

**PORT OF RIJEKA j.s.c.  
MANAGEMENT BOARD**

Pursuant to Article 277 paragraph 2 of the Company Act and Article 25 paragraph 2 of the Articles of Association of the PORT OF RIJEKA JSC, with headquarters in Rijeka, Riva 1 (hereinafter: "the Company"), on 23. July 2020 the Company Management board adopted the Decision to convene the General Assembly of the Company, and thus it hereby notifies and invites the Company's shareholders, in accordance with Article 277 paragraph 3 and paragraph 6 of the Company Act, and Article 27 paragraph 2 of the Articles of Association of the Company, to the

**GENERAL ASSEMBLY  
OF THE PORT OF RIJEKA JSC**

**to be held on Monday, 31. August 2020 with the beginning at 11am at the Company's headquarters in Rijeka, Riva 1, 2<sup>nd</sup> floor, conference hall, with the following**

**A g e n d a:**

1. Opening of the General Assembly and the determination of the number of the persons and the represented shareholders or their proxies who are present
2. Annual financial statements of the Company and consolidated annual financial statements of the Luka Rijeka Group for 2019 with the report and opinion of the certified auditor, Annual report of the Management Board on the condition of the Company and the Luka Rijeka Group for 2019 and Report of the Supervisory Board on the performed supervision of the Company's operations in 2019
3. Adoption of the Decision on covering the Company's loss incurred in 2019
4. Adoption of the Decision on granting statement of release to the members of the Management Board for 2019
5. Adoption of the Decision on granting statement of release to the members of the Supervisory Board for 2019
6. Adoption of the Decision on approval of the Report on receipts of members of the Management Board and members of the Supervisory Board for 2019
7. Adoption of the Decision on approval of the remuneration policy of the members of the Management Board
8. Adoption of the Decision on approval of the Decision on receipts (remuneration) for the members of the Supervisory Board
9. Adoption of the Decision on the adoption of the Articles of Association of the joint stock company Luka Rijeka d.d.
10. Adoption of the Decision on amending the Articles of Association of Luka Rijeka d.d.
11. Adoption of the Decision on the election of a member of the Supervisory Board
12. Adoption of the Decision on the appointment of the Company's auditor for the business year 2020
13. Report of the Management Board on the realized loss of more than half of the share capital of the Company

AD 2) Pursuant to Article 300.d of the Companies Act, the Management Board and the Supervisory Board of the Company have determined the annual financial statements of the Company and the consolidated annual financial statements of the Port of Rijeka Group for 2019 with the report and opinion of the certified auditor and the General Assembly does not adopt a decision on them. These financial statements will be presented to the General Assembly of the Company together with the Annual Report of the Management Board on the condition of the Company and the Port of Rijeka Group for 2019 and the report of the Supervisory Board on the supervision of the Company's operations in 2019.

The General Assembly does not adopt any decision under this agenda item.

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

AD 3)

„I. It is established that the Port of Rijeka d.d. in the year ended 31.12.2019 realized a loss in the amount of HRK 30.842.422,24.

II. Realized loss of the Port of Rijeka d.d. determined in point I of this Decision, will be covered from the profit in the business realized in the following periods.

III. This Decision shall enter into force on the day of its adoption."

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

AD 4)

„I. Statement of release is given to the members of the Management Board of the Company for the management of the Company's affairs in 2019:

1. Duško Grabovac, Deputy President of the Management Board, for the period from 1 May 2019 to 31 December 2019,
2. Tomislav Kalafatić, Member of the Management Board, for the period from 1 January 2019 to 31 December 2019,
3. Bartłomiej Michał Pastwa, Member of the Management Board, for the period from 1 January 2019 to 31 December 2019.

II. No statement of release is given to the President of the Management Board of the Company for the management of the Company's affairs in 2019:

1. Jędrzej Mirosław Mierzewski, President of the Management Board, for the period from 1 January 2019 to 31 March 2019

III. This Decision shall enter into force on the day of its adoption.“

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

AD 5)

„I. Statement of release is given to the members of the Supervisory Board for the performed supervision over the management of the Company's affairs in 2019:

1. Alen Jugović, President, for the period from 1 January 2019 to 31 December 2019,
2. Zbigniew Nowik, Vice-President, for the period from 1 January 2019 to 31 December 2019,
3. Jerzy Grzegorz Majewski, for the period from 1 January 2019 to 31 December 2019,
4. Duško Grabovac, for the period from 1 January 2019 to 30 April 2019,
5. Dragica Varljen, for the period from January 1, 2019 to December 31, 2019.

II. This Decision shall enter into force on the day of its adoption.“

Under item 6 of the agenda, the Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

AD 6)

„I. The revised Report on remuneration of members of the Management Board and members of the Supervisory Board for 2019 is approved.

II. The report on the remuneration of members of the Management Board and members of the Supervisory Board for 2019 referred to in item I of this Decision, together with the Auditor's Report, shall be attached to this Decision and shall form an integral part thereof.

III. This Decision shall enter into force on the day of its adoption.“

Under item 7 of the agenda, the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

AD 7)

„ I. The Remuneration Policy for members of the Management Board is approved.

II. The remuneration policy for members of the Management Board referred to in item I of this Decision shall be attached to this Decision and shall form an integral part thereof

III. This Decision shall enter into force on the day of its adoption.“

Under item 8 of the agenda, the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

AD 8)

„ I. The Decision on receipts (remuneration for work) of the members of the Supervisory Board is approved.

II. The decision on the receipts (remuneration for work) of the members of the Supervisory Board referred to in item I of this Decision shall be attached to this Decision and shall form an integral part thereof.

III. This Decision shall enter into force on the day of its adoption.“

Under item 9 of the agenda, the Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

AD 9)

„ I. The Articles of Association of the joint stock company Luka Rijeka d.d. which completely replaces the Articles of Association adopted at the Constituent Assembly on December 23, 1998, with all its subsequent amendments is adopted.

II. The Articles of Association referred to in item I is an integral part of this Decision.

III. This Decision shall enter into force on the day of its entry in the court register.“

## **THE ARTICLES OF ASSOCIATION of the joint stock company Luka Rijeka**

The General Assembly of LUKA RIJEKA d.d. held on \_\_. \_\_. 2020. adopted a decision approving the Articles of Association of the Joint Stock Company Luka Rijeka d.d. and replacing in full the Articles of Association adopted on December 23, 1998. with all its subsequent amendments and additions.

### **THE ARTICLES OF ASSOCIATION of the joint stock company Luka Rijeka**

#### **INTRODUCTORY PROVISIONS**

##### **Article 1**

- 1) These Articles of Association are the highest general act of Luka Rijeka d.d. (hereinafter: the Company), which prescribe the basic rules related to the legal status and organization of the Company, as well as rules related to mutual relations between the shareholders and the Company.
- 2) These Articles of Association regulate and prescribe the following:
  - the name and the headquarters of the Company
  - the business activities of the Company
  - the amount of share capital
  - the nominal amount, number and type of shares
  - bodies of the Company
  - manner and form of publishing notices of the Company
  - duration and termination of the Company
  - other issues of importance for business operations of the Company.

#### **THE COMPANY NAME**

##### **Article 2**

- 1) The Company shall operate under the name **Luka Rijeka, dioničko društvo za usluge u pomorskom prometu, lučke usluge, skladištenje roba i špediciju.**

The translation of the company name into the English language is as follows: The Port of Rijeka, joint stock company for maritime traffic services, stevedoring, warehousing of goods and forwarding agents activities.

The translation of the Company name into the German language is as follows: Hafen Rijeka, Aktiengesellschaft für Seewesendienstleistungen, Hafendienstleistungen, Lagerung der Ware und Spedition.

- 2) The abbreviated Company name is as follows: **Luka Rijeka d.d.**

The translation of the abbreviated company name into the English language is: The Port of Rijeka.

The translation of the abbreviated Company name into the German language is: Hafen Rijeka.

- 3) The Company name may be amended by a decision of the General Assembly.
- 4) The Company has a trademark. The description of the trademark shall be determined in a separate decision of the Supervisory Board.

## **THE HEADQUARTERS**

### **Article 3**

- 1) The headquarters of the Company are in **Rijeka**.
- 2) The business address of the Company is determined by decision of the Management Board.

## **THE STAMP**

### **Article 4**

- 1) The Company shall use in its operations a stamp and a dry seal containing the abbreviated Company and the headquarters.
- 2) The form, contents, size, manner of use, safe-keeping and the number of stamps and dry seals shall be determined in a separate decision of the Management Board.

## **THE COMPANY'S OBJECTS**

### **Article 5**

- 1) The Company will engage in the following activities:
  - \* Mooring and unmooring of vessels, yachts, fishing, sport and other boats and floating objects
  - \* Loading, unloading, transshipment of goods
  - \* Warehousing, transfer and finishing of goods and other materials
  - \* Handling of passengers – parking
  - \* Supplying vessels and other users with water, steam, ice, electric power, material, telephone services, goods, petroleum and petroleum products and other services
  - \* Loading and unloading of passengers
  - \* Providing services to passengers
  - \* Towing
  - \* Servicing port mechanization
  - \* Port agency and forwarding agency services
  - \* International freight forwarding
  - \* Quality and quantity of goods control services
  - \* Fastening of cargo
  - \* Coating and securing of cargo and transport means
  - \* Representation of foreign persons, sale of foreign goods from consignment warehouses and maintenance services related to maintenance of equipment and durable goods for personal consumption
  - \* Activities related to users of the Free zone
  - \* Construction, designing and construction supervision
  - \* Services related to pulling out anchors, moving of anchors, cable laying and pipelaying, supplying and other services to drilling rigs, units and offshore platforms
  - \* Diving and other underwater works
  - \* Container repair
  - \* Processing and preservation of fruit and vegetables
  - \* Graphic services

- \* Processing of wood and wood products except furniture, processing of straw products and wicker work
- \* Manufacture of wood packaging
- \* Publishing and printing activities, duplicating recorded tracks
- \* Renting of own property
- \* Computing and related activities
- \* Other business activities
- \* Purchase and sale of goods
- \* Commercial agency in the domestic and foreign markets
- \* Preparation of food and providing services related to nutrition, preparing and serving drinks and beverages
- \* Providing accommodation services
- \* Transport of passengers and cargo in the internal and international road transport
- \* Firefighting activities
- \* Servicing and maintenance of fire extinguishers
- \* Activities related to the preparation of legal criteria for attestation.

- 2) For performing the activities referred to in paragraph 1 of this Article, the Company may take all legal actions and conclude all types of legal transactions, in particular, it may establish companies, branches and participate in other companies with its capital, it may conclude entrepreneurial contracts and tie into a group of companies in the country and abroad.
- 3) In addition to the activities referred to in paragraphs 1 and 2 of this Article, the Company may engage in other activities serving for performing the activities registered in the company registry, if they are to a lesser extent or usually being performed along with the registered activity.

## **THE SHARE CAPITAL OF THE COMPANY**

### **Article 6**

- 1) The share capital of the Company amounts to 539,219,000.00 Kuna (in words: five hundred thirty-nine million, two hundred nineteen thousand Kuna).

## **SHARES OF THE COMPANY**

### **I Number of shares**

#### **Article 7**

- 1) The share capital of the Company is divided into 13,480,475 (in words: thirteen million, four hundred eighty thousand, four hundred seventy-five) ordinary registered shares each having the nominal value of 40.00 Kuna (in words: forty kuna). All ordinary shares give the shareholders equal rights in accordance with the provisions of the Company Act.

### **II Types of shares**

#### **Article 8**

- 1) The Company may issue several types of shares in accordance with the provisions of the Company Act.

#### **Article 9**

- 1) A share cannot be divided. If several persons acquire one share, they exercise the rights arising from such share as holders of an indivisible right, through a joint proxy.
- 2) The power of attorney shall be in written form.

**Article 10**

- 1) The shares of the Company shall be issued in electronic form and exist only in a form of electronic record on the securities account in the computer system of a legal person authorized by law.

**III Payment of shares****Article 11**

- 1) Newly emitted shares shall be paid only in Kuna to the account of the Company with an authorized financial institution in the Republic of Croatia.
- 2) Pursuant to a decision of the General Assembly, shares may also be paid by contribution of items or rights.
- 3) In any case, the shares shall be paid in such manner that the Company may freely dispose of the amounts paid for the shares of the Company, as well as the contributed items and rights.

**Article 12**

- 1) The decision to issue shares is adopted by the General Assembly.

**IV Acquisition of own shares****Article 13**

- 1) The Company may acquire its own shares in accordance with the law.
- 2) For the acquisition of own shares, except when acquired on the basis of the powers of the General Assembly, the alienation and the encumbrance of the Company's own shares, the Management Board shall obtain the prior approval of the Supervisory Board of the Company.

**V Transfer of shares and encumbrances on shares****Article 14**

- 1) The shares of the Company issued in electronic form shall be transferred in the manner determined by the law governing the intangible securities.
- 2) In the case of unpaid shares acquired during the process of transformation of social enterprises they shall be transferred by contract where the signature of the transferor must be certified by the notary public and must contain mandatory elements prescribed by the law

**VI Registry of shares****Article 15**

- 1) Registered shares are entered into the securities account in the computer system of the Središnje klirinško depozitarno društvo d.d. (Central Depository and Clearing Company Inc.) where a share is electronically registered. The records of share ownership are maintained by the Central Depository and Clearing Company Inc (hereinafter: CDCC).
- 2) The Company may maintain a share registry as auxiliary records.

- 3) Only the person recorded in the depository with the Central Depository and Clearing Company Inc. is deemed a shareholder in relation to the Company.
- 4) The shareholder shall inform the Central Depository and Clearing Company Inc. of the change of personal information recorded in the depository with the Central Depository and Clearing Company Inc. in a timely manner, and shall take all other necessary actions to enter the change in the depository with the Central Depository and Clearing Company Inc.
- 5) All entries in the Central Depository and Clearing Company Inc. shall be made on the basis of written requests of the interested party in accordance with the applicable regulations and rules of the CDCC.

## **THE BODIES OF THE COMPANY**

### **Article 16**

- 1) The bodies of the Company are as follows: the General Assembly, the Supervisory Board, the Management Board and Audit Committee.

## **THE GENERAL ASSEMBLY**

### **Article 17**

- 1) The General Assembly of the Company is a body through which the shareholders exercise their management rights in the Company.
- 2) A shareholder has the right to participate in the activities of the General Assembly and it may exercise its rights personally, through a representative or through a proxy.
- 3) Shareholders that are legal persons shall be represented at the assembly by a person who is authorized, in accordance with the law, to represent the legal person and whose power of attorney is registered in the court register or by a proxy.
- 4) The shareholders may be represented by natural or legal persons on the basis of a valid power of attorney.
- 5) The power of attorney must be in a written form and must contain the following: information about the proxy, information about the shareholder issuing the power of attorney, number of share which the shareholder holds, authorities to represent the shareholder regarding the activities and adopting decisions in the General Assembly, date of issue and term of validity of the power of attorney signature of the issuer, and in the case of legal person, a signature of the person authorized to represent the legal person and the seal of the legal person.
- 6) The power of attorney shall be submitted to the Management Board no later than the beginning of the General Assembly.
- 7) A shareholder may be precluded from voting at the General Assembly only in cases prescribed by law.
- 8) The Management Board and the Supervisory Board shall participate in the activities of the General Assembly, even when they are not shareholders.

## **I Scope of duties of the General Assembly**

### **Article 18**

1) The General Assembly shall decide on the following issues:

- election and dismissal of the Supervisory Board members, unless appointed to that board,
- use of profits,
- ratification of the acts of the Management Board and the Supervisory Board
- appointment of an auditor of the Company
- appointment of an auditor to examine the acts taken during the establishment of the Company or the acts related to managing the Company and determination of a fee for the auditor's work,
- amendments and supplements of the Articles of Association,
- increase and decrease of the share capital of the Company,
- cessation of the Company,
- adopting the Rules of Procedure for the General Assembly
- issuing a new emission of shares,
- changes related to the status of the Company.

2) The decisions pertaining to:

- amendments and supplements of the Articles of Association of the Company,
- increase and decrease of the share capital of the Company,
- issuing a new emission of shares,
- changes related to the status of the Company
- revocation of a member of the Supervisory Board before his/her term of office expires,
- other issues for which a qualified majority is required by law are deemed adopted if the shareholders having at least 75% (in words: seventy five percent) of votes at the General Assembly vote for the decision.

3) The General Assembly may decide on the management of the Company's affairs only on the basis of a request of the Management Board.

4) In addition to the issue referred to in paragraph 1 of this Article, the General Assembly also decides on other issues for which it has been made competent by law or this Articles of Association.

## **II Convening the General Assembly**

### **Article 19**

1) The General Assembly of the Company shall be convened at least once a year, and must be held in the first eight months of the business year. The General Assembly must be convened whenever prescribed by law and these Articles of Association and when the interests of the Company so require.

2) The General Assembly shall be convened by the Management Board in the manner prescribed by law and Rules of Procedure of the General Assembly.

3) The Supervisory Board is also authorized to convene the General Assembly and it shall convene the General Assembly whenever the well-being of the Company requires so.

4) The request for convening the General Assembly may be submitted to the Management Board of the Company in written form by shareholders who jointly hold shares in the amount of 5% of the Company's share capital and who state the purpose and the reasons for their request. If the mentioned requirements are met, the Management Board shall convene the General Assembly.

5) The General Assembly is held in Rijeka at the place listed in the summons by the convener of the General Assembly.



**Article 20**

- 1) The right to participate in the work of the General Assembly of the Company shall have all the shareholders registered in the Register of shares at least 21 days prior to the day of the assembly and announcing their participation at the general assembly. The application must be submitted to the company no later than 6 days before the day of the General Assembly. An application shall contain the name and surname of a shareholder, the number of shares and the statement that the shareholder plans to participate in the activities of the General Assembly.
- 2) The shareholders who have applied for participation receive an application certificate, which they submit to the committee in charge of recording the present shareholders one hour prior to the scheduled start of the General Assembly meeting.

**Article 21**

- 1) The General Assembly must be convened at least thirty days prior to the day it is held, which does not include the day of the announcement of the call and the day of the General Assembly, and the deadline is extended for the dates specified for the participation registration at the General Assembly.

The summons to the General Assembly together with the decision proposals to be adopted shall be published on the website of the court registry and in the company's journal - on the Company's website.

**Article 22**

- 1) The proposals of the shareholders regarding the agenda of the General Assembly and the decision proposals shall be submitted in accordance with Article 282 of the Company Act.

**III The quorum****Article 23**

- 1) The General Assembly may adopt valid decisions if shareholders or their proxies who individually or jointly hold shares, the nominal value of which is over 50% (in words: fifty percent) of the share capital of the Company at the time the General Assembly is held, participate in its activities, provided that the law or these Articles of Association do not prescribe otherwise for individual cases.
- 2) If the General Assembly that was initially convened did not have a quorum according to paragraph 1 of this Article, the next assembly shall take place on the following day, which has to be determined in the summons for the General Assembly.
- 3) Valid decisions may be adopted at the next assembly if shareholders or their proxies who individually or jointly hold shares, the nominal value of which is over 30% (in words: thirty percent) of the share capital of the Company at the time the next General Assembly is held, participate in its activities.

**Article 24**

- 1) Immediately before the meeting of the General Assembly, an official authorized by the Management Board shall present the list of recorded shareholders with the number of pertaining votes to the president of the General Assembly. On the basis of this list, the president of the General Assembly shall determine the number of votes each of the participant of the meeting has and whether the persons who are present at the

General Assembly are legitimized to participate in its activities, and he/she shall submit a report to that effect to the General Assembly, which will be recorded in the minutes.

#### **IV Adopting decisions**

##### **Article 25**

- 1) The General Assembly adopts decisions with an ordinary majority of given votes.
- 2) Decisions shall be adopted with a qualified majority of given votes only when strictly prescribed by law and these Articles of Association.

#### **V Right to vote**

##### **Article 26**

- 1) Each ordinary share of the Company gives the right to one vote in the General Assembly of the Company.
- 2) Voting in the General Assembly is public unless the General Assembly decides that the voting shall be secret.

#### **VI The president of the Assembly**

##### **Article 27**

- 1) The General Assembly shall be presided by the president of the General Assembly elected by the General Assembly for each meeting according to the proposal of shareholders who jointly hold shares in the amount over 5% of the share capital of the Company.

##### **Article 28**

- 1) The president of the General Assembly shall have the following duties, in particular:
  - opening a meeting of the General Assembly and determining the quorum,
  - presiding over and heading the meetings of the General Assembly,
  - examining and determining whether the requirements for participation and voting of the shareholders have been met,
  - signing the list of participants,
  - determining the voting schedule regarding individual proposals,
  - determining the manner of voting regarding individual decisions,
  - determining the voting results,
  - taking care of order at the meeting,
  - signing the Articles of Association of the Company and its amendments and supplements, decisions and acts rendered or adopted by the General Assembly,
  - communicating with other bodies of the Company and third parties on behalf of the General Assembly, when this is prescribed by law and these Articles of Association,
  - concluding a meeting,
  - performing other tasks prescribed by law or these Articles of Association.

##### **Article 29**

- 1) Each decision of the General Assembly shall be stated in the minutes taken by a public notary in accordance with the law.
- 2) The Management Board shall deliver to the registry court a publicly attested copy of the minutes with attachments following a meeting of the General Assembly, without delay.

**Article 30**

- 1) Decisions and minutes of the General Assembly shall be entered into the registry of decisions and minutes of the General Assembly kept by the Management Board. The Decisions shall be numbered if separately drawn-up and they shall be entered into the registry by the order in which they were adopted. Minutes shall be entered into the registry chronologically.
- 2) The General Assembly may adopt the Rules of Procedure of the General Assembly.

**Article 31**

- 1) The Management Board shall, at the request of a shareholder, inform each shareholder of the Company's business in the General Assembly, if it is necessary to consider issues that are on the agenda. The obligation to inform relates also to legal and business relations of the Company with the associated companies.
- 2) The Management Board may withhold the information in cases and under conditions prescribed by the law.

**VII A special assembly and separate voting**

**Article 32**

- 1) In the case that the Company issues shares of various types giving rise to different rights, the decisions pertaining to only a particular type of shares (separate decisions) shall be adopted either in special assemblies of shareholders holding the particular shares, or by separate voting in the General Assembly.
- 2) A special assembly shall be convened by shareholders having the right to vote at such assembly, whose shares make 10% of those shares on the basis of which voting is possible in the special assembly.

**VIII Costs of holding the General Assembly**

**Article 33**

- 1) Each shareholder shall individually bear its own costs of participating in the General Assembly, whereas the costs of preparation and holding the General Assembly shall be borne by the Company.

**IX Special audit**

**Article 34**

- 1) For the purpose of examining the actions taken in managing the company's business affairs and measures taken to increase or decrease the share capital of the Company, the General Assembly may appoint special auditors of the company by ordinary majority of votes, in accordance with the law.

**THE SUPERVISORY BOARD**

**I Number of members and requirements for membership**

**Article 35**

- 1) The Supervisory Board of the Company have 5 (five) members.
- 2) A natural person with full contractual capacity may be a member of the Supervisory Board.
- 3) The following persons may not be members of the Supervisory Board:

- a member of the Management Board of the Company
- a member of the Management Board or Board of Directors in ten companies
- a member of the Management Board or Executive Director of a company subsidiary to the joint stock company
- a member of the Management Board or executive director of another for-profit company whose member of the Supervisory Board or Board of Directors is a member of the Company's Management Board
- the person mentioned in Article 239 paragraph 2 of the Company Act
- a person who individually or jointly with other persons performs activities which are competing with the Company's activities
- a person who is a member of the competitor company or its body or is a procurator or official in such company or acts for such company in some other capacity.

## **II Term of office**

### **Article 36**

- 1) The term of office of the members of the Supervisory Board shall be 4 (four) years as of the date determined by the decision on the election/appointment and they may be reelected/appointed.

## **III Election and appointment**

### **Article 37**

- 1) Three members of the Supervisory Board, shall be elected by the General Assembly of the Company by ordinary majority of votes. As long as the Republic of Croatia holds shares representing at least 20% of the total number of issued shares, it has the right to appoint one member of the Supervisory Board, while one member of the Supervisory Board shall be elected by the employees of LUKA RIJEKA d.d. in accordance with the Labour Law.

### **Article 38**

- 1) The Supervisory Board shall be constituted within eight days counting from the day of election at the latest.
- 2) The members of the Supervisory Board shall elect the president of the Supervisory Board at the constituting meeting of the Supervisory Board, on the proposal of at least one member of the Supervisory Board, whereas they shall also elect at least one vice-president of the Supervisory Board on the proposal of the president of the Supervisory Board.

## **IV Scope of duties**

### **Article 39**

- 1) The Supervisory Board shall supervise the management of the Company's business affairs.
- 2) Other authorities of the Supervisory Board are as follows:
  - appointing and dismissing the Management Board,
  - proposing the appointment of Supervisory Board members to the General Assembly,
  - adopting individual decisions limiting the Management in managing the Company's business affairs,
  - determining the criteria for setting the salaries of the Management Board,
  - giving consent for performance of tasks listed in Article 48 paragraph 2 of the Company's Articles of Association to the Management Board.

- representing the Company before the Management Board, if there is a dispute between the Management Board and the Company,
- submitting a written report on the conducted supervision to the General Assembly,
- examining and determining the annual financial statements,
- amending and supplementing the provisions of the Articles of Association on the basis of a decision of the General Assembly, in so far as it is of editing nature,
- appointing and dismissing the members of its committees for the purpose of preparing decisions, which it adopts and supervising their implementation,
- requesting reports on all questions of significance for business affairs and state of the Company from the Management Board,
- convening the General Assembly of the Company by ordinary majority of votes when it is necessary for the company's well-being,
- submitting proposals of decisions to be adopted to the General Assembly, jointly with the Management Board or individually,
- adopting the Rules of Procedure for its work,
- giving consent to contracts concluded between a member of the Supervisory Board and the company,
- adopting general acts from its scope of duties,
- performing other tasks explicitly prescribed by law or these Articles of Association.

#### **Article 40**

- 1) The Supervisory Board may review and examine the financial records and documents of the Company, the treasury, securities and other items. For this purpose, the Supervisory Board may engage its individual members or experts.

#### **Article 41**

- 1) The Supervisory Board shall submit to the General Assembly a written report on the performed supervision regarding the management of the Company's business affairs.
- 2) The Supervisory Board shall particularly state in the report whether the Company acts in accordance with the law and acts of the Company and the decisions of the General Assembly, whether the annual financial statements were made in accordance with the state of the financial records of the Company and whether they correctly depict the state of business affairs of the Company and its position regarding the proposal of the Management Board for the use of profits and covering losses in the Company, the report on the state of the Company, the audit report, as well as whether it has objections to the submitted reports and whether it gives its consent to the reports submitted to it by the Management Board.
- 3) The members disagreeing with a particular part of the report or with the entire report shall submit their objections to the General Assembly in written form.

### **V Method of working of the Supervisory Board**

#### **Article 42**

- 1) The Supervisory Board shall adopt decisions at meetings. Each member of the Supervisory Board has the right to one vote.
- 2) The Supervisory Board may adopt decisions if at least 3 of its members are present at the meeting. The decisions shall be adopted by ordinary majority of votes of all members. If the votes are equally distributed when deciding, the president of the Supervisory Board has the decisive vote. In the case the president of the Supervisory Board is absent, the vote of the vice-president is decisive.

- 3) The absent members of the Supervisory Board may participate in adopting decisions by casting their votes in written form in advance and until the beginning of the meeting at the latest.
- 4) A vote in the Supervisory Board may be cast during or after the meeting is held, via letter, telegram, telephone, fax or other appropriate means, provided that other members of the Supervisory Board agree to this.
- 5) The Supervisory Board may adopt decisions without holding a meeting if none of the members of the Supervisory Board requests that the meeting is held. Such decisions shall be verified at the first subsequent meeting of the Supervisory Board.

#### **Article 43**

- 1) In the case the president of the Supervisory Board is unable to attend, the vice-president shall deputize him/her.
- 2) If the president of the Supervisory Board or the vice-president cease performing their functions before the expiry of the term of office, a new president or vice-president shall be elected with the term of office that will last until the expiry of the term of office of the initially elected president or vice-president. If both the president and the vice-president are unable to perform the duties, they shall be deputized by the oldest member of the Supervisory Board.

#### **Article 44**

- 1) The Supervisory Board may appoint committees for the purpose of preparing decisions it is adopting and to supervise their implementation.
- 2) The committees shall not decide on the issues which are in the competence of the Supervisory Board.

#### **Article 45**

- 1) The members of the Supervisory Board shall perform their duties with due care and diligence of a prudent businessman and shall not disclose confidential information of the Company.
- 2) The members of the Supervisory Board who breach their obligations shall jointly and severally be liable for damages to the Company.

#### **Article 46**

- 3) The fee for work of the members of the Supervisory Board as well as the right to reimbursement of other expenses shall be determined in a decision of the General Assembly of the Company both for the members and for the president of the Supervisory Boards.

### **THE MANAGEMENT BOARD OF THE COMPANY**

#### **I Composition and term of office of the Management Board**

#### **Article 47**

- 1) The Management Board of the Company shall consist of two to three members. In a multi-member Management Board, one member is appointed the President of the Management Board, while others are

Management Board members - directors. The number of Management Board members is determined by the decision of the Supervisory Board of the Company.

- 2) The term of office of the members of the Management Board is three years, with the possibility of reelection.
- 3) The members of the Management Board and the president shall be appointed and dismissed by the Supervisory Board by ordinary majority of votes.

## **II Scope of duties**

### **Article 48**

- 1) The Management Board shall have the following duties, in particular:
  - managing the business affairs of the Company,
  - organizing and managing the work process and the business affairs of the Company,
  - representing the Company towards third parties and being liable for the operations of the Company in accordance with the law,
  - preparing proposals for the General Assembly of the Company,
  - preparing decisions, acts and general acts, the adoption of which is in the competence of the General Assembly,
  - implementing decisions of the General Assembly and the Supervisory Board,
  - adopting plans and the operating program of the Company,
  - determining the business policies of the Company,
  - managing the business operations of the Company,
  - preparing contracts which are concluded with consent of the General Assembly and the Supervisory Board,
  - convening the General Assembly in the cases prescribed by law and these Articles of Association,
  - adopting acts and decisions related to the business objects of the Company,
  - submitting business reports to the Supervisory Board in accordance with the provisions of the law, as well as reports related to other issues of importance to the business affairs and the state of the Company, as requested by the Supervisory Board,
  - taking care of diligent and timely drafting of annual and other financial statements,
  - concluding collective agreements,
  - deciding on all labor related issues (concluding employment contracts on behalf of the Company, adopts decision on termination of employment, determining salaries, rewards and other income of employees and similar)
  - taking measures to remove or limit business-related risks for the Company,
  - determining the internal organization of the Company
  - taking care of the liquidity of the Company,
  - approving business trips abroad,
  - establishing working groups and committees,
  - performing other tasks prescribed by law, these Articles of Association and the provisions of the employment contracts.
  
- 2) The Management Board may take the following actions only with previous consent of the Supervisory Board:
  - disposing of (alienation and encumbrance) the Company's assets worth more than HRK 10.000.000,00 (ten million Kuna),
  - establish, acquire or dispose of stakes or shares in other companies
  - for the conclusion of legal transactions which value exceeds the amount of HRK 10,000,000 (ten million Kuna) per individual legal transaction or cumulatively on an annual basis,
  - in legal affairs between the Company and its shareholders, and Company and Company related persons, and between Company and companies related with Company's shareholders,

- adopting annual investment plans and investments if they were not foreseen in the annual investment plan,

- assuming obligations for the Company in the amount exceeding HRK 10.000.000,00 (ten million Kuna),
- waive a right without compensation,
- pay a dividend advance,
- adopt General Terms and Conditions and Company Services Tariff,
- concluding a Collective Agreement,
- adopting a Rules of Procedure of the Management Board,
- adopting a decision on appointment of the Company's procurator,
- submit the application for the concession and conclude concession agreement.

3) Division of competence in the business areas between the members of the Management Board shall be determined by the Rules of Procedure for the Management Board, and each member of the Management Board shall be responsible for proposing decisions within his/her competence.

4) Decisions on the conduct of the Company's business shall be made by the majority of votes of the Management Board members, and in the case of equally distributed votes the deciding vote is the vote of the Management Board president.

### **III. Representation and procuration**

#### **Article 49**

1) The members of the Management Board represent the company jointly, namely the President of the Management Board represents jointly with another member of the Management Board, a member of the Management Board represents together with another member of the Management Board or the President of the Management Board

2) The Management Board may, within the limits of its powers, give power of attorney for representation to other persons.

#### **Article 50**

1) By a unanimous decision and with the prior approval of the Supervisory Board, the Management Board may give procura to one or more persons. The decision on giving the procura shall determine the procurator's mode of representation.

### **IV Due diligence**

#### **Article 51**

1) Members of the Management Board of the Company shall manage the business of the Company with due care and diligence care of a prudent business man and shall not disclose confidential information of the Company.

2) A member of the Management Board who breaches his/her obligations shall be liable to the Company for damage that occurs as a consequence.

### **V Non-compete clause and conflict of interest**

#### **Article 52**

1) Without consent of the Supervisory Board, the members of the Management Board of the Company shall not:



- perform activities encompassed by the objects of the Company for own or another's account,
- perform activities for own or another's account in the premises of the Company,
- be members of a Management Board or a Supervisory Board in another company performing activities encompassed by the objects of the Company,
- be members of a private company, if it performs activities encompassed by the objects of the Company,
- in other cases when prescribed by law.

2) Members of the Management Board are obliged to comply with the provisions on the prevention of conflicts of interest foreseen by the Companies Act, the Code of Corporate Governance and the Code of Ethics of the Company during the performance of their duties.

## **AUDIT COMMITTEE**

### **I. Composition and term of office**

#### **Article 53**

1) The Audit Committee of the Company as an independent committee has three members appointed and revoked by the General Assembly of the Company at the proposal of the Supervisory Board of the Company by ordinary majority of votes for the period of 3 years. Members of the audit committee may be revoked before the end of the term of office and may be re-appointed upon the expiration of the term of office. The General Assembly may appoint deputy members of the Audit Committee.

2) At least one member of the audit committee must be expert in the field of accounting and/or audit, and the members of the audit committee as a whole must have knowledge of the sector in which the Company operates.

3) The members of the audit committee elect the president of the audit committee.

4) The Audit Committee is independent in its work.

5) The Audit Committee shall have competencies and tasks prescribed by the Audit Act, as amended from time to time, or other applicable law.

## **FINANCIAL RECORDS AND PROFITS**

### **I Financial records**

#### **Article 54**

1) The company shall maintain financial records prescribed by law and in the manner prescribed by law.

2) The Company shall safe-keep business documents in the manner prescribed by law.

3) The Management Board of the Company shall adopt the appropriate general acts regulating the bookkeeping and accounting affairs of the Company.

#### **Article 55**

1) After the end of each financial year, the Company shall prepare annual financial statements (balance sheet, profit and loss account, report on the changes in the financial position, notes accompanying the financial statements), submit them for auditing and prepare the annual business report on the state of the Company. After receipt of the audit report, the Management Board shall submit the annual financial statements, the annual business report on the state of the Company and the audit report to the Supervisory Board without delay, in addition to the proposal on the use of profits.

- 2) The Supervisory Board shall submit a written report on the conducted supervision of the management of the Company's business affairs to the General Assembly, in accordance with the law.
- 3) After the actions and the procedures referred to in paragraphs 1 and 2 of this Article have been taken, the Management Board shall convene the General Assembly of the Company, which shall be held within the deadlines prescribed by law.
- 4) From the day the summons to the General Assembly is published, the annual financial statements, the report on the state of the Company, the report of the Supervisory Board and the proposal of the decision on the use of profits shall be made available for review of all shareholders at the business premises of the Company.
- 5) The documents referred to in paragraph 4 of this Article shall be delivered to all shareholders following their written request, at their cost.

## **II Profits and loss coverage**

### **Article 56**

- 1) The profits are distributed based on a decision of the General Assembly of the Company.
- 2) The dividends shall be paid to the shareholders in accordance with their right to a dividend depending on the type and number of shares which they hold.
- 3) The dividend is paid to those shareholders who are registered in the CDCC depository as holders of shares on the day of the General Assembly, i.e. to those shareholders who are registered as holders of shares on the day determined in a General Assembly's decision on the use of profit as the day on which the shareholders receive the claim on the payment of dividend, which shall not be later than 30 days from the day of adopting the decision.

### **Article 57**

- 1) If the contributions to the share capital have not been paid in full, the shareholders participate in the distribution of profits proportionally to the inscribed value of those shares.

### **Article 58**

- 1) The General Assembly shall adopt a decision on the Company loss coverage.

## **NOTICES OF THE COMPANY, MANNER AND FORM OF PUBLICATION**

### **Article 59**

- 1) Data and announcements of the Company are published on the website of the Company, and on the website where the court register is located when it is prescribed by law and the Statute of the Company.

## **DURATION AND TERMINATION OF THE COMPANY**

### **Article 60**

- 1) The duration of the Company is not limited.
- 2) The Company may cease in one of the manners prescribed by the law.

## **TRANSITIONAL AND FINAL PROVISIONS**

**Article 61**

- 1) The interpretation given by the General Assembly of the Company is relevant in the case there is a lack of clarity or discrepancy in relation to the interpretation of the Articles of Association.

**Article 62**

- 1) The original Articles of Association document is the document having the text adopted in the General Assembly in prescribed form.
- 2) The Management Board of the Company shall be responsible for the safekeeping of the Articles of Association and it shall allow viewing of the Articles of Association or make a transcript or a copy of the Articles of Association available to each shareholder at the expense of the shareholder.

**Article 63**

- 1) These Articles of Association will come into effect on the day they are recorded with the company registry.
- 2) The Articles of Association as of 23 December 1998 with all subsequent amendments will cease to be valid on the day these Articles of Association come in to effect.

**Article 64**

- 1) The Supervisory Board is authorized to amend and supplement the provisions of these Articles of Association in so far as the amendments and supplements are of editing nature.

**In Rijeka, \_\_\_\_\_ 2020**

**President of the General Assembly**

Under item 10 of the agenda, the Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

AD 10)

» DECISION

on amending the Articles of Association of the joint stock company Luka Rijeka

Article 1.

Article 67 of the Articles of Association is amended to read as follows:

"1) Data and announcements of the Company are published on the website of the Company, and on the website where the court register is located when prescribed by law and the Articles of Association of the Company."

Article 2.

All other provisions of the Articles of Association remain unchanged.

Article 3.

This Decision on amending the Articles of Association shall enter into force and apply on the day of entry in the court register.

Article 4.

The Supervisory Board of the Company is authorized to determine the consolidated text of the in accordance with this Decision on amending the Articles of Association. «

Under item 11 of the agenda, the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

AD 11) „Since the member of the Supervisory Board Duško Grabovac, Šetalište 13. divizije 43, Rijeka, OIB 00484711374, resigned on April 27, 2020, which enters into force on May 1, 2020, due to the appointment as a member and President of the Management Board, it is proposed to elect a new member of the Supervisory Board, as follows:

1. IVAN PAVLOVIĆ, Trg kralja Tomislava 2, 20 340 Ploče, captain of a long voyage.“

Under item 12 of the agenda, the Supervisory Board of the Company propose to the General Assembly to adopt the following decisions:

AD 12)

„I. KPMG Croatia d.o.o. za reviziju Zagreb, Ivana Lučića 2a, 10000 Zagreb is appointed as the Company's auditor for the business year 2020.

II. This Decision shall enter into force on the day of its adoption.“

Under item 13 of the agenda, the Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

AD 13) “The Management Board's report on realized losses exceeding half of the share capital of the Company is hereby approved.”

### **Notification to shareholders and instructions for participating and exercising the right to vote and the Shareholder's rights**

Each shareholder of the Company that submits a written application to the Company to participate, personally or by means of a representative or proxy, at least six days before the General Assembly, not counting the day the application is received by the Company and the day on which the General Assembly is held, as well as the day of the General Assembly, ie no later than 24. August 2020, has the right to participate and exercise the right to vote in the General Assembly.

The applications to participate in the General Assembly are to be submitted directly at the Company or sent by registered mail to the address Luka Rijeka d.d., Riva 1, 51000 Rijeka, Company Management, Corporate Affairs Coordinator.

A shareholder or proxy must include the following information in the application: name and surname or company name, address of residence or headquarters, personal identification number, number of the account opened at the Central Depository and Clearing Company JSC Zagreb, total number of shares or votes with which it participates in the General Assembly. A shareholder who is a legal person must submit an excerpt from the court or other registry in which the legal person is registered (in the original or copy), which shows the person authorized to represent that legal person according to the law.

Shareholders or proxies that fail to apply for participation in the General Assembly within the deadline will not be able to participate.

A shareholder is considered to be a legal and natural person recorded in the depository of the Central Clearing and Depository Company JSC Zagreb as a shareholder, at the end of the last day for submitting the application for participation in the work of the General Assembly, ie 24. August 2020.

The state of records of the Central Clearing and Depository Company JSC Zagreb on the last day for submitting the application to participate in the General Assembly is relevant in relation to the number of votes pertaining to each individual shareholder in the General Assembly.

Shareholders may be represented by proxies, natural or legal persons or shareholder associations on the basis of a valid written power of attorney certified by an authorized person in the Company's headquarters or by a public notary.

The power of attorney for applying to participate and/or voting in the General Assembly must state the following information: name and surname or company name, address of residence or headquarters of the proxy, number of the account at the Central Depository and Clearing Company JSC Zagreb, total number of shares or votes at the disposal and the authorization to the proxy to vote in the General Assembly and perform other actions in relation to the General Assembly, name and surname or company and address of residence or headquarters of the proxy, handwritten signature of the proxy or legal representative, with the attached excerpt from the court registry (in the original or copy), if the proxy is a legal person.

It is recommended to use the application form for participation in the General Assembly and the power of attorney form, which can be obtained at the headquarters of the Company (telephone number 051 496 609), and are also available at the Company's website [www.lukarijeka.hr](http://www.lukarijeka.hr).

Shareholders and their proxies can obtain all necessary information regarding the application and the General Assembly at the headquarters of the Port of Rijeka JSC in Rijeka, Riva 1, on business days (with the exception of Saturday) from 12 p.m. to 2 p.m., starting from the day this convocation is published, or via telephone number 051 496 609.

This convocation and the materials for the General Assembly which are to be considered and decided upon, will be available for viewing by shareholders in the headquarters of the Company, starting from the day this convocation is published, on business days (with the exception of Saturday) from 12 p.m. to 2 p.m., in the office of the Corporate Affairs Coordinator, as well as via the Company's website [www.lukarijeka.hr](http://www.lukarijeka.hr).

If the shareholders that jointly have shares making one twentieth part of the Company's share capital, following the convening of the General Assembly, request an item to be put on the agenda of the General Assembly and to be published, the reasons for a proposal of the decision must be given for each new item on the agenda. A request for a new item of the agenda must be received by the Company at least 30 days before the General Assembly. The day on which the request is received by the Company is not included in this deadline.

Counterproposals of shareholders to a proposal of a decision given by the Company Management and/or the Supervisory Board regarding a particular item of the agenda, on which their names and surnames, reasons and any position of the Company Management must be stated, have to be available to the persons listed in Article 281 paragraphs 1 to 3 of the Company Act under the requirements listed therein, if a shareholder delivers its counterproposal to the Company at least 14 days before the General Assembly, to the address of the headquarters of the Company Luka Rijeka d.d., Riva 1, 51000 Rijeka. The day the counterproposal is received is not included in this 14-day deadline. The counterproposal must be available at the Company's website [www.lukarijeka.hr](http://www.lukarijeka.hr). If the shareholder does not exercise the mentioned right, the right to make counterproposals in the General Assembly is not lost as a consequence. This applies, *mutatis mutandis*, to proposals of the shareholders in relation to the selection of the members of the Supervisory Board or in relation to the appointment of the auditor of the Company.

In the General Assembly, the Company Management will inform each shareholder, as per the shareholder's request, of the Company's affairs, if this is necessary to consider issues on the agenda of the General Assembly, whereas the information can be withheld due to reasons prescribed by Article 287 of the Company Act.

The Port of Rijeka JSC notifies the shareholders that at the moment of convening the General Assembly, the share capital of the Port of Rijeka JSC is divided to 13,480,475 shares, each giving the right to one vote.

Pursuant to the provision of Article 277 paragraph 4 subparagraphs 4 of the Company Act, the Port of Rijeka JSC, notifies the shareholders that all notifications from Article 280.a of the Company Act can be found at the Company's website [www.lukarijeka.hr](http://www.lukarijeka.hr).

If it will not be possible to hold the General Assembly on 31. August, 2020, due to a lack of quorum prescribed by the Statute, the next General Assembly will be held on 16. September, 2020 at 11 am, with the same agenda and in the same location. The given powers of attorney are valid for that General Assembly, as well.

The participants are hereby invited to arrive to the General Assembly one hour prior to the scheduled start for the timely listing of the participants of the General Assembly.

#### **THE PORT OF RIJEKA JSC**

**Duško Grabovac, President of the Management board**  
**Bartłomiej M. Pastwa, Member of the Management board**