

Pursuant to Article 277. paragraph 2. of the Companies Act and Article 25. paragraph 2. of the Statute of the PORT OF RIJEKA j.s.c, with headquarters in Rijeka, Riva 1 (hereinafter: the Company) the Company Management Board adopted on 27.06.2018. the Decision to convene the General Assembly of the Company and pursuant to Article 277, paragraphs 3 and 6 of the Companies Act, and Article 27, paragraph 2 of the Company Statute announces convening and calling to the Company shareholders ti

## **GENERAL ASSEMBLY OF PORT OF RIJEKA j.s.c.**

**That will be held on Tuesday, August 7<sup>th</sup> 2018. at 11 a.m. at Company's seat in Rijeka, Riva 1/II floor, conference room, with the following**

### **A g e n d a:**

1. Opening of the General Assembly and identification of the number of present and represented shareholders or their proxies
2. Annual financial statements of the Company and consolidated annual financial statements of the Port of Rijeka Group for 2017, with the report and opinion of the authorized auditor, Management Board annual report on the state of the Company and Luka Rijeka Group for 2017. and the Supervisory Board report on the completed supervision of the Company's business in 2017.
3. Adoption of the Decision on covering the Company's loss realized in 2017.
4. Adoption of the Decision on giving discharge to the Management Board members for 2017.
5. Adoption of the Decision on giving discharge to the Supervisory Board members for 2017.
6. Adoption of the Decision on the appointment of the Company's auditor for the business year 2018.
7. Adoption of the Decision on remuneration for the Supervisory Board members

Decision proposals:

AD 2) Pursuant to Article 300.d of the Companies Act, the Company's Management and Supervisory Board have determined the Company's annual financial statements and the consolidated annual financial reports if Luka Rijeka Group for 2017. with the report and the opinion of the authorized auditor, on which documents the General Assembly does not adopt a decision. The financial statements will be presented to the General Assembly with the Management Board annual report on the state of the Company and Luka Rijeka Group for 2017. and the Supervisory Board report on the completed supervision of the Company's business in 2017.

Regarding this Agenda item, the General Assembly does not adopt any decision.

Under item 3 of the Agenda, the Management Board the Supervisory Board propose that the General assembly adopts the following decision:

AD 3) „I. It is determined that Port of Rijeka j.s.c. realized a loss amounting to 6.611.271,19 HRK in the year that ended on 31.12.2017.

II. The realized loss of Port of Rijeka j.s.c. established in point 1 of this Decision will be covered from retained earnings in the amount of 1.508.182,38 HRK and the rest from the business profit realized in the future periods.

III. This Decision enters into force on the date of its adoption.“

Under item 4 of the Agenda, the Management Board the Supervisory Board propose propose that the General assembly adopts the following decision:

AD 4) „I. A discharge is given to the members of the Company's Management Board for the management of the Company in 2017:

1. Vedran Devčić, President of the Management Board, for the period from January 1<sup>st</sup> 2017. until December 31<sup>st</sup> 2017.,
2. Linda Sciucca, member of the Management Board for the period from January 1<sup>st</sup> 2017. until December 31<sup>st</sup> 2017.,
3. Nenad Janjić, member of the Management Board for the period from January 1<sup>st</sup> 2017. until December 31<sup>st</sup> 2017.

II. This Decision enters into force on the date of its adoption.“

Under item 5 of the Agenda, the Management Board the Supervisory Board propose that the General assembly adopts the following decision:

AD 5) „I. A discharge is given to the members of the Company's Supervisory Board for performed supervision over management of Company operations in 2017:

1. Štefica Salaj, president, for the period from January 1<sup>st</sup> 2017. until December 27<sup>th</sup> 2017.,
2. Piotr Wojciech Ambrozowicz, vice president, for the period from January 1<sup>st</sup> 2017. until December 27<sup>th</sup> 2017.,
3. Toni Đikić, for the period from January 1<sup>st</sup> 2017. until December 27<sup>th</sup> 2017.,
4. Alen Jugović, president from December 27<sup>th</sup> 2017., for the period from January 20<sup>th</sup> 2017. until December 31<sup>st</sup> 2017.,
5. Krešimir Trtanj, for the period from January 1<sup>st</sup> 2017. until December 31<sup>st</sup> 2017.,
6. Zbigniew Nowik, vice president, for the period from December 27<sup>th</sup> 2017. until December 31<sup>st</sup> 2017.,
7. Jerzy Grzegorz Majewski, for the period from December 27<sup>th</sup> 2017. until December 31<sup>st</sup> 2017.,
8. Duško Grabovac, for the period from December 27<sup>th</sup> 2017. until December 31<sup>st</sup> 2017.

II. This Decision enters into force on the date of its adoption.“

Under item 6. of the Agenda, the Supervisory Board proposes that the General assembly adopts the following decision:

AD 6) „I. KPMG Croatia d.o.o. za reviziju Zagreb, Ivana Lučića 2a, 10000 Zagreb is hereby appointed as the auditor of the Company for the business year 2018.

II. This Decision enters into force on the date of its adoption.“

Under item 7. of the Agenda, the Management Board the Supervisory Board propose that the General assembly adopts the following decision:

AD 7) ,, I. A remuneration for the members of the Supervisory Board of Luka Rijeka d.d. in the net amount of 6.000,00 kuna is determined.

II. General Assembly Decision No. 103/2009. from August 27<sup>th</sup> 2009. is declared null and void.

III. This Decision enters into force on the date of its adoption.“

### **Notice to shareholders and instructions for participation and exercise of voting rights 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, i.e. on July 31<sup>st</sup> 2018 at the latest, has the right to participate and exercise the right to vote in the General Assembly.

The applications to participate in the General Assembly are submitted directly at the Company or sent by registered mail to the address Luka Rijeka d.d., Riva 1, 51000 Rijeka, Company Management Board, 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, OIB (personal identification number), number of the account opened at the Central Depository and Clearing Company j.s.c. Zagreb, total number of shares or votes with which a shareholder participates in the General Assembly. In addition to the application, a shareholder which 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 j.s.c. Zagreb as a shareholder, at the end of the last day for submitting the application to participate in the General Assembly i.e. July 31<sup>st</sup> 2018.

The state of records of the Central Clearing and Depository Company j.s.c. 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 authorizer, number of the account at the Central Depository and Clearing Company j.s.c. 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 Company seat (phone 051 496 609), and are also available at the Company's website [www.lukarijeka.hr](http://www.lukarijeka.hr).

Shareholders and their proxies can receive all necessary information regarding the application and the General Assembly at the headquarters of the Port of Rijeka j.s.c. 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 decision proposal given by the Management and/or 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 Company's seat Luka Rijeka, Riva , 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 Company auditor.

In the General Assembly, the Company Management will inform each shareholder, as per the shareholder's request, of the Company's affairs, in 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 j.s.c. notifies the shareholders that at the moment of convening the General Assembly, the share capital of the Port of Rijeka j.s.c. is divided into 13.480.475 shares, each giving the right to one vote.

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

If the General Assembly cannot be held on August 7<sup>th</sup> 2018. due to lack of quorum prescribed by the Statute, the next General Assembly will be held on August 23<sup>rd</sup> 2018. at 11 a.m. with the same agenda and in the same location. The given powers of attorney are valid for that General Assembly, as well.

Participants are invited to attend the General Assembly one hour prior to scheduled start for a timely listing of participants in the General Assembly.

**PORT OF RIJEKA j.s.c. Management Board**

**capt. Jędrzej M. Mierzewski, president**

**Bartłomiej M. Pastwa, member**

**Tomislav Kalafatić, member**