

On the basis of provisions of Article 277 item 2 of the Companies Act (hereinafter: ZTD) and provisions of Articles 51 and 56 of the Articles of Incorporation of the company **ULJANIK d.d.**, having its headquarters at Flaciusova 1, Pula, Subject Identification Number: 040016740, Company's Identification Number (OIB): 56243843109, (hereinafter: the Company), the Management Board of the Company has brought the Decision regarding the convoking of the General Assembly of the Company, and **invites the shareholders** of the Company to the

## **EXTRAORDINARY GENERAL ASSEMBLY OF THE COMPANY**

**ULJANIK – shipbuilding, mechanical engineering, electrical industry, equipment,  
navigation, trading and tourism, jsc**

The Extraordinary General Assembly of the Company will be held on the **22<sup>nd</sup> October 2015** in Pula, at the premises of the great auditorium of County Chamber of Pula, at Carrarina 5 (*Velika dvorana Županijske komore Pula, Carrarina 5*) starting at **11:00** hrs.

**For the Extraordinary General Assembly the Management Board of the Company suggests the following:**

### **AGENDA**

- 1. The opening of the General Assembly and establishing the number of shareholders present and shareholders' authorised representatives (defining the quorum);**
- 2. Reports of the Company's Supervisory Board regarding effected monitoring of the conduct of the business of the Company and opinion of the Supervisory Board related to suggested decisions regarding ordinary decrease and increase of Company's equity capital;**
- 3. Decision on the ordinary decrease of the Company's equity capital;**
- 4. Decision on amendment of the scope of activity;**
- 5. Decision on amendments to the Articles of Incorporation;**
- 6. Management Report on reasons for exclusion of priority rights of existing shareholders at registration of new shares;**
- 7. Decision on increase of the Company's Equity Capital with contributions in cash with the complete exclusion of priority rights of existing shareholders and changes of the Statute;**
- 8. Decision on giving authorization for the acquisition of new Company shares in the process of the increase of the Company's Equity Capital without publishing a takeover bid.**

### **SUGGESTIONS FOR DECISIONS**

#### **Ad. 2**

**The Report of the Supervisory Board regarding monitoring of the Company's business and opinion of the Supervisory Board regarding suggested Decisions on the ordinary decrease and increase of Company's Equity Capital is adopted.**

### **Ad. 3**

Is adopted

## **DECISION** **On ordinary decrease of equity capital**

- 1. Equity Capital of the Company ULJANIK d.d. having its headquarters in Pula**, Subject Identification Number: 040016740, Company Identification Number (OIB): 56243843109 (hereinafter: the Company), amounts to 302,062,500.00 kuna (in words: three hundred and two million sixty two thousand and five hundred kuna) is divided into 3,356,250 (in words: three million three hundred and fifty six thousand two hundred and fifty) ordinary shares , which is 2,236,253 (in words: two million two hundred thirty six thousand two hundred and fifty three) first offering shares and 1,119,997 (one million one hundred and nineteen thousand nine hundred and ninetyseven) second offering shares, with an individual nominal value of 90.00 kuna (in words: ninety kuna).The Company's Equity Capital has been paid.
- 2.** With this Decision the Equity Capital of the Company is decreased from the amount of 302,065,500.00 kuna (in words: three hundred and two million sixty-five thousand five hundred kuna) by the amount of 201,375,000.00 kuna (in words: two hundred and one million three hundred and seventy five thousand kuna) to the amount of 100,687,500.00 kuna (in words one hundred million six hundred and eighty seven thousand five hundred kuna). The purpose of the ordinary decrease of the Equity Capital as per this Decision is to add the amount obtained with the decrease of Equity Capital of the Company to the Company's capital reserves, and because of the decrease of the Equity Capital there would be no pay-out to the shareholders.
- 3.** The ordinary decrease of Equity Capital of the Company, as per this Decision, is implemented with the decrease of nominal amount of the Company shares.
- 4.** The nominal value of a Company share amounting to 90.00 kuna (in words: ninety kuna) is decreased by 60.00 kuna (in words: sixty kuna) to the amount of 30.00 kuna (in words: thirty kuna).
- 5.** After the implemented decrease of Equity Capital, the Company's Equity Capital amounts to 100,687,500.00 kuna (in words: one hundred million six hundred and eighty seven thousand five hundred kuna) and is divided into 3,356,260 (in words: three million three hundred and fifty six thousand two hundred and sixty kuna) ordinary shares by name, and this is 2,236,253 kuna (in words: two million two hundred and thirty six thousand two hundred and fifty three kuna) first offering shares and 1,119,997 (in words: one million one hundred and nineteen thousand nine hundred and ninety seven) second offering shares having a nominal value of 30.00 Kuna (in words: thirty kuna) per share.
- 6.** The Company undertakes to give insurance to creditors which may request same in accordance with the provisions of Article 345, item 1 of the current Companies Act.
- 7.** All expenses related to the decrease of Equity Capital will be borne by the Company.
- 8.** The ordinary decrease of Equity Capital as per this Decision will be considered as implemented on the day of registration of this Decision in the Commercial Court in Pazin.

#### Ad. 4

Is adopted

### **DECISION on amendment of the scope of activity**

The Company's scope of activity is supplemented with the following activities:

- \* Providing consulting services related to business and management
- \* Providing translation services
- \* Activity of preparing technological documentation, technical surveillance, technical testing and analysis
- \* Activity for the design and drafting of the Vessel
- \* Activity for the design and development of technical documentation for Vessels and floating objects
- \* Accounting activities
- \* Activities of public road transport of passengers and freight in domestic road transport
- \* Passenger internal road transport
- \* Transportation of cargo in domestic and international road transport
- \* Transportation for own account
- \* Transportation of dangerous substances
- \* Maritime cabotage – transportation of goods and passengers between Croatian ports
- \* Repair, renewal of equipment and machinery, painting, cleaning of Vessels
- \* Providing the service of boat rental
- \* Pilotage activity
- \* Implementation of statutory certification of maritime objects and statutory certification regarding safety protection of Vessels
- \* Activity of tonnage measurement of Vessels
- \* Towing and pushing of Vessels and other marine navigational operations (which do not apply to the carriage of passengers, baggage, goods or towing)
- \* Maritime Agency Services
- \* Occasional transport of passengers in coastal maritime transport
- \* Providing cargo handling services
- \* Providing warehousing services
- \* The activity of representing domestic and foreign legal and natural persons at home and abroad, within the registered activities
- \* Information society services
- \* Real estate activity
- \* Activity of leasing own real estate
- \* Property management and maintenance of real estate
- \* Activity of renting of machinery and equipment, with or without operator and of personal and household goods
- \* Design and construction of building and professional supervision
- \* Construction project manager activities
- \* Provision of cleaning services of all kinds of facilities
- \* The activity of waste management
- \* Professional environmental protection activities
- \* Professional noise protection
- \* Activity of monitoring air quality
- \* Activity of collecting, checking leaks, installation and maintenance or servicing (servicing) refrigeration and air conditioning devices and equipment, heat cranes, stationary fire protection systems and fire extinguishers containing controlled substances or fluorinated greenhouse gases or depend on same
- \* Professional activities of non-ionizing radiation
- \* Transportation of non-ionizing radiation sources
- \* Use of explosives

- \* Activities of production, placing on the market and use of chemicals
- \* Psychological activity
- \* Activity of manufacturing and placing on the market of general use items
- \* Activity of evaluation of danger
- \* Safety at work training
- \* Testing of machines and devices with high risk and testing in the work environment
- \* Verification of machines and equipment, personal protective devices and equipment
- \* Private security activities
- \* Organization of sports events
- \* Management and maintenance of sports facilities
- \* Tourist services in other forms of tourist offers
- \* Activity of organization and mediation in organizing trade fairs, congresses, business meetings, cultural and entertainment programs
- \* Publisher activity
- \* Activity of public information
- \* Audiovisual activities
- \* Generation of electricity
- \* Transmission of electricity
- \* Distribution of electricity
- \* Electricity supply
- \* Transmission, i.e. transport of energy
- \* Energy storage
- \* Distribution of energy
- \* Management of energy facilities
- \* Energy supply
- \* Trading of energy
- \* Gas production
- \* Transportation of gas
- \* Gas storage
- \* Distribution of gas
- \* Gas supply
- \* Production of thermal energy
- \* Thermal energy supply
- \* Distribution of thermal energy

#### **Ad. 5**

Is adopted

### **DECISION**

#### **Decision on amendments to the Articles of Incorporation**

**1. The provision of the Article 8. of the Statute** of the Company ULJANIK d.d, having its headquarter in Pula, Flaciusova 1, Subject Identification Number: 040016740, Company's Identification Number (OIB): 56243843109, is amended and same now reads:  
„Equity Capital of the Company amounts to 100,687,500.00 kuna“.

**2. Item 1 of the Article 13 of the Company's Statute is amended and same now reads:**  
„For the amount of Equity Capital (Article 8 of the Statute) 2,236,253 first offering ordinary shares with a nominal value of 30.00 kuna each and 1,119,997 second offering ordinary shares with a nominal value of 30.00 kuna each have been issued.

**3. Article 6 of the Statute is amended and same now reads:**

«The scope of activity of the Company is made up by the following activities:

- \* Manufacture of machinery for the production and use of mechanical power (29.1)

- \* Manufacture of other general purpose machinery (29.2)
- \* Production of machine tools (29.4)
- \* Manufacture of other special purpose machines (29.5)
- \* Manufacture of electric motors, generators and transformers (31.1)
- \* Manufacture of lighting equipment and electric lamps (31.5)
- \* Manufacture of other electrical equipment not mentioned elsewhere (31.6)
- \* Building and repair of ships and boats (35.1)
- \* Sale of motor vehicles (50.1)
- \* Maintenance and repair of motor (50.2)
- \* Trades of parts and accessories for motor vehicles (50.3)
- \* Management of holding companies (74.15)
- \* Quality management
- \* Buying and selling of goods
- \* Commercial mediation in domestic and international markets
- \* Providing consulting services related to business and management
- \* Providing translation services
- \* Activity of making technical documentation, technical supervision, technical testing and analysis
- \* Activity of designing and drafting of the Vessel
- \* The design and development of technical documentation for ships and vessels
- \* Accounting transitions
- \* Activity of public road transport of passengers or freight in domestic road transport
- \* Passengers transport in domestic road transport
- \* Transportation of cargo in domestic and international road transport
- \* Transportation for own account
- \* Transportation of dangerous substances
- \* Maritime cabotage – transportation of goods and passengers between Croatian ports
- \* Repair, renewal of equipment and machinery, painting, cleaning of Vessels
- \* Activity of chartering Vessels
- \* Pilotage activity
- \* Implementation of statutory certification of maritime objects and statutory certification regarding safety protection of Vessels
- \* Activity of tonnage measurement of Vessels
- \* Towing and pushing of Vessels and other marine navigational operations (which do not apply to the carriage of passengers, baggage, goods or towing)
- \* Maritime Agency Services
- \* Occasional transport of passengers in coastal maritime transport
- \* Providing cargo handling services
- \* Providing warehousing services
- \* The activity of representing domestic and foreign legal and natural persons at home and abroad, within the registered activities
- \* Information society services
- \* Real estate activity
- \* Activity of leasing own real estate
- \* Property management and maintenance of real estate
- \* Activity of renting of machinery and equipment, with or without operator and of personal and household goods
- \* Design and construction of building and professional supervision
- \* Construction project manager activities
- \* Provision of cleaning services of all kinds of facilities
- \* The activity of waste management
- \* Professional environmental protection activities
- \* Professional noise protection
- \* Activity of monitoring air quality
- \* Activity of collecting, checking leaks, installation and maintenance or servicing (servicing) refrigeration and air conditioning devices and equipment, heat cranes, stationary fire protection systems and fire extinguishers containing controlled substances or fluorinated greenhouse gases or depend on same

- \* Professional activities of non-ionizing radiation
- \* Transportation of non-ionizing radiation sources
- \* Use of explosives
- \* Activities of production, placing on the market and use of chemicals
- \* Psychological activity
- \* Activity of manufacturing and placing on the market of general use items
- \* Activity of evaluation of danger
- \* Safety at work training
- \* Testing of machines and devices with high risk and testing in the work environment
- \* Verification of machines and equipment, personal protective devices and equipment
- \* Private security activities
- \* Organization of sports events
- \* Management and maintenance of sports facilities
- \* Tourist services in other forms of tourist offers
- \* Activity of organization and mediation in organizing trade fairs, congresses, business meetings, cultural and entertainment programs
- \* Publisher activity
- \* Activity of public information
- \* Audiovisual activities
- \* Generation of electricity
- \* Transmission of electricity
- \* Distribution of electricity
- \* Electricity supply
- \* Transmission, i.e. transport of energy
- \* Energy storage
- \* Distribution of energy
- \* Management of energy facilities
- \* Energy supply
- \* Trading of energy
- \* Gas production
- \* Transportation of gas
- \* Gas storage
- \* Distribution of gas
- \* Gas supply
- \* Production of thermal energy
- \* Thermal energy supply
- \* Distribution of thermal energy

Besides the activities from item 1 of this Article, the Company can also carry out other activities that are complementary to the activities registered in the Court register, should same be carried out to a smaller extent or usually with the registered activities.”

4. The Company’s Supervisory Board is authorized to prepare the revised text of the Statute.

**Ad. 6.**

**Management Report on reasons for exclusion of priority rights of existing shareholders at registration of new shares is adopted.**

## **Ad. 7.**

Is adopted

### **DECISION**

#### **on increase of the Company's Equity Capital with contributions in cash with the complete exclusion of priority rights of existing shareholders and changes of the Statute;**

- 1.** Equity Capital of the Company ULJANIK d.d. having its headquarters at Flaciusova 1, Pula, Subject Identification Number: 040016740, Company's Identification Number (OIB): 56243843109 (hereinafter the Company), amounts to 100,687,500.00 kuna (in words: one hundred million six hundred and eighty seven thousand five hundred kuna) and is divided into 3,356,250 (in words: three million three hundred and fifty six thousand two hundred and fifty kuna) ordinary shares by name, and this is 2,236,253 (in words: two million two hundred and thirty six thousand two hundred and fifty three) first offering shares and 1,119,997 (in words: one million one hundred and nineteen thousand nine hundred and ninety seven) second offering shares having a nominal value of 30.00 kuna (in words: thirty kuna) per share. The Company's Equity Capital has been paid.
- 2.** With this Decision the Equity Capital is increased through the offering of new shares with the payment of deposit in order to collect funds for Company business. The Equity Capital of the Company is increased from the amount of 100,687,500.00 kuna (in words: one hundred million six hundred eighty seven thousand five hundred kuna) by an amount up to 129,999,990.00 kuna (in words: one hundred twenty nine million nine hundred and ninety nine thousand nine hundred and ninety) to an amount up to 230,687,490.00 kuna (in words: two hundred and thirty million six hundred eighty seven thousand four hundred and ninety kuna).
- 3.** The increase of Company's Equity Capital from item 2 of this Decision will be implemented by payment in cash by issuing at least 2,166,666 (in words: two million one hundred and sixty six thousand six hundred and sixty six) to an amount up to 4,333,333 (in words: four million three hundred and thirty three thousand three hundred and thirty three ) new ordinary shares by name, with each having a nominal value of 30.00 kuna (in words: thirty kuna).
- 4.** The shares will be registered by written Declaration (Register). The payment of shares will be effected to the account stated in the Public Call for registration of Company's shares, which will also be stated in the Register. All investors, but with limitation regarding the minimum subscription, as defined further in the text of this Decision, reserve the right to register the Company's shares.
- 5.** The registration of share will last 5 (in words: five) working days from the date stated in the Public Call for the registration of shares, provided that in the Public Call for registration of shares through Register place and times insured for the registration of shares will be specified in detail. The Investors who registered their shares are obliged to pay for the shares that they have registered within the time which will be decided by the Management Board of the Company in the Public Call for the registration of shares. The minimal number of shares that each Investor may register and pay for can be derived by dividing EUR 100,000.00 (one hundred thousand euro) in the counter value of kuna as per middle exchange rate of HNB with the price of edition of new shares and by rounding up the that number to the first bigger multiple of number 1,000 (in words: one thousand). The final number of new shares that each Investor may register and pay (hereinafter: Minimum Subscription) will be specified in the stated Public Call for registration of shares.
- 6.** The maximum right for registration of shares is limited to the number of shares which are offered through the procedure of increase of Equity Capital. All Register through which less than the minimal registration will not be taken into registration. All Register through which a greater number of shares offered in the procedure of increase of Equity Capital will be taken into consideration only up to the amount of shares offered in the procedure of Equity Capital as per this Decision. The Company's Management Board will, with the authorization of the Supervisory Board, adopt rules of allocation of shares to the Investors in case the total amount of registered

and paid shares is not higher than the number of shares offered in the procedure of increase of Equity Capital, and same will be announced in the Public Call for registration of shares.

**7.** Registration and payment of shares will be effected through the issuer of the bank Privredna banka Zagreb d.d. Registration and payment will be carried out in the way defined in the announced Public Call for registration of shares. The Management Board is authorised to dependently decide when the Public call for registration of shares will be announced. The Public Call for registration of shares will be announced on the Company's internet pages, internet pages of Zagreb the stock exchange (Zagrebačka burza dd.) and at least in one daily newspaper which are issued in the area of the Republic of Croatia. In case the limit for registration of shares is exceeded, the Investor that missed effect the payment in the foreseen period will be excluded from the procedure of increase of Equity Capital of the Company as per this Decision.

**8.** In the Register under point 4 of this Decision data such as name and surname (company), personal identification number and residence address (headquarters) of the final Investor must be stated. On the contrary the Investor will not have the right to take part in the registration of new shares. Should the shares of the Company for the account of the Investor be registered by the Bank trustee for the benefit of the account based on which the Company can not establish who is the final holder of the Company's shares (collective guardian account or guardian account with password), the Register is filled out and sent exclusively by the Bank trustee with the note of the Bank trustee regarding the identity of the final Investor.

**9.** The shares will be offered for sale at a price of 30.00 kuna (in words: thirty kuna) per share.

**10.** The increase of Equity Capital as per this Decision is implemented with the complete exclusion of priority rights of existing shareholders of the Company, which may take part in the procedure of increase of Equity Capital, but under the same conditions as other Investors.

**11.** In accordance with Article 351, item 1, point 3, of the Law on Capital Markets, the Company based on this Decision issues shares with using the exception of issuing the Prospect and the Company will not issue the Prospect for the requirements of issuing shares.

**12.** The final amount of increase of Equity Capital will depend on the success of the offering, i.e. on the number of shares which will be registered and paid on the basis of this Decision. The offering of shares will be considered successfully carried out if, within the defined deadlines for registration and payment at least 2,166,666 (two million one hundred and sixty six thousand six hundred and sixty six) shares are registered and paid.

**13.** The Company's Management Board will, under the authorization of the Supervisory Board within 3 (in words: three) working days from the expiry of the last deadline for registration and payment of shares, and as defined under point 5 of this Decision, establish the successfulness of the share offering, exact number of increase of Equity Capital and the exact number of new ordinary shares.

**14.** Should the registration of new shares not be successful, the Company will within 7 (in words: seven) working days from the expiry of the last deadline for the registration and payment of shares, as defined in point 5 of this Decision, return to the Investors the deposited funds. In that case the Company will not bear the expenses for payment transactions as well as any other expenses which the Investor may have had as per carried out transactions and neither will pay to the Investors interest rates for the period from the payment of funds to the Company account from item 4 of this Decision to the moment of return of the stated funds to the Investor.

**15.** On the basis of the payment which has been fully effected for each new share, after the registration of increase of Equity Capital in the Court Register, the shares will be issued in the non-material form, in the form of electronic records in the computer system of the Central Depository & Clearing Company (hereinafter SKDD), with the mark that is attributed by SKDD, The newly issued shares will have the same rights as the already existing shares of the Company. The shares will be issued named, and will give the shareholders all rights that have been established by the Law and the Company's Statute. Each share will entitle one vote at the General Assembly of the Company and the right to the distribution of profit in proportion to its part in the Company's Equity Capital for all business years for which the holders of the existing shares of the Company reserve that right.

**16.** Newly issued shares will be incorporated in the regular market for trading, i.e. on the official market of the Zagreb stock exchange on which the existing shares of the Company have already been included, as per applicable Regulations. As per this Decision, it will be possible to trade with newly issued shares once same are incorporated on the ordinary market.

**17.** In case of an overpaid amount by some of the Investors, the Company will, within 7 (in words: seven) working days from the expiry of the last deadline for registration and payment of new shares, return the overpaid funds to those Investors to the account number stated by the Investor in the Register. In the stated period the Company will not bear expenses for payment transactions or any other expenses that the Investor may have had arising from those transactions neither will interests be paid to the Investors for the period from payment of funds on the account of the Company from Article 4 of this Decision to the moment of return of stated funds to the Investor.

**18.** Multiple registration of new shares are permitted/allowed, on condition that those multiple registrations will be treated by the Company as singular.

**19.** Should the increase of Equity Capital not be registered in the Court Register within 12 (in words: twelve) months from the day of bringing this Decision, the Register cease to oblige the Subscriber, while the effected payment will be returned to the Investors on the account number stated by the Investors in the Register within 7 (in words: seven) working days from the expiry of the stated 12 months period. In that case the increase of Equity Capital and the offering of new shares will be considered as not successfully implemented. In that case the Company will not bear the expenses of payment transactions or any other expenses that the Investor may have had arising from implementation of transactions neither will the interest rates be paid to the Investors from the period of payment of funds to the account of the Company from Article 4 of this Decision to the moment of return of those funds to the Investor.

**20.** On 30.06.2015 the Company ULJANIK d.d. balance sheet bears the following amounts (in kuna, without lipa)

Long-term assets	539,288,166
Short-term assets	624,331,367
Expenses paid for the future period and calculated revenue	371,473
Overall assets	1,163,991,006
Capital and Reserve	334,825,363
Reserves	0
Long-term liabilities	5,666,959
Short-term liabilities	823,498,684
Postponed payment of expenses and income for future period	0
Overall capital and liabilities	1,163,991,006

**21.** At today's General Assembly the Statute of the Company has been changed in a way that, after the realization of increase of the Company's Equity Capital as per this Decision and the results of registration and payment of new shares of the Company, the amount of Equity Capital of the Company is changed as per Article 8 of the Statute of the Company and the number of shares in Article 13 item 1 of the Statute of the Company. With this Decision the General Assembly authorizes and encumbers the Supervisory Board of the Company, taking into consideration the amount of increase of Equity Capital of the Company and number of new shares of the Company as per results of registered and paid new shares, to:

a) harmonize Provisions from Article 8 of the Statute of the Company in the part that refers to the amount of Equity Capital of the Company, as in Article 13 item 1 of the Company's Statute which refers to the number of shares on which the Equity Capital is divided, and

b) to establish the consolidated text of the Statute. The stated changes and amendments of the Statute enter into force on the day of registration in the Court Register.

**22.** For what is not regulated by this Decision, the provisions of applicable Laws and Statute of the Company will be adequately applied.

**23.** This Decision enters into force on the day of registration in the Court Register. The Management Board of the Company is authorized and encumbered to take all necessary legal and factual actions for the implementation of this Decision.

## **Ad 8**

Is adopted

## DECISION

### **Regarding giving consent for acquisition of shares in the procedure of increase of Equity Capital without the obligation of announcement the Offer for acquisition**

Acquirers of new shares of the Company ULJANIK d.d., having its headquarters in Pula, Flaciusova 1, Subject Identification number 0400167740, Company Identification Number (OIB): 56243843109 (hereinafter: the Company) who will attain the Company's shares on the basis of the Decision on the increase of the Company's Equity Capital with investments in cash with the complete exclusion of the right of priority of the existing shareholders and changes of the Statute dated 22.10.2015, the acquisition of new shares without the obligation of announcing the Offer for acquisition is approved, if, by subject acquisition of new shares of the Company, a new obligation for Acquirers for announcing the Offer would arise, all in accordance with the provisions of Article 14 item 1 point 3 of the current Law on the taking over of joint stock companies.

Each shareholder who is registered in the central depository of the Central Depository and Clearing Company Zagreb has the right to participate at the Assembly in person or through legally authorized representatives.

The status of the shareholder is established on **1<sup>st</sup> October 2015** as per Article 279 item 3 of the Company's Act (referring to the beginning of 21 days prior to the holding of the Assembly, a term which does not include the day of the actual holding of the Assembly). The proof of the status of the shareholders is submitted to the address of ULJANIK d.d., Management Board, Flaciusova 1, 52 100 Pula.

The shareholders bear their own expenses arising from participation at the Assembly of the Company.

From the date of convoking the Assembly in the Official Gazette shareholders may examine the documentation for the Assembly each working day from 0900 – 1100 hrs at the Company headquarters, Flaciusova 1, 52 100 Pula, on the first floor, room 39, as well as by consulting the internet page of the Company [www.uljanik.hr](http://www.uljanik.hr).

On the basis of Article 53 of the Articles of Incorporation of the Company and Article 279, item 2 of the Companies Act, shareholders, i.e. their authorized representatives, are obliged to register with the Management Board of the Company their participation at the Assembly no later than six days prior to the Assembly of the Company taking place (that term does not include the date of the receipt of the application by the Company, as well as the date on which the Assembly is held), i.e. by the **15<sup>th</sup> October 2015**.

The shareholders may be represented by their authorized representatives on the basis of a valid written authorization issued by the shareholder, i.e. on behalf of the shareholder who is a legal entity, to a person who is authorized to represent him. The authorization shall contain: denotation of the firm of the Company, name and surname, i.e. firm as well as shareholder's Personal Identification Number, shareholder legal entity registration number, address, i.e. shareholder's headquarters, reference code of the investor's account, as well as the overall nominal amount of shares and number of votes that the shareholder has at his disposal, name and surname, i.e. firm as well as Personal Identification Number of the authorized representative, registration number of the authorized representative as a legal entity and address, i.e. headquarters of the authorized representative as well as the text of the authorization (authorization for the authorized representative to submit the notification of attendance at the Assembly as well as to represent the shareholder at the Assembly, participate in the work of same and vote on all decisions which are brought during same). The authorization is valid only for this meeting of the Assembly, or for the next meeting which will take place in the below-stated

term in case of lack of quorum. The authorization shall be signed by the shareholder physical entity or authorized person which represents the shareholder legal entity. The registration and authorization forms are available at the headquarters of the Company as well as on the Company's internet page [www.uljanik.hr](http://www.uljanik.hr)

If shareholders who jointly have shares to the amount of one twentieth part of the equity capital of the Company, after the Assembly has been convoked, same may request that an issue is included on the Agenda of the Assembly and that same is announced with an explanation and suggestion for a Decision on each new item on the Agenda given. The Company shall receive the request for introducing the new issue on the Agenda at least 30 days prior to the holding of the Assembly. That term does not include the date of receipt of the application by the Company. Not respecting the previously indicated term has, as a consequence, the non-valid announcement of the suggested items for the Agenda and therefore same can not be decided upon during the Assembly.

The shareholders have the right to place a counter proposal to the suggested Decision regarding certain items of the Agenda. The counter proposal, stating the name and surname of the shareholder, explanation and eventual point of view of the Management Board, will be notified to persons stated in Article 281 items 1 to 3 of the Companies Act, if the shareholder sends his counter proposal to the Company at the address stated in this invitation at least 14 days prior to the Assembly taking place. The date of receipt of the counter proposal by the Company is not included in that term of 14 days which, in accordance with that, expires on **7<sup>th</sup> October 2015**. Should the shareholder not take advantage of this right, this does not as a consequence result in the loss of his right to place a counter proposal during the Assembly. That stated in an appropriate way applies to the placing of suggestions by the shareholders regarding the election of members of Supervisory Board or regarding the election of the company's auditor.

The Management Board of the Company is obliged to give to each shareholder during the Assembly, at his request, information regarding the business activities of the Company, if necessary for evaluation of issues on the Agenda. Notices from the Article 280.a of the Companies Act are available on the internet page of the Company [www.uljanik.hr](http://www.uljanik.hr)

If during the scheduled Assembly the quorum is not reached, the Assembly of the Company will be held on **6<sup>th</sup> November 2015** at the same time, at the same place, without additional announcement and invitation.

For the timely start of the Assembly, we kindly ask the shareholders, or their authorized representatives, to register their presence at least 15 minutes before the beginning of same.

ULJANIK d.d.  
President of the Management Board  
Gianni Rossanda