



Riva 1, 51 000 Rijeka – HR

Pursuant to Article 272(p) in relation to Article 250(a)(4) of the Company Act (Official Gazette 111/93, 34/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12 and 68/13, hereinafter: the CA) the Management of the company PORT OF RIJEKA j.s.c., Rijeka, Riva 1 – Rijeka (hereinafter: the Company) issues the following

STATEMENT

of compliance with the Code of Corporate Governance

The Company voluntarily applies the Code of Corporate Governance jointly drawn-up by the Croatian Financial Services Supervisory Agency and the Zagreb Stock Exchange.

The Company followed and applied the recommendations of the Code, publishing the information, the publication of which is prescribed by the applicable laws, and the information of interest to the Company's shareholders.

The detailed explanations in relation to minor aberrations from certain recommendations from the Code were set forth by the Company in the Annual Questionnaire of the Code of Corporate Governance.

The Company submits the filled-in Annual questionnaire on corporate governance to the Zagreb Stock Exchange, whereas it submits the data for drawing-up annual reports on corporate governance of issuers officially listed on the Zagreb Stock Exchange to the Croatian Financial Services Supervisory Agency.

The Company Management consists of three members:

No	First and last name	Position	Date of appointment	Personal identification number	Address of residence	Postal code	Place
1	Devčić Vedran	President	6 June 2012	93884105986	Radićeva 36	51000	RIJEKA
2	Janjić Nenad	Member	6 June 2012	33534133045	Antuna Branka Šimića 40	51000	RIJEKA
3	Sciucca Linda	Member	6 June 2012	38998999345	Nikole Tesle 4	51000	RIJEKA

The Management is appointed and revoked by the Supervisory Board for the term of five years.

The Management manages business operations of the Company in accordance with the Company's Statute and applicable laws. The Company is represented by the Company Management jointly, by the President with a member or by a member with another member of the Management.

The Management observed that business and other records and business documents were in accordance with the law, it drew up accountancy documents, it realistically evaluated assets and liabilities, it drew up financial and other reports in accordance with valid accountancy regulations and standards.

The Supervisor Board, in accordance with the requirements of the Code, carried out an internal supervision of the Company by regularly reviewing the presented reports. All issues within the competence of this body, as prescribed by the CA and the Company's Statute, were discussed and decided upon at the meetings of the Supervisory Board. The Report of the Supervisory Board on the

carried-out supervision of the business operations management is a part of the Annual Company Report submitted to the General Assembly.

The Supervisory Board consists of five members:

No	First and last name	Position	Date of appointment	Personal identification number	Address of residence	Postal code	Place
1	Štefica Salaj, dipl. iur.	President	9 November 2015	74728538129	UL. Vladimira Ruždjaka 4	10000	Zagreb
2	Piotr Wojciech Ambrozowicz, dr.oec	Vice-President	9 November 2015	95607787151	Wincentego Pola 28 m 2	51-140	Wroclaw, Republic of Poland
3	Toni Ćikić, dipl.oec.	Member	9 November 2015	54673046291	Lastovska 40	10000	Zagreb
4	Darko Peričić	Member	18 June 2012	44898703006	Rubeši 124 b	51215	Kastav
5	Trtanj Krešimir	Member	13 May 2015	50158356688	Turkovo 60 - Marinići	51216	Viškovo

The Supervisory Board has supported the Anticorruption Program of the Government of the Republic of Croatia and charged the responsible persons with carrying out the corresponding activities, appointing in that sense:

- The Auditing Board – the body providing support to the Company and the Supervisory Board regarding the efficient performance of obligations related to corporate governance, financial reporting and control of the Company. It held 1 meeting so far.

The members are: Janja Reljac (Company employee), and Piotr Wojciech Ambrozowicz and Toni Ćikić (Supervisory Board members).

- Ethics Commissioner – the person that supervises the application of the Ethical Code, promotes ethical behavior in mutual relations of employees and business partners, takes complains of employees and business partners regarding unethical and possible corruptive acts, independently collects evidence and written statements of witnesses, and it has the obligation to start and investigation based on an anonymous complaint, as well as to submit a report to competent authorities.

The Ethics Commissioner is Milica Misimović, dipl. iur.

- Workers Dignity Protection Commissioner – the person that supervises the application of the Regulations on the procedure and measures for protection of the workers' dignity takes and resolves complaints of workers.

The Workers Dignity Protection Commissioner is Ivana Majkić, dipl.iur.

The shareholders' right to vote is not limited by the Company's Statute to a certain percentage or number of votes, nor are there time limitations to exercise the right to vote. Each regular share carries a right to one vote at the General Assembly.

During the previous year, the Company did not gain its own shares.

The top ten shareholders and their standing on 31 December 2015:

No	Shareholder / Personal identification number	Stock	Share	Type of account
1	STATE ADMINISTRATIVE OFFICE FOR STATE PROPERTY MANAGEMENT (21517370020)/ REPUBLIC OF CROATIA	4,257,403	31.5820	REPRESENTATIVE ACCOUNT
2	RAIFFEISENBANK AUSTRIA J.S.C./OMNIBUS CUSTODY ACCOUNT – FOR FP	2,806,462	20.8187	OMNIBUS

				CUSTODY ACCOUNT
3	SOCIETE GENERALE-SPLITSKA BANKA J.S.C. (69326397242)/ AZ MANDATORY PENSION FUND CATEGORY B	1,915,000	14.2057	NAMED CUSTODY ACCOUNT
4	HYPO ALPE-ADRIA-BANK J.S.C.(14036333877)/PBZ CO MANDATORY PENSION FUND CATEGORY B	1,024,100	7.5969	NAMED CUSTODY ACCOUNT
5	SOCIETE GENERALE-SPLITSKA BANKA J.S.C. (69326397242)/ ERSTE PLAVI MANDATORY PENSION FUND CATEGORY B	1,011,381	7.5026	NAMED CUSTODY ACCOUNT
6	CROATIAN HEALTH INSURANCE FUND (02958272670)	484,780	3.5962	BASIC ACCOUNT
7	STATE ADMINISTRATIVE OFFICE FOR STATE PROPERTY MANAGEMENT (21517370020)/ CROATIAN PENSION INSURANCE INSTITUTE (84397956623)	214,196	1.5889	REPRESENTATIVE ACCOUNT
8	SOCIETE GENERALE-SPLITSKA BANKA J.S.C. (69326397242)/ CROATIA OSIGURANJE J.S.C.	138,580	1.0280	NAMED CUSTODY ACCOUNT
9	SOCIETE GENERALE-SPLITSKA BANKA J.S.C. (69326397242)/ ERSTE PLAVI EXPERT –VOLUNTARY PENSION FUND	136,370	1.0116	NAMED CUSTODY ACCOUNT
10	SOCIETE GENERALE-SPLITSKA BANKA J.S.C. (69326397242)/ AZ MANDATORY PENSION FUND CATEGORY A	115,000	0.8531	NAMED CUSTODY ACCOUNT
TOTAL:		12,103,272	89.7837	

Pursuant to Article 250(4) and Article 272(p) of the Company Act, this Statement is a separate section and a constituent part of the annual report on the standing of the Company for 2015.

Rijeka, 21 April 2016

Management Board

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