

# ULJANIK PLOVIDBA

Pomorski promet, dioničko društvo

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**THE ZAGREB STOCK EXCHANGE INC.**  
**Ivana Lučića 2a**  
**10 000 Zagreb**

Pula, 20. 07. 2018.

Pursuant to Art. 277, section 2 of the Companies Act ("Official Gazette", nos. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13 and 110/15) and Art. 18, section 1 of the Articles of Association of ULJANIK PLOVIDBA d.d. (full text of 14 July 2017), the director of ULJANIK PLOVIDBA Maritime transport, joint stock company with headquarters in Pula, Carrarina 6, on 18 June 2018 passed the Decision on the convocation of the General Meeting on the basis of which he issues the following

## **INVITATION TO THE GENERAL MEETING OF ULJANIK PLOVIDBA d.d.**

The General Meeting of ULJANIK PLOVIDBA Maritime transport, joint stock company with headquarters in Pula, Carrarina 6 (the Company) will be held on 28 August 2018 on the premises of the Company in Pula, at the address Carrarina 6, ground floor, commencing at 08:30 hours.

The General Meeting will be conducted according to the following

### **AGENDA**

1. Opening of the General Meeting and establishing of the number of Shareholders in attendance and those represented;
2. Resolution on the acceptance of the Management Report for the year 2017;
3. Resolution on the acceptance of the Supervisory Board's report on supervision of the management of the Company in the year 2017;
4. Resolution on the distribution of the profits;
5. Resolution granting discharge from liability to the Director of the Company for the year 2017;
6. Resolution granting discharge from liability to the members of the Supervisory Board of the Company for the year 2017;
7. Resolution on the appointment of the auditor of the Company for the year 2018;
8. Resolution on the election of the Supervisory Board members.

The Director and the Supervisory Board of the Company propose that the resolutions set out under 2, 3, 4, 5 and 6 above, and the Supervisory Board proposes that the resolutions under 7 and 8 of the Agenda be adopted by the General Meeting as follows:

## PROPOSALS OF GENERAL MEETING RESOLUTIONS

### **Ad. 2. Resolution on the acceptance of the Management Report for the year 2017**

The Management Report on the state of the company ULJANIK PLOVIDBA d.d. and the ULJANIK PLOVIDBA Group for the year 2017 is accepted.

### **Ad. 3. Resolution on the acceptance of the Supervisory Board's report on supervision of the management of the Company in the year 2017**

The Supervisory Board's report on supervision of the management of the Company ULJANIK PLOVIDBA d.d. in the year 2017 is accepted.

### **Ad. 4. Resolution on the distribution of the profits**

ULJANIK PLOVIDBA d.d.'s net profit for the year 2017 in the amount of 5,173,440.17 HRK is distributed as follows:

- the amount of 258,672.00 HRK is allocated for statutory reserves,
- the amount of 4,914,768.17 HRK is allocated for retained earnings.

### **Ad. 5. Resolution granting discharge from liability to the Director of the Company for the year 2017**

The Director of the company ULJANIK PLOVIDBA d.d., Mr Dragutin Pavletić is hereby discharged from liability in respect of the exercise of his management duties during the year 2017.

### **Ad. 6. Resolution granting discharge from liability to the members of the Supervisory Board of the Company for the year 2017**

- I. Ms Amra Pende, member and president of the Supervisory Board of the company ULJANIK PLOVIDBA d.d. is hereby discharged from liability in respect of her supervisory duties during the year 2017.
- II. Mr Anton Brajković, member and deputy president of the Supervisory Board of the company ULJANIK PLOVIDBA d.d. is hereby discharged from liability in respect of his supervisory duties during the year 2017.
- III. Mr Robert Banko, member of the Supervisory Board of the company ULJANIK PLOVIDBA d.d. is hereby discharged from liability in respect of his supervisory duties during the year 2017.

### **Ad. 7. Resolution on the appointment of the auditor of the Company for the year 2018**

IAUDIT private limited liability auditing company with headquarters in Rijeka, Jelačićev trg 7/I is hereby appointed to conduct the audit of the unconsolidated financial statements of the parent company ULJANIK PLOVIDBA d.d. and the consolidated financial statements of the ULJANIK PLOVIDBA Group for the year 2018.

## **Ad. 8. Resolution on the election of the Supervisory Board members**

As members of the Supervisory Board of the company ULJANIK PLOVIDBA d.d., for a period of 4 (four) years starting from 29 August 2018 the following are elected:

- Amra Pende, lawyer from Pula, Pina Budicina 21 and
- Anton Brajković, economist from Pula, Ivana Rabara 20.

## **INSTRUCTIONS FOR SHAREHOLDERS' PARTICIPATION AT THE GENERAL MEETING**

The Shareholder of the Company who personally or through his representative or by proxy, notifies the Company in writing of his attendance at least 6 (six) days prior to the General Meeting shall have the right to participate at the General Meeting and the right to vote, taking into account that the date of receipt of the notification is not included into the mentioned time limit, i.e. by 21 August 2018 at the latest.

The notifications shall be made in writing, on the form available on the below listed web page of the Company to:

- the 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 Shareholders at the Central Depository and Clearing Company Inc., Zagreb, on the last day scheduled for the submission of notification of attendance, i.e. on 21 August 2018, are considered Shareholders of the Company.

At the General Meeting, the Shareholders may be represented by attorneys holding 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 must enclose a power of attorney with 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 the 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 who are legal persons must provide, in addition to the power of attorney, an excerpt from the court register clearly listing the identification of the person authorised to represent the Shareholder who is a legal person.

Notifications for minors, judicially interdicted persons or partly judicially interdicted persons shall be made and they shall be represented by their legal representative or guardian who must, in addition to the notice of attendance, submit an original or a certified copy of the document attesting to his/her status of a legal representative or guardian.

Registration of persons authorized to take part in the work of the General Meeting will begin half an hour before the commencement of the General Meeting. A Shareholder or a Shareholder's proxy, legal representative or guardian that did not register will not be able to participate in the work of the General Meeting. At registration, the identity of the persons attending will be ascertained on the basis of a legally prescribed and 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 Articles of Association the quorum at the General Meeting scheduled for 28 August 2018 is not met, the following General Meeting will be held on 29 August 2018 with the same Agenda and at the same time and the same venue without any special announcement and invitation. A General Meeting convened and held in such a manner can validly pass resolutions notwithstanding the number of Shareholders represented.

Shareholders who jointly hold a twentieth part of the Company's share capital have the right to request that an additional point be added to the General Meeting's agenda and be published, together with an explanation or a draft proposal. Such a motion must be received by the Company 30 (thirty) days prior to the General Meeting's date at the latest, 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 will be considered as unduly published and no resolution shall be passed on them by the General Meeting.

A Shareholder who wishes to propose a motion regarding any of the proposed resolutions of the General Meeting can provide a written countermotion together with indication of his name, surname and an explanation 14 (fourteen) days prior to the General Meeting date at the latest, taking into account that the date of receipt of the countermotion is not included into the mentioned time limit, or propose it for consideration at the General Meeting. Any timely received motion will be made available to the 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.

The above also applies, in the appropriate manner, to the proposal of the Shareholder on the appointing of the Company's auditor.

At the General Meeting every Shareholder has the right to request from the Company's Director additional information about the Company's business activities if necessary for the forming of opinions on the orders of the day, however information may be withheld on grounds defined in the Companies Act.

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