

LUKA PLOČE d.d.
MANAGEMENT BOARD

Trg kralja Tomislava 21
20340 Ploče

No: _____/20

Ploče, June 29th 2020

Pursuant to Article 277, paragraph 2 of the Companies Act (OG 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19) and Article 24, paragraph 2 of the Articles of Association of Luka Ploče dd (hereinafter: the "Company"), on June 29th 2020, the Management Board of the Company passed the Decision on convening the General Assembly of the Company, and in accordance with Article 277, paragraph 3 of the Companies Act and Article 26 of the Company's Articles of Association, announces the

GENERAL ASSEMBLY
JOINT STOCK COMPANY LUKA PLOČE

**which will be held on Friday, August 7th 2020, starting at 10:00 am at the Company's headquarters in Ploče,
Trg kralja Tomislava 21, with the following**

AGENDA

1. Opening of the General Assembly and determining the number of present and represented shareholders or their proxies
2. Adoption of the Decision on the adoption of the Annual Financial Statements of Luka Ploče d.d. and the Consolidated Annual Financial Statements of Luka Ploče Group for 2019 with the report and opinion of the certified auditor, the Annual Report of the Management Board on the condition of the Company and Luka Ploče Group for 2019 and the Report of the Supervisory Board on the supervision of the Company's operations in 2019
3. Adoption of the Decision on the use of the Company's profit realized in 2019
4. Adoption of the Decision on granting work permits to the members of the Management Board for 2019
5. Adoption of the Decision on granting work permits to the members of the Supervisory Board for 2019
6. Adoption of the Decision on the appointment of the Company's auditor for the business year 2020
7. Adoption of the Decision on the election of a member of the Supervisory Board
8. Adoption of the Decision on recall of the President of the General Assembly
9. Adoption of the Decision on the election of the President of the General Assembly

Proposed decisions:

AD 2)

Under item 2 of the agenda, the Management Board and the Supervisory Board propose to the General Assembly to make the following decision:

1. The annual financial statements of Luka Ploče d.d. are approved. for 2019 and consolidated financial statements of Luka Ploče Group for 2019. Annual financial reports contain:
 - Balance,
 - Profit and loss account,
 - Notes to the financial statements,

- Cash flow statement,
- Statement of changes in equity,
- Annual report on the state of the company.

The profit and loss account of Luka Ploče d.d. for 2019 in which the profit after tax in the amount of HRK 521,863.59 is stated.

Balance sheet of Luka Ploče d.d. as at 31 December 2019, it shows the sum of assets or liabilities in the amount of HRK 586,404,366.40.

2. The report of the auditing company on the performed audit of the financial statements of Luka Ploče d.d. for 2019 and the consolidated annual financial statements of Luka Ploče Group for 2019 are approved.
3. The report of the Management Board on the condition of the Company in the business year 2019 is approved.
4. The report of the Supervisory Board on the performed supervision of the Company's operations in the business year 2019 is approved.
5. This Decision shall enter into force on the day of its adoption.

AD 3)

Under item 3 of the agenda, the Management Board and the Supervisory Board propose to the General Assembly to make the following decision:

1. It is established that Luka Ploče d.d. in the year ended 31.12.2019. made a profit in the amount of HRK 521,863.59.
2. Realized profit of Luka Ploče d.d. determined in point I of this Decision, shall be allocated to retained earnings.
3. This Decision shall enter into force on the day of its adoption.

AD 4)

Under item 4 of the agenda, the Management Board and the Supervisory Board propose to the General Assembly to make the following decision:

1. Approval for work is given to the members of the Management Board of the Company for the management of the Company's affairs in 2019.
2. This Decision shall enter into force on the day of its adoption.

AD 5)

Under item 5 of the agenda, the Management Board and the Supervisory Board propose to the General Assembly to make the following decision:

1. Approval for work is given to the members of the Supervisory Board for the performed supervision over the management of the Company's affairs in 2019.
2. This Decision shall enter into force on the day of its adoption.

AD 6)

Under item 6 of the agenda, the Supervisory Board proposes to the General Assembly to make the following decision:

1. KPMG Croatia d.o.o., Zagreb, Ivana Lučića 2a, is appointed as the auditor of the Company for the business year 2020.
2. This Decision shall enter into force on the day of its adoption.

AD 7)

Under item 7 of the agenda, the Supervisory Board, at the proposal of the Association of Small Shareholders of Luka Ploče d.d., proposes to the General Assembly to make the following decision:

1. For a member of the Supervisory Board of Luka Ploče d.d., Damir Spudić, Labinska ulica 2 / A, Zagreb, OIB: 17083961325, is elected for a term of 4 (in words: four) years.
2. This Decision shall enter into force on the day of its adoption.

AD 8)

Under item 8 of the agenda, the Supervisory Board proposes to the General Assembly to make the following decision:

1. The President of the General Assembly of Luka Ploče d.d. Željka Dodig, Trg kralja Tomislava 1, Ploče, OIB: 19986467318, is recalled.
2. This Decision shall enter into force on the day of its adoption.

AD 9)

Under item 9 of the agenda, the Supervisory Board, at the proposal of the shareholders of Energia naturalis d.o.o., proposes to the General Assembly the following decision:

1. For the President of the General Assembly of Luka Ploče d.d. Mirko Žderić, Trg Prišnica 3, Ploče, OIB: 22256413002, is elected for a term of 4 (in words: four) years.
2. This Decision shall enter into force on the day of its adoption.

NOTICE TO SHAREHOLDERS AND INSTRUCTIONS FOR PARTICIPATION AND EXERCISE OF VOTING RIGHTS AND SHAREHOLDERS' RIGHTS

The share capital of the Company is divided into a total of 422,967 ordinary shares, each with a nominal value of HRK 400.00. Each ordinary share entitles to one vote at the General Assembly, except for the Company's own (treasury) shares without voting rights, of which the Company has 1,719 at the time of convening the General Assembly. The total number of voting shares at the time of convening the General Assembly is 421,248.

Shareholders registered as owners on 31 July 2020 in the Central Depository and Clearing Company have the right to participate in the work of the General Assembly if they announce in writing their participation in the General Assembly no later than 6 (six) days before the Assembly. Registration for participation is made on working days from 12:00 to 14:00 in the premises of the Legal Department of the Company or at the e-mail address: m.kuzet@luka-ploce.hr. The due date of the application is not included in the specified deadline. The situation in the depository of the Central Depository and Clearing Company will be relevant for participation in the General Assembly. at the end of the last day of the deadline for submission of applications for participation, ie on 31 July 2020.

The application must contain the name and surname or company of the shareholder / proxy, OIB, residence and address of the shareholder / proxy, account number with the CDCC shareholder / each of the shareholders represented by the proxy, total number of shares owned by the shareholder / all shareholders represented by the proxy and an explicit statement that the shareholder intends to participate in the work of the General Assembly.

If the shareholder is represented at the General Assembly by a proxy, the Company shall be provided with a valid written power of attorney issued by the shareholder. The authorization for representation on the basis of law, ie the issuance of a power of attorney, is proved by an excerpt from the court register or another register in which the legal entity is registered. The power of attorney must specify the proxy and the proxy, the total number of shares or votes at his disposal and the authorization of the proxy to vote at the General Assembly and to perform all other actions related to the work of the General Assembly. The power of attorney is delivered by registered mail to the address of the Company's registered office, Ploče, Trg kralja Tomislava 21, Legal Department, or in person at the Company's Legal Department, on working days from 12:00 to 14:00, or a copy of the power of attorney is sent to e-mail: m.kuzet@luka-ploce.hr, and the original is submitted on the day of the assembly.

It is recommended to use the application forms for participation in the General Assembly and powers of attorney that can be obtained on working days from 12:00 to 14:00 in the premises of the Legal Department of the Company, and are available on the Company's website www.luka-ploce.hr.

The balance in the depository of the Central Depository and Clearing Company d.d. is relevant for the number of votes that belongs to an individual shareholder at the General Assembly. at the end of the last day of the deadline for submission of applications for participation, ie on 31 July 2020.

If shareholders who together hold shares in the amount of one twentieth of the share capital of the Company after the General Assembly is convened request that an item be placed on the agenda of the General Assembly and published, each new item on the agenda must be explained or proposed. The request for placing an item on the agenda must be received by the Company at least 30 days before the General Assembly. The deadline for receipt of the request to the Company is not included in this deadline.

Shareholders wishing to file a counter-proposal to the published proposals of the Decisions of the Management Board and the Supervisory Board may do so no later than 14 days before the General Assembly by submitting their counter-proposal to the Company with an explanation, which must be available on the Company's website. The due date of the counter-proposal is not included in the specified deadline.

At least 21 days before the General Assembly, the Company will send an invitation to the General Assembly to credit and financial institutions and shareholders' associations, who voted on behalf of shareholders at last year's General Assembly, or requested that such an invitation be sent to them. The announcement will state the possibility for shareholders to vote at the General Assembly through a proxy and through a shareholders' association.

For the purpose of compiling the list of shareholders, all shareholders who register their participation in the General Assembly should arrive at the venue no later than one hour before the scheduled time of the General Assembly.

Insight into the written materials for the General Assembly is provided to all shareholders and their proxies from the date of publication of the invitation until July 31, 2020, every working day from 12:00 to 14:00 in the premises of the Legal Department of the Company.

If the quorum conditions prescribed by Article 29 of the Articles of Association of Luka Ploče dd are not met at the General Assembly, the new General Assembly with the same agenda will be held on August 28, 2020, starting at 10:00 am, at the same place.

This invitation to the General Assembly and the documentation on the agenda of the General Assembly, the application form and the power of attorney are available on the website of Luka Ploče d.d. at the address: www.luka-ploce.hr.

**PRESIDENT OF THE
MANAGEMENT BOARD**

Hrvoje Livaja, dipl.oec.