

ULJANIK PLOVIDBA

Pomorski promet, dioničko društvo

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

Pula, 07. 06. 2017.

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 Maritime transport, joint stock company, with headquarters in Pula, Carrarina 6, the director of ULJANIK PLOVIDBA d.d. passed on 6 June 2017 the Decision on the convocation of the General Meeting of the company ULJANIK PLOVIDBA d.d., 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 (Company) will be held on 14 July 2017 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 2016;
3. Resolution on the acceptance of the Supervisory Board's report on supervision of the management of the Company for the year 2016;
4. Resolution on the distribution of the profits;
5. Resolution granting discharge from liability to the Director of the Company for the year 2016;
6. Resolution granting discharge from liability to the members of the Supervisory Board of the Company for the year 2016;
7. Resolution on the appointment of the auditor of the Company for the year 2017;
8. Resolution on the amendment to the Company Articles of Association.

The Director and the Supervisory Board of the Company propose that the resolutions set out under 2, 3, 4, 5, 6 and 8 above, and the Supervisory Board proposes that the resolution under 7 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 2016

The Management Report in respect of the company ULJANIK PLOVIDBA d.d. and the ULJANIK PLOVIDBA Group for the year 2016 is accepted.

Ad. 3. Resolution on the acceptance of the Supervisory Board's report on supervision of the management of the Company for the year 2016

The Supervisory Board's report on supervision of the management of the Company ULJANIK PLOVIDBA d.d. for the year 2016 is accepted.

Ad. 4. Resolution on the distribution of the profits

ULJANIK PLOVIDBA d.d.'s net profit for the year 2016 in the amount of 8,257,566.63 HRK is distributed as follows:

- the amount of 412,878.33 HRK is allocated for statutory reserves,
- the amount of 7,844,688.30 HRK is allocated for retained earnings.

Ad. 5. Resolution granting discharge from liability to the Director of the Company for the year 2016

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 2016.

Ad. 6. Resolution granting discharge from liability to the members of the Supervisory Board of the Company for the year 2016

- 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 2016.
- 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 2016.
- 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 2016.

Ad. 7. Resolution on the appointment of the auditor of the Company for the year 2017

The auditing company REVIDAS Revizija i konzalting d.o.o., Pula, Vukovarska 47 is hereby appointed to conduct the audit of the financial statements of the parent company ULJANIK PLOVIDBA d.d. and the audit of the consolidated financial statements of the ULJANIK PLOVIDBA Group for the year 2017.

Ad. 8. Resolution on the amendment to the Company Articles of Association

I. Article 7 of the Articles of Association is amended to read as follows:

"The Company's share capital amounts to 232,000,000.00 HRK (two hundred and thirty two million HRK).

The Company's share capital is divided into 580,000 (five hundred and eighty thousand) ordinary shares of the nominal value of 400.00 HRK (four hundred HRK) each.

The Management Board of the Company is authorized, with the consent of the Supervisory Board of the Company, to increase the Company's share capital on a one-off basis or on several occasions by the issue of new shares, up to a maximum amount of 116,000,000.00 HRK (one hundred and sixteen million HRK) on top of 232,000,000.00 HRK (two hundred and thirty two million HRK) for a total sum of 348,000,000.00 HRK (three hundred forty-eight million HRK). The Management Board of the Company is authorized, with the consent of the Supervisory Board of the Company, to increase in this manner the share capital of the Company by issuing of shares of different classes for stakes in money or things and rights.

The powers of the Management Board referred to in the previous paragraph of this Article are extended to a maximum of five years from the date of entry into the court register of the amendments to the Articles of Association by which such powers were granted.

The Management Board may, with the consent of the Supervisory Board of the Company, issue new shares with the total or partial exclusion of the priority rights of existing shareholders when registering new shares issued pursuant to the powers granted under this Article.

The Supervisory Board of the Company is authorized to harmonize the provisions of the Articles of Association with the changes resulting from such increase in share capital and issuing of new shares. "

II. Article 52 of the Articles of Association shall be amended to read as follows: "Information about the Company and its disclosures are published on the Company's web site.

The Company's information and disclosures whose publishing is expressly prescribed by law are published on the website of the competent court register.

If the Company's shares are listed on a regulated market, the Company shall provide information, disclosures and notices in accordance with the rules of such regulated market. "

EXPLANATION OF THE AMENDMENTS TO THE COMPANY ARTICLES OF ASSOCIATION

The proposed Resolution on the amendments to the Articles of Association of ULJANIK PLOVIDBA d.d. contains, in addition to other minor changes, the institute of authorised capital of the Company.

The institute of approved capital favours the Company's business policy as it provides access to a funding pool whose scope and timelines are synchronised with the maritime industry's trends which require a rapid response by the Company to the volatile nature of the global maritime transport services market, providing the opportunity for a more favourable positioning in relation to competition and, consequently, better business results.

Additionally, the practical benefits of the institute of approved capital have been considered with respect to the regular capital enhancement process, which primarily lie in the faster and simpler access to the investors, at the time most convenient for the Company. The proposed framework amount provides the Company with additional flexibility in taking advantage of the desirable opportunities in accordance with its prospective needs and at times most appropriate for the Company.

The aforementioned facts are the basis for the proposal of the amendment of the Articles of Association through the institute of authorised capital, which, in addition to the existing practice, provides the Company with the opportunity to appear on the domestic financial market and to quickly and soundly secure additional funds when and if needed, in the amount most appropriate for the Company.

The provisions relating to the increase of the share capital as authorised capital also propose the possibility of applying of the provision provided by the law which gives the Company the possibility to exclude the priority rights of the existing shareholders upon subscription of new shares, either wholly or in part. Pursuant to the Capital Market Act, a public offering of securities may be made without the need for prior publication of a prospectus if it is, amongst other things, exclusively addressed to qualified investors or to fewer than one hundred and fifty natural or legal persons per Member State, other than qualified investors. This significantly reduces the time and cost of recapitalization which is usually needed for the preparation of the prospectus and for the subscription procedure, while reducing the risks that such a complex procedure entails.

Furthermore, such authorization enables the Company to access stable and reputable investors, whose presence in the share structure creates additional security for all other shareholders, and strengthens the Company's position on the securities market, which is an added value for the Company and its shareholders.

It is also important to mention that the possibility of limiting or excluding priority rights when subscribing new shares, in synergy with the opportunities offered by the capital increase as authorised capital, significantly shortens the recapitalization process as well as the related costs.

Based on a careful consideration of the existing legal possibilities and needs of the Company in the forthcoming period, we consider it justified and useful to include this legal institute in the Company Articles of Association in order to ensure, in a timely manner and by minimizing costs, the inflow of fresh capital for the Company's operations and the realization of its business plans.

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 7 July 2017 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@uljanikplovidba.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 7 July 2017, 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 14 July 2017 is not met, the following General Meeting will be held on 15 July 2017 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 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.

Dragutin Pavletić, Director