



# LUKA PLOČE d.d.

Ploče, Trg kralja Tomislava 21

In accordance with the provisions of the Ordinance on conditions for implementation of repurchasing programmes of own shares and measures for stabilisation of financial instruments under which the exclusion from market abuse prohibition can be realized („Official Gazette“ No.5/09., hereinafter : the Ordinance), the Management Board of LUKA PLOČE d.d., with headquarters in Ploče, Trg kralja Tomislava 21 (hereinafter: Issuer), on the November 28<sup>th</sup> 2012. passes the:

## **BUY-BACK OF OWN SHARES PROGRAMME**

(hereinafter: Programme)

### **GENERAL PROVISIONS**

#### Article 1.

By a Resolution of the Zagreb Stock Exchange d.d. all ordinary shares of the Issuer have been listed on the Zagreb Stock Exchange d.d. Public Companies Quotation , and then further to a Resolution of the Zagreb Stock Exchange on October 3<sup>rd</sup> 2011.transferred to the Zagreb Stock Exchange d.d. Official Market Quotation. All listed shares bear Issuer's short code, class and edition mark: LKPC-R-A. ISIN code is: HRLKPCRA0005 (hereinafter: Shares).

The Issuer's subscribed capital amounts to HRK 169.186.800,00 (onehundredsixtyninemilliononehundredeightsixthousandeighthundred kunas) and it is divided into 422.967 (fourhundredtwentytwothousandninehundresixtyseven) ordinary shares of edition A, each with nominal value of HRK 400,00 (fourhundred kunaa). The Shares are maintained in dematerialised form as an electronic record in the computer system of the Central Depository & Clearing Company (CDCC).

A holder of the Issuer's Shares has a right to vote at a General Assembly Meeting of Issuer, in a way that each share entitles to one vote, to the right to participate in the profits of the Issuer (the dividend), and the right to receive any balance of assets after completion of liquidation or bankruptcy of the Issuer.

The shareholder also has a right to be informed about the activities and business operation of the Issuer, as well as other property and management rights in accordance with the Corporations Act (“Official Gazette” No: 111/93., 34/99., 121/99., 52/00. , 118/03., 107/07., 146/08., 137/09.) and other relevant acts and legal sources.

## **THE PURPOSE OF THE PROGRAMME**

### Article 2.

In accordance with the Resolution of the Issuer's General Assembly Meeting dated August 31<sup>st</sup> 2011. on the acquisition of own shares in accordance with Article 233. paragraph 1. of the Corporations Act, the Issuer's Management Board passes the Programme with the aim of acquiring own Shares for the purpose of realization of the programmes as defined in the Corporations Act.

The own shares buy-back Programme is to be performed in accordance with the provisions of the Corporations Act and of other relevant acts and legal sources.

## **DURATION OF THE PROGRAMME**

### Article 3.

This Programme can be implemented, in accordance with the Issuer's General Assembly Meeting Resolution dated August 31<sup>st</sup> 2011., for no longer than 5 years.

The Issuer shall implement this Programme on base of the authority awarded by the General Assembly to the Management Board to acquire own shares and perform transactions outside of the organized capital market.

The Issuer's Management Board is authorised to conclude contractual transactions independently.

## **TRADING CONDITIONS**

### Article 4.

Management Board of the Luka Ploče d.d. may acquire total number of Shares which including the already acquired shares may not amount to more than 10 % (ten percent) of the subscribed capital of the Issuer Luka Ploče d.d.

Luka Ploče d.d. may acquire own shares per the last known market price of the Luka Ploče d.d.'s share.

The daily volume of Shares purchase is to be calculated, for each transaction, in accordance with the provisions of the Ordinance.

## **DISCLOSURE**

### Article 5.

The Issuer shall publish the Programme through the official register of the prescribed information at the Croatian Financial Services Supervisory Agency and through the Zagreb Stock Exchange d.d.

The Issuer shall also, pursuant to the Article 4. paragraph 5. of the Ordinance, inform the above mentioned entities about the details of each transaction no later than 7 trading days following the date of execution of such transaction as prescribed by the Article 4. paragraph 4. of the Ordinance.

## **FINAL PROVISIONS**

### Article 6.

Company shall publish the Programme through the official register of the prescribed information at the Croatian Financial Services Supervisory Agency and through the Zagreb Stock Exchange d.d.

All additions and amendments to the Programme shall be passed by the Issuer's Management Board and the Issuer will without delay notify the Croatian Financial Services Supervisory Agency and the Zagreb Stock Exchange d.d. about such amendments in the manner used for publishing of the Programme.

This Programme enters in to force from the date of its passing and comes in to full effect on the date of its publishing at the regulated market.

LUKA PLOČE d.d.

Predsjednik Uprave

Kap. Ivan Pavlović. dipl. ing

