



**ULJANIK d.d.**

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Evid. br. / Ref. No:H001.10.GS

- THE ZAGREB STOCK EXCHANGE INC.  
- CROATIAN FINANCIAL SERVICES  
SUPERVISORY AGENCY (HANFA)  
- CROATIAN NEWS AGENCY

Naš znak/Our sign: PK

Datum/Date: Pula, 17.10.2018

Vaš znak/Your sign:

**Notice on Ordinary General Assembly of the Company  
held on 16<sup>th</sup> October 2018 in Pula, in the Hall of Croatian Defenders (Dom hrvatskih  
branitelja), Pula, Leharova ulica as well as Decisions brought**

**AGENDA**

1. The opening of the General Assembly and establishing the number of shareholders present and shareholders' authorised representatives (defining the quorum);
2. Report of the Company's Supervisory Board regarding effected monitoring of the conduct of the business activities of the Company in 2017, and the opinion of the Supervisory Board regarding the suggested Decisions on increasing the equity capital;
3. Report of the Management Board regarding the status and conduct of business activities of the Company in 2017;
4. Bringing the Decision on establishing yearly Financial Reports for 2017 and the Auditor's report regarding revision carried out on the Company's Financial Reports for 2017;
5. Bringing the Decision on covering and transfer of loss;
6. Bringing the Decision regarding giving the note of release to the Management Board members of the Company for the business year 2017;
7. Bringing the Decision regarding giving the note of release to the Supervisory Board members for the business year 2017;
8. Election of members of Supervisory Board of the Company;
9. Bringing the Decision regarding remuneration of the members of the Supervisory Board for their work;

• Uprava / Board : Gianni Rossanda, Predsjednik / President, Denis Rabar, Član / Member  
• Predsjednik Nadzornog odbora / President of the Supervisory Board: Renata Kašnjar - Putar  
• Temeljni kapital / Capital stock: 100.687.500,00 HRK (uplaćen u cijelosti / entirely paid)  
• Broj izdanih dionica / Nominalna vrijednost / No. of issued shares / Nominal share value:  
3.356.250 à 30,00 HRK

• Trgovački sud u Pazinu  
Commercial Court in Pazin  
• MBS / Reg No.: 040016740  
• OIB / Personal identification number: 56243843109  
• PDV id. broj / VAT number: HR56243843109

**BANKA I SJEDIŠTE / BANK AND ADDRESS**

Privredna banka Zagreb d.d., Račkoga 6, 10000 Zagreb  
Zagrebačka banka d.d., Paromlinska 2, 10000 Zagreb  
OTP banka d.d., Domovinskog rata 3, 23000 Zadar  
Istarska kreditna banka Umag d.d., Ernesta Miloša 1, 52470 Umag

**IBAN**

HR0423400091100212763  
HR6723600001101989392  
HR4324070001118013228  
HR5123800061130002880

**SWIFT CODE**

PBZGHR2X  
ZABAHR2X  
OTPVHR2X  
ISKBHR2X

10. Bringing the Decision regarding nomination of the Company's Auditor for 2018;
11. Amendment to the Management Board's Report, adopted at the General Assembly on 16.02.2018, regarding reasons for complete exclusion of priority rights of the existing shareholders when registering new shares;
12. Bringing the Decision on changing of the Decision on the increase of the Company's Equity Capital by cash investments with the complete exclusion of priority rights of the existing shareholders and on changes of Articles on Incorporation dated 16.02.2018;
13. Bringing the Decision on changing of Decision on giving approval for acquiring Company's shares in the procedure of the increase of the Company's Equity Capital without obligation for announcing the Offer for acquisition dated 16.02.2018;

## DECISIONS

### **Ad. 2**

The Report of the Supervisory Board of the Company regarding monitoring of the Company's business activities management in 2017, and the opinion of the Supervisory Board on suggested Decisions on the process for increasing the Equity Capital, has **not been adopted** by the majority of votes.

### **Ad. 3**

The Report of the Management Board of the Company regarding status and business activities of the Company in 2017 has **not been adopted** by the majority of votes.

### **Ad. 4**

By the majority of votes, the Assembly **has adopted** the proposal for the following

**DECISION**  
**regarding establishing annual Financial Reports for 2017**  
**as well as the Auditor's Report regarding revision of Financial Reports for 2017**

**"1. The General Assembly of the Company establishes the yearly financial reports for Uljanik d.d. for 2017 as follows:**

1. Balance sheet on 31.12.2017 indicating overall assets amounting to 2,828,234 thousand HRK
2. Report on the overall profit for the year ending on 31.12.2017 with the shown loss after tax amounting to 1,246,417 thousand HRK.
3. Report on changes of capital.
4. Report on cash flow.

5. Notes on Financial Reports for 2017

**II. The General Assembly of the Company establishes the annual Financial Reports for ULJANIK Group for 2017 as follows:**

1. Consolidated Balance Sheet on 31.12.2017 with the total assets amounting to 2,954,846 thousand HRK.
2. Consolidated report on overall profit for the year ending on 31.12.2017 with the shown loss after tax amounting to 1,819,681 thousand HRK.
3. Consolidated Report on changes of capital.
4. Consolidated Report on cash flows.
5. Notes on consolidated Financial Reports for 2017.

III. The General Assembly of the Company accepts the auditor's Report regarding effected revision of Financial Reports of ULJANIK d.d. for the year 2017.

IV. The General Assembly of the Company accepts the auditor's Report regarding effected revision of consolidated Financial Reports of ULJANIK d.d for the year 2017."

**Ad 5.**

By the majority of votes, the Assembly **has adopted** the proposal for the following

**DECISION  
regarding covering and transfer of loss**

1. Establishing of loss after tax for 2017 in the amount of 1,246,416,460.99 kuna.
2. Establishing of other reserves in the amount of 33,956,761.09 kuna and capital reserves in the amount of 216,566,366.97 kuna.
3. Loss from business activities in 2017 are covered in the amount of 33,956,761.09 kuna from other reserves as well as the amount of 216,566,366.97 kuna from capital reserves.
4. The remainder of non-covered loss of 995,893,332.93 kuna is transferred to the following year.

**Ad 6.**

By the majority of votes, the Assembly **has not adopted** the proposal for the following

**DECISION  
regarding issuing of Note of Release to the Management Board of the Company for the  
business year 2017**

"It is established that the Management Board of ULJANIK d.d. managed ULJANIK d.d. in accordance with Law and Company's Articles of Incorporation, and based on this the Management Board is given a Note of Release for conducting the Company's business in 2017."

**Ad 7.**

By the majority of votes, the Assembly **has not adopted** the proposal for the following

**DECISION  
regarding giving Note of Release to the Supervisory Board of the Company for the  
business year 2017**

“It is established that the Supervisory Board of the ULJANIK d.d. has carried out its functions in accordance with Law and Company’s Articles of Incorporation, and based on this the members of the Supervisory Board are given a Note of Release for business year 2017.

The Note of Release is given to the members of the Supervisory Board in all three compositions during 2017 as follows:

Ms. Renata Kasnjar-Putar – president, Mr. Dino Sverko – deputy to the president, Mr. Andrija Hren, Mr. Marko Pokrajac and Mr. Rajko Kutlaca, members, for the period from 01.01.2017 to 27.04.2017.

Ms. Renata Kasnjar-Putar – president, Mr. Dino Sverko – deputy to the president, Mr. Marko Pokrajac, member, for the period from 28.04.2017 to 11.06.2017; as well as

Ms. Renata Kasnjar-Putar – president, Mr. Dino Sverko – deputy to the president, Mr. Dragutin Pauletich, Mr. Marko Pokrajac and Mr. Rajko Kutlaca, members, for the period from 12.06.2017 to 31.12.2017.”

**Ad 8.**

*Neither the Proposal of the Supervisory Board for the election of a member under item 8.1 nor the counter proposals of shareholders for the selection of a Member of the Supervisory Board have received the required majority of votes, thus the proposal and the counter proposal have not been adopted.*

“8.1 As Member of the Supervisory Board of ULJANIK d.d. Mr. SLOBODAN KAPOR, Bachelor of Law, Personal Identification Number 25280304524, resident at: Pula, Jurja Žakna 4.

The mandate of the elected Member of the Supervisory Board will last 4 years starting from the day of bringing this Decision during the Ordinary General Assembly of the Company and will terminate in 2022 on the date that corresponds to the bringing of this Decision.”

By the majority of votes, the Assembly **has adopted** the proposal for the following

**“8.2 As Member of the Supervisory Board of ULJANIK d.d. Mr. NENAD KAPURALIN, B.Sc. In Production Engineering, Personal Identification Number 73872362263, resident at: Pula, Koparska 50.**

**The mandate of the elected Member of the Supervisory Board will last 4 years starting from the day of bringing this Decision during the Ordinary General Assembly of the Company and will terminate in 2022 on the date that corresponds to the bringing of this Decision.”**

*Neither the Proposal of the Supervisory Board for the election of a member under item 8.3 nor the counter proposals of shareholders for the selection of a Member of the Supervisory Board have received the required majority of votes, thus the proposal and the counter proposal have not been adopted.*

“8.3 As Member of the Supervisory Board of ULJANIK d.d. Mr. IVICA MIKELIĆ, Polytechnic Engineer, Personal Identification Number 17670559813, resident at: Peroj, Peroj 25. The Mandate of the elected Member of the Supervisory Board will last 4 years starting from the day of bringing this Decision during the Ordinary General Assembly of the Company and will terminate in 2022 on the date that corresponds to the bringing of this Decision.”

*Neither the Proposal of the Supervisory Board for the election of a member under item 8.4 nor the counter proposals of shareholders for the selection of a Member of the Supervisory Board have received the required majority of votes, thus the proposal and the counter proposal have not been adopted.*

“8.4 As Member of the Supervisory Board of ULJANIK d.d. Mr. IVAN RADEŠIĆ, Polytechnics B.Sc. in Engineering, Personal Identification Number 38681173648, resident at: Muntić, Muntić 36.

The mandate of the elected Member of the Supervisory Board will last 4 years starting from the day of bringing this Decision during the Ordinary General Assembly of the Company and will terminate in 2022 on the date that corresponds to the bringing of this Decision.”

*Neither the Proposal of the Supervisory Board for the election of a member under item 8.5 nor the counter proposals of shareholders for the selection of a Member of the Supervisory Board have received the required majority of votes, thus the proposal and the counter proposal have not been adopted.*

“8.5 As Member of the Supervisory Board of ULJANIK d.d. Mr. SAŠA ŠPANIĆ, B.Sc. Naval Engineering, Personal Identification Number 59725521785, resident at: Pula, Mutvoranska 29. The mandate of the elected Member of the Supervisory Board will last 4 years starting from the day of bringing this Decision during the Ordinary General Assembly of the Company and will terminate in 2022 on the date that corresponds to the bringing of this Decision.”

#### Ad. 9.

By the majority of votes, the Assembly **has not adopted** the proposal for the following

#### **DECISION on remuneration of the members of the Supervisory Board for their work**

“1. Remuneration in the net amount of an average salary in the Republic of Croatia for the previous month is granted to the President of the Supervisory Board.

2. Remuneration in the net amount of 75% of an average salary in the Republic of Croatia for the previous month is granted to a member of the Supervisory Board.”

#### Ad. 10.

By the majority of votes, the Assembly **has adopted** the proposal for the following

#### **DECISION regarding naming the Auditor for effecting revision works for the Company for 2018**

“For effecting revision of business of ULJANIK d.d. in 2018 PricewaterhouseCoopers d.o.o., at the address Ulica kneza Ljudevita Posavskog 31, Zagreb, is appointed.”

**Ad. 11.**

The Amendment to the Report of the Company's Management Board, adopted during the General Assembly on 16.02.2018, regarding reasons for complete exclusion of priority rights of the existing shareholders when registering new shares **has been adopted** by the required (3/4) majority of votes.

**Ad 12.**

By the required (3/4) majority of votes, the Assembly **has adopted** the proposal for the following

**DECISION**  
**on change of Decision on the increase of Equity Capital by cash investments with the complete exclusion of priority rights of the existing shareholders and on changes of Articles of Incorporation brought on 16.02.2018.**

**Article 1**

It is established that the General Assembly of ULJANIK d.d., at its meeting held on 16.02.2018, brought the Decision on the increase of equity capital by cash investments with the complete exclusion of priority rights of the existing shareholders and on changes of Articles of Incorporation (hereinafter: Decision) which has been registered in the Notary Public record of the notary public Denis Krajcar from Pula, Office No. OU-112/18-1 on that same date.

It is established that the legal technical implementation of the Decision depends on the adoption and beginning of implementation of the restructuring programme of ULJANIK Brodogradiliste d.d.

Due to reasons stated under Item 2 of this Decision, taking into consideration that the implementation of the restructuring programme of ULJANIK Brodogradiliste d.d. has not yet commenced, the validity of the Decision has been extended and in this sense the corresponding provisions of the Decision are amended as follows.

**Article 2**

In Article 17 of the Decision, Item 1 is amended and now reads:

*“Should the increase of equity capital not be registered in the court register within a period of 12 (twelve) months from the day of the bringing of that Decision, i.e. by 16.02.2019 at the latest, Registration ceases to oblige the subscriber, while the effected payments will be returned to the investors on the account number stated by the investor in the register within 7 (seven) working days from the expiry of the stated 10-month period. In that case the increase of equity capital and issuing of shares will be considered as being unsuccessful.”*

**Article 3**

Article 20 of the Decision is amended in such way as now reads:

*“The Articles of Incorporation of the company, of 21.07.2016, on the basis of the Decision of the General Assembly of the company of 16.02.2018 and this Decision, is amended so that, after the realisation of increase of equity capital of the company in accordance with the*

*Decision and results of registration and payment of new shares of the company, the amount of the equity capital of the company in Article 8 of the Articles of Incorporation of the company and the number of shares in Article 13 Item 1 of the Articles of Incorporation of the company is changed.*

*With this Decision the General Assembly authorises and obliges the Supervisory Board of the company to, considering the amount of increase of equity capital of the company and the number of new shares of the company and in accordance with the results of registered and paid new shares of the company:*

- a) Adapt the provisions of Article 8 of the Articles of Incorporation of the company in that part which refers to the amount of the equity capital of the company and in Article 13 Item 1 of the Articles of Incorporation of the company which refers to the number of shares on the basis of which the equity capital of the company has been divided, and*
- b) Establish the complete text of the Articles of Incorporation.*

*The stated amendments of the Articles of Incorporation enter into force on the day of their registration in the court registry”*

#### **Article 4**

On 30.06.2018 the balance sheet of the company ULJANIK d.d. lists the following amounts (in kuna, without lipa)

Long-term assets	507,257,922
Short-term assets	1,850,907,171
Expenses paid for the future period and calculated revenue	250,396,221
<b>Overall assets</b>	<b>2,608,561,314</b>
Capital and Reserve	-868,634,466
Reserves	566,832,487
Long-term liabilities	1,366,750
Short-term liabilities	2,509,750,536
Postponed expenses payment and future period income	399,246,007
<b>Overall capital and liabilities</b>	<b>2,608,561,314</b>

Data from this Article are established and published in the sense of Article 19 of the Decision.

#### **Article 5**

In the remaining part of the text, the Decision remains unchanged, and at the same time the remaining Decisions brought during the General Assembly of the company on 16.02.2018 remain in force.

#### **Ad. 13.**

By the required (3/4) majority of votes, the Assembly **has adopted** the proposal for the following

#### **DECISION on changes to the Decision on giving approval for acquiring shares without obligation for announcing the offer for acquisition**

#### **Article 1**

It is established that the General Assembly of ULJANIK d.d. during its meeting held on 16.02.2018 brought the Decision on giving approval acquiring shares without obligation for announcing the offer for acquisition (hereinafter: Decision) which has been entered in the record of the notary public Denis Krajcar from Pula under Office No. 112/18-1 from that same date.

It is established that the Decision was brought in relation to the brought Decision on increase of equity capital with cash investment with complete exclusion of priority rights of the existing shareholders and changes of the Articles of Incorporation, and which was adopted during the same meeting of the General Assembly of the company.

Since the Decision in Item 2 of this Article has been changed during today's meeting of the General Assembly, the Decision from Item 1 of this Article is also being changed as follows.

## **Article 2**

Article 2 of the Decision is changed so that same now reads:

*“Acquirers of new shares of the company ULJANIK d.d., having its headquarters in Pula, Flaciusova 1, Subject Registry Number 0400167740, Personal Identification Number (OIB): 56243843109 (hereinafter: the Company) who will obtain 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 Articles of Incorporation dated 16.02.2018. and the Decision on changing that Decision, dated 16.10.2018, 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, an obligation for announcing the Offer for Acquirers would arise, all in accordance with the provisions of Article 14, item 1, point 3 of the current Law on the acquisition of joint stock companies.”*

## **Article 3**

In the remaining part of the text the Decision remains unchanged.”

ULJANIK d.d.