

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 (hereinafter: the Company), the Management Board of the Company has brought the Decision regarding the convoking of the Ordinary General Assembly of the Company, and **invites the shareholders** of the Company to the

**ORDINARY  
GENERAL ASSEMBLY OF THE COMPANY**

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

The Ordinary General Assembly of the Company will be held on **28<sup>th</sup> August 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 1100 hrs.**

For the Ordinary 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 in 2014;
3. Report of the Management Board regarding the status and conduct of business of the Company in 2014;
4. Bringing the Decision regarding establishing yearly Financial Reports for 2014 and the Auditor's report regarding revision carried out on the Company's Financial Reports for 2014;
5. Bringing the Decision regarding the use of profit and retained earnings;
6. Bringing the Decision regarding giving the note of release to the Management Board of the Company for the business year 2014;
7. Bringing the Decision regarding giving the note of release to the Supervisory Board for the business year 2014;
8. Bringing the Decision regarding remuneration of the members of the Supervisory Board for their work
9. Bringing the Decision regarding nomination of the Auditor for 2015.

ULJANIK d.d.  
President of the Management Board

Gianni Rossanda



## **SUGGESTIONS FOR DECISIONS**

Based on Article 280 of the Company's Act, the Management Board and Supervisory Board of the Company suggest to the General Assembly of the Company the bringing of the following Decisions:

### **Ad. 2**

The Report of the Supervisory Board of the Company regarding monitoring of the Company's business in 2014 is adopted.

### **Ad. 3**

The Report of the Management Board of the Company regarding status and business of the Company in 2014 is adopted.

### **Ad. 4**

Is adopted

## **DECISION**

**regarding establishing annual Financial Reports for 2014  
as well as the Auditor's Report regarding revision of Financial Reports for 2014.**

- I. The General Assembly of the Company establishes the yearly financial reports for Uljanik d.d. –for 2014 as follows:**
  1. Balance sheet on 31.12.2014 with the sum of the overall assets amounting to 632,224 kuna.
  2. Report on the overall profit for the year ending on 31.12.2014 with the shown profit after tax amounting to 4,327 kuna.
  3. Reports on changes of capital.
  4. Report on cash flow.
  5. Notes on Financial Reports for 2014.
  
- II. The General Assembly of the Company establishes the annual Financial Reports for ULJANIK Group for 2014 as follows:**
  1. Consolidated Balance sheet on 31.12.2014 with the sum of positions of assets and liabilities amounting to 2,584,685 kuna.
  2. Consolidated report on overall assets for the year ending on 31.12.2014 with the shown profit after tax amounting to 500,110 kuna.
  3. Consolidated Reports on changes of capital.

4. Consolidated Report on cash flow.
  5. Notes on consolidated Financial Reports for 2014
- III. The General Assembly of the Company accepts the auditor's Reports regarding effected revision of Financial Reports of ULJANIK d.d. for the year 2014
- 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 2014.

**Ad 5.**

Is adopted

**DECISION**  
**regarding the use of profit and retained earnings**

1. Profit after tax for 2014 is established as amounting to 4,326,190.66 kuna which is distributed in other reserves.
2. The retained earnings for 2013 amounting to 6,010,364.89 kuna is distributed in other reserves:

**Ad 6.**

Is adopted

**DECISION**  
**regarding giving the Note of Release to the Management Board of the Company for the business year 2014.**

It is established that the Management Board of ULJANIK d.d. managed ULJANIK d.d. in accordance with the Law and Company's Articles of Incorporation, and based on this the Management Board is given the Note of Release for conducting the Company's business in 2014.

**Ad 7.**

Is adopted

**DECISION**  
**regarding giving the Note of Release to the Supervisory Board of the Company for the business year 2014.**

It is established that the Supervisory Board of the ULJANIK d.d. has carried out its functions in accordance with the Law and Company's Articles of Incorporation, and based on this the members of the Supervisory Board are given the note of release for business year 2014.

**Ad 8.**

Is adopted

**DECISION**  
**regarding remuneration for the members of the Supervisory Board**

1. The President of the Supervisory Board has the right to remuneration in the amount of the average Croatian net salary for the previous month.

2. A Member of the Supervisory Board has the right to remuneration in the amount of 75% of the average Croatian salary in the previous month.

**Ad 9.**

Is adopted

**DECISION**

**regarding naming the Auditor for effecting revision works for the Company for 2015.**

For effecting revision of business of ULJANIK d.d. PricewaterhouseCoopers d.o.o., at the address Ulica kneza Ljudevita Posavskog 31, 10000 Zagreb, is appointed.

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 **07<sup>th</sup> August 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 **21<sup>st</sup> August 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 **13<sup>th</sup> August 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 **11<sup>th</sup> September 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

 **ULJANIK** d.d.  
Pula, Flaciusova 1 01