka-ploce.hr](mailto:b.mateljak@luka-ploce.hr)