

# ULJANIK PLOVIDBA

Pomorski promet, dioničko društvo

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## THE ZAGREB STOCK EXCHANGE INC.

Ivana Lučića 2a  
10 000 Zagreb

## CROATIAN FINANCIAL SERVICES SUPERVISORY AGENCY (HANFA)

Miramarska 24b  
10 000 Zagreb  
OTS HINA

Pula, 15.07.2015.

Pursuant to the provisions of Article 277. Paragraph 2 of the Companies Act („Official Gazette“, number 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 111/12 and 68/13) and to Article 18. Paragraph 1 of ULJANIK PLOVIDBA d.d.'s Bylaws, the Director of ULJANIK PLOVIDBA Sea transport, joint stock company with headquarters in Pula, Carrarina 6, OIB: 49693360447 (hereinafter referred to as „the Company“) passed on the 10th July 2015 the Resolution on convocation of the General Meeting of the Company according to which issues this

### ULJANIK PLOVIDBA d.d. GENERAL MEETING NOTICE

which will be held on the 27th day of August 2015, in the Company premises in Pula, Carrarina 6 (ground floor), beginning at 08:30 hours.

The following

### AGENDA

is set forth for the above mentioned General Meeting

1. Opening of the General Meeting and identification of the present and represented Shareholders of the Company;
2. Director's Report on the state and business activity of the Company in the business year 2014;
3. Company's Supervisory Board's Report on the performed supervision of the management of the Company in the business year 2014;
4. Profit distribution;
5. Giving clearance to the Company's Director for the business year 2014;
6. Giving clearance to the members of the Company's Supervisory Board for the business year 2014;
7. Appointment of the Company's Auditors.

For the points 2., 3., 4., 5. and 6. of the set Agenda the Director and the Supervisory Board, and for the point 7. of the Agenda, only the Supervisory Board of the Company, on the basis of Article 280. Paragraph 3. and 4. of the said Companies Act, suggest the General Meeting passes the following resolutions:

### GENERAL MEETING RESOLUTIONS PROPOSAL

Ad. 2. The Director's Report on the state and business activity of the Company in the business year 2014 is accepted.

- Ad. 3. The Company's Supervisory Board's Report on the performed supervision of the management of the Company in the business year 2014 is accepted.
- Ad. 4. ULJANIK PLOVIDBA's net profit for the business year 2014 in the amount of 22.330.022,68 kunas is distributed as follows:  
- the amount of 912.809,71 kunas in statutory reserves,  
- the amount of 21.417.212,97 kunas in retained earnings.
- Ad. 5. Clearance is given to the Director of the Company, Mr. Dragutin Pavletić, for the business year 2014 approving his work and the way in which he managed the Company.
- Ad. 6. Clearance for the business year 2014 is given to the members of the Company's Supervisory Board, approving their work and the way in which they performed supervision of the management of the Company:  
1. Amra Pende – president of the Supervisory Board  
2. Anton Brajković– member of the Supervisory Board  
3. Robert Banko – member of the Supervisory Board
- Ad. 7. REVIDAS Audit and Consulting Ltd. with headquarters in Pula, Vukovarska 47, are appointed Company's Auditors for the business year 2015.

Company's Shareholders, on the basis of Article 277. Paragraph 3. of the Companies Act, are given the following

#### **INSTRUCTIONS ON RIGHT TO PARTICIPATE IN GENERAL MEETING ACTIVITIES**

All Shareholders of the Company who, personally or through their representative or attorney, notify their attendance in written to the Company at the latest 6 (six) days prior to the General Meeting date, taking into account that the date of receipt of the notification is not included into the mentioned time limit, i.e. latest by 20th August 2015, have the right to participate to the General Meeting and exercise their voting right.

The notification are to be sent in written, on the form available at the below listed webpage, to:

- Company address: Pula, Carrarina 6,
- e-mail address: [martina.bankovic@uljanikplovdba.com](mailto:martina.bankovic@uljanikplovdba.com),
- fax: 052 492 599.

All natural or legal persons registered as Company's Shareholders at the Central Depository and Clearing Company Inc., Zagreb, on the last day scheduled for submission of notification of attendance, i.e. on 20 August 2015, are considered Shareholders of the Company.

At the General Meeting, the Shareholders may be represented by attorneys under a valid written power of attorney issued by the Shareholder or the legal representative of a Shareholder which is a legal person. A Shareholder who will be represented by an attorney has to enclose a power of attorney to the notification of attendance. Every power of attorney must contain identification of the attorney, identification of the power of attorney issuer, identification of the name of the Company, a defined authorization to act and vote in the name of the Shareholder, date of issuance and period of validity of the power of attorney. The recommended form is available at the headquarters of the Company and the below listed Company's webpage. Company's Shareholders that are legal persons have to provide in addition to the power of attorney an excerpt from the court registry from which data about the legal representatives of the Shareholder/legal person are visible.

Minors and legally incapable or of limited capacity notify and are represented through their legal representative or guardian who must, in addition to the notice of attendance, submit an original or a certified copy of the document on the basis of which his/her status of legal representative or guardian can be ascertained.

Registration of persons authorized to take part in the work of the General Meeting will begin half an hour before the start of the General Meeting. A Shareholder or a Shareholder's attorney, legal representative or guardian that did not register will not be able to participate in the work of the General Meeting. Identification during registration will be done on the basis of legally required valid identification document.

The Shareholders bear their own expenses related to their attendance at the General Meeting.

If in accordance with Article 25. of the Company's Bylaws the quorum at the General Meeting on the 27th August 2015 will not be met, the following General Meeting with the same Agenda will be held on the 28th August 2015 at the same time and same venue without any separate announcement and notice. A General Meeting called and held in such a manner can validly pass resolutions notwithstanding the number of Shareholders represented.

Shareholders who together hold a twentieth part of the Company's subscribed capital have the right to require that an additional point is added to the General Meeting's agenda and to be published, together with an explanation or draft proposal. Such a motion must be received by the Company latest 30 (thirty) days prior to the General Meeting date, taking into account that the date of receipt of the motion is not included into the mentioned time limit. In case the above mentioned deadline is not met, the proposed issues would be considered as not duly published and no resolution can be passed on them by the General Meeting.

A Shareholder who has a motion regarding any of the proposed resolutions of the General Meeting, can provide a written countermotion together with name, surname and explanation latest 14 (fourteen) days prior to the General Meeting date, taking into account that the date of receipt of the countermotion is not included into the mentioned time limit, or propose it for consideration during the General Meeting. Any timely motion will be made available to Shareholders at the below listed Company's webpage and the Company's Director and Supervisory Board will take a stand on the same which will, in the form of a proposal, be presented to the General Meeting for discussion.

Ditto applies accordingly to Shareholders' proposals regarding the election of the Supervisory Board Members or appointment of the Company's auditor.

At the General Meeting each Shareholder has the right to require any additional information about the Company's business activities from the Company's Director when same is necessary to make a judgement about the topics published in agenda, whereas the information may be withheld on grounds defined in the Companies Act.

The written materials to be discussed at the General Meeting can be accessed on the Company's website: [www.uljaniksm.com](http://www.uljaniksm.com) or at the Company's headquarters in Pula, Carrarina 6, ground floor, working days from 14:0-16:00 hours.

**The Shareholders are kindly asked to timely accede to the registration for participation in the Company's General Meeting activities.**

ULJANIK PLOVIDBA d.d.

Dragutin Pavletić, director