



Established A. D. 2014

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Zadar, April 27th 2016.

INVITATION TO THE GENERAL SHAREHOLDERS' ASSEMBLY OF TANKERSKA NEXT GENERATION Inc.

Pursuant to Article 277, paragraph 2 of the Companies Act, the Management Board of the TANKERSKA NEXT GENERATION shipping joint stock company, with registered seat in Zadar, Petranovića No. 4 (hereinafter: the "Company"), has on 27 April 2016 rendered the decision on the convocation of the General Assembly, and hereby invites the shareholders of the Company to the

GENERAL SHAREHOLDERS' ASSEMBLY of Tankerska Next Generation Inc
which will be held on 10 June 2016 at 11:00 hours at Društveni dom Tankerske Plovidbe,
Prokonzula Grgura 3, Zadar

with the following agenda:

1. Opening of the General Assembly, establishing the present and represented shareholders attendance list;
2. Annual financial reports for 2015 together with the Independent Auditor's report, annual report on the status and operations of the Company for the business year 2015 and the Supervisory Board report on the conducted supervision of Company's operations in the business year 2015;
3. Decision on the profit distribution;
4. Management Board liability discharge for the business year 2015;
5. Supervisory Board liability discharge members for the business year 2015;
6. Appointment of the Supervisory Board member;
7. Appointment of the auditor;
8. Decision on the amendments to Articles 17.2., 17.3., 32.2., 43.2. and 63.2. of the Articles of Association;
9. Decision on authorizing the Management Board to dispose of treasury shares.

Proposals of General Assembly decisions:

Ad 3. The Management and Supervisory Board propose to the General Assembly to adopt the following decision:

"The decision on distribution of profit for 2015.

1. It is determined that Tankerska Next Generation Inc. in the year ending 31 December 2015 realized net profit in the amount of HRK 34,519,646.04.

Tankerska Next Generation Shipping Joint Stock Company
Božidara Petranovića 4, 23000 Zadar, Croatia
Short name of the company: Tankerska Next Generation Inc.
Incorporated 22 August 2014
Company's Bank Account:
Privredna Banka Zagreb Inc. Zagreb
IBAN HR86 2340 0091 1106 7758 7
Swift code: PBZGHR2X

MBS (registration number) 110046753 Commercial Court in Zadar
Share capital: 436,667,250.00 HRK paid completely
Issued shares: 8,733,345 ordinary shares with no par value
The President of Supervisory Board: Ivica Pijaca
The Management Board: John Karavanić
OIB (personal identification number): 30312968003



- A part of net profit in the amount of HRK 34,497,712.95 shall be paid out as dividend to the shareholders, in the amount of HRK 3.95 per share.

- A part of net profit in the amount of HRK 21,933.09 will be allocated to retained earnings.

2. Dividend from point 1 of this Decision will be paid to the Company's shareholders who are registered in the Central Depository & Clearing Company Inc. (CDCC) as of 10 June 2016. Date from which Tankerska Next Generation Inc. shares will be traded without the right to the dividend payment is 9 June 2016. The dividend payment is due on 8 July 2016.
3. This Decision enters into force upon its adoption."

Ad 4. The Management and Supervisory Board propose to the General Assembly to adopt the following decision:

Discharge of liability is granted to the Company's Management Board for the business year 2015.

Ad 5. The Management and Supervisory Board propose to the General Assembly to adopt the following decision:

Discharge of liability is granted to members of the Company's Supervisory Board for the business year 2015.

Ad 6. The Supervisory Board proposes to the General Assembly to adopt the following decision:

1. Mr. Nikola Mišetić, Zagreb, Sveti Duh 46, OIB 54059516115, mag.oec. is appointed as a member of Supervisory Board of Tankerska Next Generation Inc..
2. The members of the Supervisory Board is appointed for a term which ends 21 August 2019
3. This decision enters into force on the day of its adoption.

Ad 7. The Supervisory Board proposes to the General Assembly to adopt the following decision:

Deloitte d.o.o., Radnička cesta 80, 10 000 Zagreb, OIB:11686457780 is appointed as the auditor of the Company for the business year 2016.

Ad 8. The Management Board proposes to the General Assembly to pass the following decision:

Decision on amendments to Articles 17.2., 17.3., 32.2., 40.3. and Article 63.2. of the Articles of Association.

Article 1.

Article 17.2. of Tankerska Next Generation Inc. Articles of Association is amended and reads as follows:

17.2. Management is authorised, in the course of five years after registering these Articles of Association into Court Register to increase the share capital of the Company, once or in several instalments, and with prior consent of the Supervisory Board, up to the nominal amount of HRK 200,000,000.00 (two hundred million kuna) (share capital).

Article 17.3. of Tankerska Next Generation Inc. Articles of Association is amended and reads as follows:

17.3. The Management Board can decide to increase share capital exclude totally or partly pre-emptive rights to subscribe new shares issued on the basis of paragraph 2 of this Article. The Supervisory Board is authorized to adjust the provisions of the Articles of Association with the changes that are a consequence of such an increase of the share capital and the issuance of new shares. Type of shares and rights from the shares issued upon the powers referred to in paragraph 2 of this Article, as well as the conditions for the issuance of such shares shall be determined by the Management Board with the consent of the Supervisory Board. "

Article 32.2. of Tankerska Next Generation Inc. Articles of Association is amended and reads as follows:



32.2. The right to receive dividend payment is given to those shareholders who on the day of the decision on dividend payment are registered in the Registry of the Central depository and clearing company (CDCC) as shareholders, provided that the General Assembly does not decide differently.

Article 40.3. of Tankerska Next Generation Inc. Articles of Association is amended and reads as follows:

40.3. The Management is required to convene the General Assembly without delay after it gets the Report of Supervisory Board on Annual financial statements, Company status report, and the Proposition on the profit distribution.

Article 63.2. of Tankerska Next Generation Inc. Articles of Association is amended and reads as follows:

63.2. The Audit committee consists of at least three members.

Article 2.

This Decision on Amendments to the Articles of Association shall come into force as of the date of entry in the Commercial register.

Article 3.

Supervisory Board is authorized to determine the consolidated text of the Statute in accordance with this Decision on Amendments to the Articles of Association.

Ad. 9 The Management board and Supervisory board propose the following decisions to the General Assembly:

Decision on giving authority to the Management Board to dispose of own shares of the Company

1. General Assembly authorizes the Management Board to dispose of own shares of the Company over a period of 5 years from the date of this decision, without further specific authorization of the General Assembly, under the following conditions:

The Management Board may, with the consent of the Supervisory Board, dispose of its own shares, which it already holds or will acquire them on the basis of the decision of the General Assembly on authorizing the Management Board to acquire own shares, in the following ways:

- Through the organized capital market for an amount of at least 90% and a maximum of 110% of the average price of the Company's shares that was realized on the regulated market during the previous day of trading in this market; or
- Outside of the organized market (including, but not limited to, distribution under the ESOP program, the grant of share options, the program of rewarding members of the Management Board and other programs of disposal of treasury shares adopted by the Management Board with the consent of the Supervisory Board).

2. For such disposal of treasury shares, except this decision, the Management Board does not require any special decision of the General Assembly. This point of the decision of the General Assembly as a whole exclude the pre-emptive right of existing shareholders in the disposal of Company's shares, provided that this decision is taken by the majority at least three quarters of votes of the share capital represented at the General Assembly.

3. By entering into force, this Decision changes the decision of the General Assembly of 19 November 2014 on authorizing the Management Board for conjunctions of its own shares, the withdrawal of own shares by reducing the share capital and amendments to the Articles of Association in Section 5, so that the second sentence in point 5 of the respective Decision of the General Assembly of 19 November 2014 is deleted.

4. This decision shall come into force after its approval by the General Assembly.



Explanation of General Assembly decisions proposals:

Ad 2. Explanation of the yearly financial reports for 2015, annual report on the status and operations of the Company for FY 2015 and the Supervisory Board report on conducted supervision of Company operations in fiscal year 2015

Pursuant to the obligation from Article 280, paragraph 1, item 2 of the Companies Act the Company informs shareholders that pursuant to article 300.d. of the Companies Act Management and Supervisory Boards determined the annual financial statements for FY 2015, and that the General Assembly does not render any decision on this. These financial statements will be presented to the General Assembly together with the Annual Report on the State of the Company's business for the business year 2015 and the Supervisory Board's Report on the conducted supervision of Company operations in fiscal year 2015. General Assembly renders no decision under this Agenda item.

Ad 3. Explanation of the proposed profit distribution

Management and Supervisory Boards propose to the General Assembly to adopt a decision by which the net profit from 2015, in the amount of HRK 34,497,712.95 is allocated to the shareholders, in gross amount of HRK 3.95, while the part of net profit in amount of HRK 21,933.09 is allocated to retained earnings. The company has completed an initial public offering of shares in February 2015, with the aim of securing the funds for business development. The funds raised have been utilized for the expansion of the fleet, i.e. for purchasing two modern eco-design product tankers, while maintaining a favourable ratio of debt to equity in order to ensure a stable financial position of the company. During June the Company further strengthened its capital position by conducting a secondary public offer which enabled further fleet expansion and the increase in shareholders value. The funds raised in the SPO have been promptly utilized to acquire another product tanker under the favourable market terms.

In 2015 TNG has delivered cumulated vessels revenues of HRK 136.8 million (USD 19.9 million) and EBITDA of HRK 60.5 million (USD 8.8 million) with a growing quarterly dynamics linked to increasing number of operational vessels during the year. Additionally, we have successfully completed the process of integrating the newbuildings into the fleet, which now consists of six operational vessels. Despite a very intensive investment period, TNG generated a net profit of HRK 34.5 million as a result of the business model aimed at the creating of new value, while a very strong financial position at the end of the period gives the Management the ability to propose the return on the investment, a dividend in amount HRK 3.95 to the company's shareholders.

Ad 4. and 5. Explanation of the Decision proposal on granting discharge of liability to the Management Board and the Supervisory Board members for the business year 2015.

Pursuant to Article 280, paragraph 3 of the Companies Act, Management and the Supervisory Boards propose to the General Assembly to adopt a decision which grants discharges of liability to the Management Board member and Supervisory Board members for fiscal year 2015. Approval of an individual member of the Management Board or Supervisory Board may be voted separately if so decided by the General Assembly or if the shareholders holding at least a tenth of the share capital of the company.

Ad. 6 Explanation on the election of the Supervisory Board member

Supervisory Board consists of five members which were elected on 21 August 2015 for a term of four years. The Company received a resignation letter from Mr. Andrej Koštomaj, whose membership ended on 29 February 2016, and in line with the diversified ownership structure, based on the proposition from Croatia Osiguranje Inc., and in accordance to the usual market practice and regulatory framework, following the standards of corporate governance, Mr. Nikola Mišetić, a member of the Management Board of Croatia Osiguranje Inc. is proposed to be appointed as a new member of the Supervisory Board of the Company until the end of the term of election of current Supervisory Board.

Ad 7. Explanation of the proposal for the appointment of auditors for the fiscal year 2016.

Pursuant to Article 280, paragraph 3 of the Companies Act, the Supervisory Board proposes to the General Assembly to adopt decisions on the appointment of Deloitte Ltd., Zagreb Tower, Radnička cesta 80, 10 000 Zagreb, as the auditor of the Company for the year 2016.



Ad 8. Explanation of the proposal to amendment to Articles 17.2., 17.3., 32.2., 40.3. and 62.3. of the Articles of Association.

Articles 17.2., 17.3., 32.2., 40.3. and 62.3. of the Articles of Association is changed in the direction of ensuring greater flexibility and management process efficiency. While on the other hand in the part that refers to the approved share capital (In accordance to Croatian Companies Act) will enable greater operability with a shorter period of execution of transactions to increase capital, in case of intensification of capital investment. The increasing of the authorized capital up to the amount of HRK 200 million, will allow the Company to timely provide necessary funds for possible acquisitions of additional tankers. This form of financing of the fleet expansion, stabilizes the financial position of the company in terms of maintaining the desired ratio of debt to capital while ensuring the necessary flexibility and promptness in the realization of investments.

Ad 9. Explanation of the proposal of the Decision on authorizing the Management Board for disposing of treasury shares

In accordance with market practices of corporate governance and the ability to use own shares in the different purposes, the proposal is made to the General Assembly to expand the power of Management Board of the Company to manage its own shares as defined in the proposal of the decision. This will allow the society to conduct efficient and transparent asset management and disposal of own shares with the consent of the Supervisory Board according to criteria clearly defined by the Decision.



INVITATION AND INSTRUCTIONS FOR SHAREHOLDERS GENERAL MEETING

(Hereinafter – Invitation, Instructions)

Invitation, time and venue of the General Assembly

1. The shareholders of Tankerska Next Generation Inc. are invited to participate in the Annual General Meeting to be held on 10 June 2015 at Društveni dom Tankerske Plovidbe, Prokonzula Grgura 3, Zadar, beginning at 11:00.
2. Registration of participants of the General Assembly shall take place on 10 June 2015. at the entrance to the Društveni dom Tankerske Plovidbe, Prokonzula Grgura 3, Zadar, from 09:45 to 10:45 hours, final. Registration after that will not be possible and we kindly ask shareholders to register in due time. After the completion of the registration, those shareholders or their proxies, who were not registered on the list of participants, but are registered in the share register, are entitled to participate in the General Assembly, but cannot exercise the right to vote.
3. When registering, shareholders or their proxies or representatives have to show legally proscribed valid ID, while the attorneys who are legal persons have to submit an excerpt from the court register or other appropriate register in which the legal entity is recorded, or other appropriate public documents, if it is not submitted with the application for participation in the General Assembly.

Participation and voting at the General Assembly

4. Each shareholder of the Company has the right to participate at the General Assembly, provided that the participation is announced, in person or through their proxy or representative, by submitting a written application to the Company, not after than six days before the General Assembly, excluding the date of receipt by the Company, i.e. latest by 3 June 2016. A legal or natural person who is a shareholder of the Company registered in the Central Depository and Clearing Company Inc. Zagreb, on the last day for application for participation in the General Assembly, i.e. on 3 June 2016 is considered a shareholder of the Company. The share capital is divided into 8,733,345 ordinary shares, of which each has one vote.
5. The application shall have the following contents and attachments:
 - I. Application for shareholder - natural person
 - The name, residence, address, number of account with the Central Depository and Clearing Company Inc. and the total number of shares of the shareholder
 - II. Application for shareholder - legal person
 - Company name of the legal person, seat and address, OIB
 - The number of account with the Central Depository and Clearing Company Inc. and the total number of shares of the shareholder
 - Attached to the application, excerpt from the court register or other register in which legal person is entered or a copy, certified copy or other appropriate public document clearly showing that the application was signed by a person who is legally authorized to represent the legal person
 - III. Application submitted by the shareholder's proxy
 - a) Proxy - natural person:
 - Name and surname, residence and address of the proxy, OIB
 - List of shareholders which are being represented, for each, the number of their account with the Central Depository and Clearing Company Inc. and the total number of shares of all represented shareholders
 - Attached to the application all the individual powers of authority on the recommended form, shall be submitted
 - b) Proxy - legal person:
 - Company name, seat and address and proxy OIB
 - List of shareholders represented, for each number of their account with the Central Depository and Clearing Company Inc. and the total number of shares of all represented shareholders



- Individual powers of attorney are delivered in writing attached to the application, and if the shareholder is a legal person, the attachment shall contain an excerpt from the court register or other register in which legal person is entered or a copy, certified copy or other public document it is evident that the power of attorney signed by the person who is legally authorized to represent the legal person.
6. For minors and incapable or partially business capable persons the application is submitted and represented by an appointed guardian who has to enclose the original or a copy or a certified copy of the document that certifies the guardianship status.
 7. Shareholders at the General Meeting may be represented by proxy on the basis of a valid written power of attorney issued by the shareholder, or in case of legal entity proxy issued by a person who is legally authorized to represent the shareholder.
 8. At least 21 days before the General Assembly, the Company will inform credit or financial institutions and shareholder associations present at last year's General Assembly and voted on behalf of shareholders or have asked to receive the invitation. The invitation shall state the option for shareholders to vote at the General Meeting by proxy or by shareholder associations.
 9. Power of attorney for participation and/or voting at the General Assembly shall include the name and surname or company name, residence or seat and address of the issuer on the number of account with the Central Depository and Clearing Company Inc., the total number of shares, name and surname or company name, residence or seat and address of the proxy, signature authority or statutory representative or representative under law, if the proxy is a legal person. It is recommended to use forms for the application for participation in the General Assembly and the power of attorney, which may be obtained at the Company's headquarters and are also available on the website of the Company www.tng.hr.
 10. The application for participation in the General Assembly and authorization, and all attachments must be in the Croatian language or if in a foreign language must be translated into Croatian by a certified court interpreter.
 11. The application for participation in the General Assembly shall be submitted directly to the Company at its headquarters in Zadar, B. Petranovića 4, or sent to the Company by registered mail to the following address:
Tankerska Next Generation Inc.
B. Petranovića 4
23 000 Zadar
 12. The application for participation in the General Assembly shall be considered timely submitted if it is in accordance with these Instructions, submitted or sent by mail to the Company by 24:00 hours on 3 June 2016. Shareholders that did not apply their participation in General Assembly properly in accordance with these Instructions or who have not submitted their application shall not be entitled to participate in the General Assembly.
 13. General Assembly cannot pass valid decisions unless in person or by proxy shareholders present have shares representing at least half of the share capital of the Company (quorum). If the quorum is not met, the General Assembly will be held the same day at 13:00 hours in the same place with the same agenda and the General Assembly will pass valid decision regardless of the amount of the capital represented. Given proxies are also valid for this General Assembly.

Shareholder rights to inquire, request amendments to the agenda, counter proposals and the right to be informed

14. Shareholders intending to ask questions at General Assembly with reference to agenda items are hereby asked, for sake of the efficient organization of the General Assembly, to provide written notice when filing the application for participation at the General Assembly or at the latest during registration of participants before the General Assembly, thereby indicating the agenda item, as well as its content.
15. Shareholders who together hold shares in the amount of the twentieth part of the Company's share capital have the right to request, after the General Assembly is convened for a certain item to be added to the agenda of the General Assembly and to be announced, whereby with each new agenda item an explanation or a draft decision must be provided. The request to add items to the agenda is submitted by shareholders to the Company at the Company's headquarters (Tankerska Next Generation Inc., Petranovića no. 4, 23 000 Zadar). In order to have supplement to agenda validly announced, in accordance with the Companies Act, a request to add items to the agenda must be received at least 30 days before the General Assembly, excluding the date of receiving the request by the Company, i.e. not later than the 10 May 2016. In case the deadline is not observed the proposed agenda items are not properly announced and the General Assembly cannot pass decisions.

16. Shareholders have the right to put a counterproposal to the decision proposals submitted by the Management and/or Supervisory Board on a particular agenda item. The counterproposal, together with the names and surnames of shareholders, explanation and possibly, opinion of the Management Board, will be reported to credit or financial institutions and shareholder associations that voted on behalf of shareholders at last year's General Assembly and will be made available to shareholders on the website of the company (www.tng.com), if a shareholder submits a counterproposal, at least 14 days before the General Assembly Meeting, to the head office address of the Company (Tankerska Next Generation Inc., B. Petranovića 4, 23 000 Zadar). Company does not consider the day of receiving the counterproposal in this 14 day deadline which expires accordingly on 26 May 2016. If the shareholder does not exercise this right, it does not result in loss of the right to make a counterproposal at the General Assembly. This shall be appropriately applied to shareholders proposals regarding the election of the Supervisory Board or the appointment of the Company's auditor.
17. The Management Board will at the General Assembly give every shareholder at his/her request, information on the company's business, if it is necessary to evaluate items on the agenda.
18. Documents for the General Assembly, legally required, are available to the shareholders at the Company's headquarters in Zadar, every working day from the date of announcing the invitation for the General Assembly until the date of the General Assembly from 10:00 to 14:00 hours. These materials are published on the same day and on the website of the Company (www.tng.hr).

Management Board



John Karavanić