



URED UPRAVE

Riva 1, HR-51000 RIJEKA

Poštanski pretinac 146

TC: +385 51 496 000 Int. 2609

Telefon: +385 51 496 609

Telefax: +385 51 496 509

E-mail: dionice@lukarijeka.hr

OIB: 92590920313

MB: 3330494

MBS: 040141664

kod Trgovačkog suda u Rijeci

IBAN: HR57240200611003888148

Erste&Steiermärkische Bank d.d.

IBAN: HR4623400091117046842

Privredna banka Zagreb d.d.

ZAGREB STOCK EXCHANGE

CROATIAN FINANCIAL SERVICES
SUPERVISORY AGENCY

CROATIAN NEWS AGENCY

COMPANY WEBSITE

Rijeka, September 20th, 2017.
Reg. no. LR-PU-146/2017

SUBJECT: Amendment and supplement to the notification on the occurrence of obligation

In accordance with the provisions of the Capital Market Act and the Rules of the Zagreb Stock Exchange, we hereby disclose the attached Amendment and supplement to the notification on the occurrence of the obligation to announce a takeover bid regarding Luka Rijeka d.d., published on September 7th, 2017.

Best regards,

LUKA RIJEKA d.d.

In Zagreb, September 15th, 2017.

Croatian Financial Services Supervisory Agency
Miramarska 24b
10000 Zagreb
Fax 01/48 11 507

Zagreb Stock Exchange
Ivana Lu i a 2a
10000 Zagreb
Fax 01/46 77 680

Luka Rijeka d.d.
Riva 1
51000 RIJEKA
Fax 051 496 008

Pursuant to Article 9 paragraph 3 of the Act on the Takeover of Joint Stock Companies (Official Gazette no. 109/07, 36/09, 108/12, 90/13, 148/13), OT LOGISTICS, joint stock company with headquarters in SZCZECIN, Poland, Ul. Zbozowa 4, personal identification number: 95125631826, REGON: 930055366 (registry number) (hereinafter: **%Bidder+**) [u originalu ovdje nedostaje neki tekst prije teksta koji slijedi] for maritime traffic services, stevedoring, warehousing of goods and forwarding agents activities, with headquarters in Rijeka, Riva 1, personal identification number: 92590920313, subject registration number: 040141664 (hereinafter: **%Target company+or %Luka Rijeka d.d.+**; hereby submits an

**AMENDMENT AND SUPPLEMENT TO THE NOTIFICATION
on occurrence of the obligation to announce a takeover bid regarding Luka Rijeka d.d.
published on September 7th, 2017**

1) Company name, headquarters and business address of the Target company, amount of the share capital of the Target company and the data on the type, class and number of shares (in the absolute and relative amounts) which constitute the share capital of the target company,

The target company LUKA RIJEKA dioni ko druztvo za usluge u pomorskom prometu, lu ke usluge, skladiztenje roba i zpediciju (THE PORT OF RIJEKA joint stock company for maritime traffic services, stevedoring, warehousing of goods and forwarding agents activities), with headquarters in Rijeka, Riva 1, personal identification number: 92590920313, subject registration number: 040141664, has a share capital in the amount of 539,219,000.00 Kuna, which is divided into 13,480,475 regular registered shares with an individual nominal amount of 40.00 Kuna each, making 100% of the share capital of the Target company with ticker LKRI. The shares of the Target company are kept as dematerialized securities in the digital system of the central depository managed by the Central Depository & Clearing Company Inc., Zagreb, Heinzlova 62/2 (hereinafter: **%Depository+**), with security ticker LKRI and ISIN HRLKRIRA0007 and are listed on a regulated market, Official market segment, managed by the Zagreb Stock Exchange.

2) Company name, legal form, headquarters and business address, main activities and essential information about the business operation and the financial status of the Bidder

The bidder is OT Logistics S.A., a company established and existing under the laws of the Republic of Poland, with headquarters in ul. Zbozowa 4, 70-653 Szczecin, Poland, REGON: 930055366 (registry number), personal identification number: 95125631826.

The company OT LOGISTICS S.A., with headquarters in Poland is a modern company doing business on a European cargo transport market with a long-term tradition since 1946, annually operating with over 20 million tons of cargo and employing over 2000 workers, including over 700 workers in ports. It operates in

Poland, Germany, Austria, the Czech Republic, Slovakia, the Netherlands, Hungary, Great Britain and the United States of America.

The company's core business activity is port management and transshipment and international transport of cargo.

In 2008, OT LOGISTICS S.A. took over OT Port Swinoujscie, a bulk-cargo port and in 2014, it took over OT Port Gdynia, a conventional cargo port. Both investments represent an example of a well-executed privatization in Poland, because the number of employees remained the same, while the costs were reduced and the ports experienced a significant growth of turnover in ports, resulting in the ports starting to make profit.

In the context of international takeovers, in 2007, OT LOGISTICS S.A. took over the German company Deutsche Binnenrederai AG, which is the largest cargo transporter on the Elbe River from Hamburg to the north of the Republic of Germany, the Czech Republic, Austria and Slovakia, owning over 800 river tugboats. Furthermore, in 2014, OT LOGISTICS S.A. took over the renowned forwarding company C. Hartwig Gdynia, which has the longest business tradition . since 1858.

None of the companies affiliated with OT LOGISTICS S.A. does not hold any shares of the Target Company.

Since 2013, OT LOGISTICS S.A.'s shares are listed at the Warsaw Stock Exchange.

Essential information about the business operations and the financial status of the Bidder are as follows:

(all amounts are in thousands of Kuna)	Previous year December 31 st , 2016	Current year March 31 st , 2017
Profit and loss account		
Revenue from sale	1,225,874	381,491
Other revenue	52,370	6,494
Material costs	65,762	23,768
Staff costs	202,192	62,307
Depreciation costs	61,677	16,734
Financial revenue	1,051	114
Financial expenses	28,971	8,388
Net profit	17,277	5,910
Balance sheet		
Intangible assets	85,553	86,956
Tangible assets	471,660	485,163
Financial assets	154,673	143,775
Receivables	258,042	311,738
Cash and cash equivalents	82,826	81,535
Prepaid expenses and accrued income	0	0
Total assets	1,502,622	1,588,405
Equity and reserves	524,804	530,329
Total non-current liabilities	380,730	500,056
Total current liabilities	597,088	558,020
Accrued expenses and deferred income		
Total liabilities	1,502,622	1,588,405
Cash flow statement		
Cash flow from operations	99,339	6,488
Cash flow from investing	-101,932	-21,656
Cash flow from financing	32,407	11,781
Net increase/decrease of cash and cash equivalents	29,814	-3,387
Cash and cash equivalents at beginning of period	52,879	83,469

Share capital of the company amounts to: 539,219,000.00 kuna, it was paid in full and divided to 13,480,475 regulare shares having nominal value of 40.00 kuna.
Company Management: Vedran Dević -President, Linda Sciuca-Member, Nenad Janjić -Member, President of the Supervisory Board: Tefica Salaj

Cash and cash equivalents at the end of the period		82,693		80,082
Statement of changes in equity				
	At January 1 st of previous year	At December 31 st of previous year	At January 1 st of current year	At March 31 st of current year
Share capital	4,914	4,683	4,683	5,076
Revaluation reserves				
Statutory reserves	49,845	47,503	47,503	76,187
Other reserves	63,091	93,066	93,066	63,848
Retained earnings	383,854	379,552	379,552	385,218
Total	501,704	524,804	524,804	530,329

Financial statements can also be reviewed on the website <http://otlogistics.com.pl/relacje-inwestorskie/#side-5>

3) Company names, legal forms, headquarters and business addresses of persons acting in concert with the Bidder and the description of such actions;

The bidder is acting in concert with AZ MIROVINSKI FONDOVI (AZ PENSION FUNDS) and ERSTE MIROVINSKI FONDOVI (ERSTE PENSION FUNDS) pursuant to the inter-shareholder agreement concluded on September 15th, 2017 in Zagreb, between the Bidder and AZ obvezni mirovinski fond A kategorije, Heinzlova 70, Zagreb, personal identification number 15220336427 (hereinafter: %AZ OMF A+), AZ obvezni mirovinski fond B kategorije, Heinzlova 70, Zagreb, personal identification number: 59318506371 (hereinafter: %AZ OMF B+) (AZ OMF A and AZ OMF B hereinafter jointly AZ MIROVINSKI FONDOVI), ERSTE PLAVI OBVEZNI MIROVINSKI FOND KATEGORIJE B, Ivana Lu i a 2A, Zagreb, personal identification number: 29597039090, mandatory pension fund (hereinafter: ERSTE OMF A), Erste plavi Expert . dobrovoljni mirovinski fond, Ivana Lu i a 2A, Zagreb, personal identification number 21938195883, open voluntary pension fund (hereinafter: %Erste Expert+), Zatvoreni dobrovoljni cestarski mirovinski fond, Ivana Lu i a 2A, Zagreb, personal identification number: 41044110075, close voluntary pension fund (hereinafter: %ZDCMF+), Erste zatvoreni dobrovoljni mirovinski fond, Ivana Lu i a 2A, Zagreb, personal identification number: 52159097038, closed voluntary pension fund (hereinafter: %Erste ZDMF+), (ERSTE OMF A, ERSTE OMF B, Erste Expert, ZDCMF and Erste ZDMF hereinafter jointly: ERSTE MIROVINSKI FONDOVI). The inter-shareholder agreement regulates the harmonized implementation of voting rights of the parties at the General Assembly of the Target Company.

Pursuant to Article 5 paragraph 14 of the Act on the Takeover of Joint Stock Companies (Official Gazette 109/07, 36/09, 108/12, 90/13, 99/13, 148/13), the Shareholder acts in concert with ERSTE PLAVI OBVEZNI MIROVINSKI FOND KATEGORIJE C, Ivana Lu i a 2A, Zagreb, personal identification number: 09153883050, mandatory pension fund (hereinafter: %Erste OMF C+), Erste Plavi Protect-dobrovoljni mirovinski fond, Ivana Lu i a 2A, Zagreb, personal identification number: 55065560003, open voluntary pension fund (hereinafter: %Erste Protect+) and Nestle zatvoreni dobrovoljni mirovinski fond, personal identification number: Ivana Lu i a 2A, Zagreb, 07471714267, closed voluntary pension fund (hereinafter: %Nestle ZDMF+) (Erste OMF C, Erste Protect and Nestle ZDMF hereinafter jointly %Otheri Erste Pension Funds+ or %DEMFB+) and AZ obvezni mirovinski fond kategorije C, Heinzlova 70, Zagreb, personal identification number: 59589601337 (hereinafter: AZ OMF C) (DEMFB and AZ OMF C hereinafter jointly referred to as %Other pension funds+).

4) Information about the reasons for occurrence of the obligation to announce the takeover bid, in addition to the data on the type, class and number of shares and votes of the Target Company held by the bidder and persons acting in concert with the bidder

Until September 7th, 2017, the Bidder owned 2,805,232 regular registered shares of the Target Company, with the nominal amount of 40.00 Kuna each, representing 20.81% of the share capital of the Target Company and giving the right to 2,805,232 votes at the general assembly of the Target Company, which represents 20.81% of the total number of votes at the General Assembly of the Target Company.

In addition to the shares mentioned in the previous paragraph of this item, on September 7th, 2017, the Bidder acquired 1,584,124 regular registered shares of the Target Company, with the nominal amount of 40.00 Kuna each, representing 11.75% of the share capital of the Target Company and giving the right to 1,584,124 votes at the general assembly of the Target Company, which represents 11.75% of the total number of votes at the General Assembly of the Target Company. The Bidder acquired the shares referred to in this paragraph by purchase of 884,929 regular shares of the Target Company, with total nominal value of 35,397,160.00 Kuna, making 6.56% of the share capital of the Target company from the Republic of Croatia as the owner; 484,780 regular shares of the Target Company, with total nominal value of 19,391,200.00 Kuna, making 3.60% of the share capital of the Target Company from the Croatian Health Insurance Institute as the owner, 214,196 regular shares of the Target Company, with total nominal value of 8,567,840.00 Kuna, making 1.59% of the share capital of the Target Company from the Croatian Pension Insurance Institute as the owner, and 219 regular shares of the Target Company, with total nominal value of 8,760.00 Kuna, making 0.002% of the share capital of the Target Company from the Restructuring and Sale Center as the owner. The Bidder has acquired the shares referred to in this paragraph following an open Invitation to express interest of the issuer the Restructuring and Sale Center, as the legal representative of the Republic of Croatia, the Croatian Pension Insurance Institute and the Croatian Health Insurance Institute, and the owner of shares, which was published on August 16th, 2017. The process was completed on September 7th, 2017, by executing the transaction and the acquisition of the stated shares by the Bidder.

Following the acquisition, as of September 7th, 2017, the Bidder owns 4,389,356 regular registered shares of the Target Company, with the nominal amount of 40.00 Kuna each, representing 32.56% of the share capital of the Target Company and giving the right to 4,389,356 votes at the general assembly of the Target Company, which represents 32.56% of the total number of votes at the General Assembly of the Target Company. Thereby, the obligation occurred for the Bidder pursuant to Article 9 paragraph 1 of the Act on the Takeover of Joint Stock Companies (Official Gazette, 109/07, 36/09, 108/12, 90/13, 99/13, 148/13) to publicize a takeover bid.

On September 15th, 2017, the Bidder, AZ MIROVINSKI FONDOVI and ERSTE MIROVINSKI FONDOVI concluded an inter-shareholder Agreement, pursuant to which the Bidder, AZ MIROVINSKI FONDOVI, and ERSTE MIROVINSKI FONDOVI act in concert.

AZ obvezni mirovinski fond kategorije A, personal identification number: 15220336427 owns 115,000 regular registered shares of the Target Company, with the nominal amount of 40.00 Kuna each, representing 0.85% of the share capital of the Target Company and giving the right to 115,000 votes at the general assembly of the Target Company, which represents 0.85% of the total number of votes at the General Assembly of the Target Company.

AZ obvezni mirovinski fond kategorije B, personal identification number: 59318506371 owns 1,927,914 regular registered shares of the Target Company, with the nominal amount of 40.00 Kuna each, representing 14.30% of the share capital of the Target Company and giving the right to 1,927,914 votes at the general assembly of the Target Company, which represents 14.30% of the total number of votes at the General Assembly of the Target Company.

ERSTE PLAVI OBVEZNI MIROVINSKI FOND KATEGORIJE B, personal identification number: 37688683890 owns 1,017,260 regular registered shares of the Target Company, with the nominal amount of 40.00 Kuna each, representing 7.55% of the share capital of the Target Company and giving the right to 1,017,260 votes at the general assembly of the Target Company, which represents 7.55% of the total number of votes at the General Assembly of the Target Company.

ERSTE PLAVI OBVEZNI MIROVINSKI FOND KATEGORIJE A, personal identification number: 29597030909 owns 38,800 regular registered shares of the Target Company, with the nominal amount of 40.00 Kuna each, representing 0.29% of the share capital of the Target Company and giving the right to 38,800 votes at the general assembly of the Target Company, which represents 0.29% of the total number of votes at the General Assembly of the Target Company.

Erste plavi Expert . dobrovoljni mirovinski fond, personal identification number: 21938195883 owns 136,370 regular registered shares of the Target Company, with the nominal amount of 40.00 Kuna each, representing 1,01% of the share capital of the Target Company and giving the right to 136,370 votes at

the general assembly of the Target Company, which represents 1,01% of the total number of votes at the General Assembly of the Target Company.

Zatvoreni dobrovoljni cestarski mirovinski fond, personal identification number: 41044110075 owns 5,750 regular registered shares of the Target Company, with the nominal amount of 40.00 Kuna each, representing 0.04% of the share capital of the Target Company and giving the right to 5,750 votes at the general assembly of the Target Company, which represents 0.04% of the total number of votes at the General Assembly of the Target Company.

Erste zatvoreni dobrovoljni mirovinski fond, personal identification number: 52159097038 owns 660 regular registered shares of the Target Company, with the nominal amount of 40.00 Kuna each, representing 0.01% of the share capital of the Target Company and giving the right to 660 votes at the general assembly of the Target Company, which represents 0.01% of the total number of votes at the General Assembly of the Target Company.

Other pension funds, neither jointly nor individually own shares of the Target Company.

According to the afore-stated, the Bidder and the persons acting in concert with the Bidder jointly own 7,631,110 regular registered shares of the Target Company, with the nominal amount of 40.00 Kuna each, representing 56.61% of the share capital of the Target Company and giving the right to 7,631,110 votes at the general assembly of the Target Company, which represents 56.61% of the total number of votes at the General Assembly of the Target Company.

5) Information about the type and class of shares subject to the takeover bid

All remaining regular registered shares of the Target Company with voting rights that are kept as dematerialized securities in the digital system of the central depository managed by the Depository under ticker LKRI-R-A, ISIN: HRLKRIRA0007, listed on the regulated market, Official market segment managed by the Zagreb Stock Exchange are subject to the takeover bid; namely, 5,849,365 regular registered shares of the Target Company, with nominal amount of 40.00 Kuna each, representing 43.39% of the share capital of the Target Company and giving the right to 5,849,365 votes at general assembly of the Target Company, which represents 43.39% of the total number of votes at the General Assembly of the Target Company.

6) Statement of the Bidder

The Bidder takes the obligation to publicize the takeover bid in accordance with the deadline, procedure, manner and entirely pursuant to the Act on the Takeover of Joint Stock Companies (Official Gazette 109/07, 36/09, 108/12, 90/13, 99/13, 148/13) regarding all remaining regular registered shares of the Target Company with voting rights that are kept as dematerialized securities in the digital system of the central depository managed by the Depository under ticker LKRI-R-A, ISIN: HRLKRIRA0007, listed on the regulated market, Official market segment managed by the Zagreb Stock Exchange, i.e. namely, 5,849,365 regular registered shares of the Target Company, with nominal amount of 40.00 Kuna each, representing 43.39% of the share capital of the Target Company and giving the right to 5,849,365 votes at general assembly of the Target Company, which represents 43.39% of the total number of votes at the General Assembly of the Target Company. [u originalu slijedi tekst s o itim grezkama] registered shares with voting rights, which are kept as dematerialized securities in the digital system of the central depository managed by the Depository under ticker LKRI-R-A, ISIN shares with voting rights of the Target Company within the deadline prescribed by the Act on the Take-over of the Joint Stock Companies, in accordance with the approval of the request to publicize the takeover bid by the Croatian Financial Services Supervisory Agency.

The Bidder does not have an obligation to seek approval (consent and similar) of a public body for the acquisition of shares which are subject to the takeover bid.

This notification will be published by the Bidder through the market operator of the regulated market on which the shares of the Target Company are listed, the Zagreb Stock Exchange, and in the next issue of the Official Gazette, and it will deliver it to the Croatian Financial Services Supervisory Agency, as well as to the Target Company.

In Zagreb, September 15th, 2017.

OT LOGISTICS
Represented by:
Zoran Krajinovi , attorney at law