

MANAGEMENT BOARD

Av. V. Holjevca 10
ZAGREB

No. 1/2010
Datum - Date: 01.03.2010.

Pursuant to the authorisation in Article 277 of the Companies Act and Article 34 of the Articles of Association of INA – INDUSTRIJA NAFTE, d.d., the MB at its 31st meeting held on 1 March 2010 has resolved to call

EXTRAORDINARY SHAREHOLDERS' MEETING OF

INA –INDUSTRIJA NAFTE, d.d. ZAGREB

scheduled for 19 April 2010 in Zagreb, Croatia,
on the mezzanine floor of the central office building of INA - Industrija nafte, d.d.,
Avenija V. Holjevca 10,
at 12 noon.

The following Agenda has been proposed for the Meeting:

A G E N D A

1. Opening and checking the attendance list
2. Resolution on the amendments to the Articles of Association
3. Resolution approving the amended draft of the Articles of Association
4. Election of a Supervisory Board member

The Management Board and the Supervisory Board of INA, d.d. propose to the Shareholders' Assembly to render the following decisions

Ad.2.

Resolution on the amendments to the Articles of Association is to read as follows:

Chapter II – STOCK CAPITAL, after Article 7, new Article 7a) is to be added, entitled „Conditional increase of stock capital“ which reads:

„Conditional increase of stock capital

(1) Shareholders' Assembly may pass a resolution to increase the Company's stock capital to the effect that convertible bonds may be transformed into shares or to attain the pre-emptive right to subscribe new stock granted by the Company (conditional increase of stock capital)

(2) Resolution to increase stock capital may be passed solely:

1. to allow the Company's creditors to exchange convertible bonds for shares and for the right to pre-emptive subscription of new Company shares

2. as preparation for merging several companies

3. for attaining the right to Company stock held by employees and MB members or of stock of another subsidiary, pursuant to the Shareholders' Assembly decision

4. for ceding stock of the main Company to stock holders or members of subsidiary Company, pursuant to Article 492 par. 2 and 3 of the Companies Act, if an agreement was signed to this effect, or agreement on transfer of the Company business or transfer of profit or shares of the parent company to shareholders, i.e. members of the merged company in compliance with Article 504 par.2 of the Companies Act

(3) Nominal sum of conditional capital must not exceed one half, and in the event described in par. 2. item 3 of this Article, one tenth of the Company's stock capital at the time of resolution on conditional stock capital increase.

(4) Resolution on conditional stock capital increase of the Company, by material or rights deposit, must contain the nature of the deposit, the person from whom the material deposit or right is received and the nominal sum, and in the case of shares without a nominal value, the number of shares acquired by such deposit.

(5) Resolution may be passed only if the deposit of material items and rights was clearly and regularly announced pursuant to the Companies Act and the Articles of Association regarding the announcement of the Agenda for the Shareholders' Meeting and resolution proposals.“

Ad.3.

Amended draft of the Articles of Association of INA-Industrija nafte, d.d. is approved in keeping with the decision on amendments to the Articles of Association in item 2 of the Agenda.

Ad.4.

József Molnár from Hungary, 3700 Kazincbarcika, Akácfa 39, is elected member of the Supervisory Board with mandate until 10.06.2013. pursuant to Articles 21 and 22. of INA, d.d. Articles of Association.

Invitation to the Shareholders

The Company's Shareholders or their custodians (herein Shareholders) listed in the Securities Register of the Central Clearance and Depository Company are invited to attend the proceedings of the General Assembly Meeting.

Each Shareholder listed in the Securities Register of the Central Clearance and Depository Company is entitled to participate in the proceedings and vote at the General Assembly Meeting providing that he/she sends to the Company at the latest on the seventh day (i.e. by 12.04.2010 at 4 pm) prior to the scheduled date of the General Assembly Meeting a written **Registration Form** if the Shareholder is to attend in person.

In the event that a Shareholder wishes to appoint an authorised agent (proxy) to attend and vote at the General Assembly, the **Registration Form** is to be supplemented with an **Authorisation**.

The **Registration Form** and the **Authorisation** are to be found on the Company's website (www.ina.hr) or may also be obtained on request from the Company Secretary's Office.

The **Registration Form** shall include the following particulars: Shareholder's name and surname / company name, date of birth, personal identification number, address / Company address (street – number, city, state) account number/investor's sign and the number of voting shares. INA share capital is divided into 10 million shares with each one giving one vote (1 share = 1 vote).

In the **Registration Form** the Shareholders shall state whether they are to attend the Assembly Meeting in person or via an authorised agent. In the event that a Shareholder does not wish to attend in person and wishes to assign the right to attendance and vote to an authorised agent, the Shareholder shall include a valid authorisation to this effect.

The **Authorisation** shall include the following particulars of the **Shareholder**: Shareholder's name and surname, date of birth, address (street – number, city, state), account number/ investor's sign and the **text** of the authorisation (to vote on Shareholder's behalf) stating that the agent is authorised to attend and vote on behalf of the issuer on all items in the Agenda.

The authorisation is valid only for this Assembly Meeting, or for another one scheduled in the event that there is no quorum.

If the authorisation is issued by a legal entity, it shall be signed by the duly authorised representative.

The Authorisation shall include the following particulars of the **authorised agent**: name and surname, and the number of the identification document to be presented before attending the Assembly Meeting.

In the event that the Registration Form or the Authorisation are not in Croatian, a certified translation made by a certified court interpreter is to be submitted.

The Registration Form or Registration Form with an Authorisation are to be submitted to the Company in person or by registered mail at the address given below at the latest seven days prior to the scheduled Assembly Meeting (last day 12.04.2010 at 4 pm).

INA-INDUSTRIJA NAFTE d.d.
Ured tajnika Društva
ZAGREB, Avenija V. Holjevska 10
Faks: +385 1 6452103; Tel: + 385 1 6450103
„Za Glavnu skupštinu INA, d.d.“

The Authorisation submitted in person or by registered mail at the above address at the latest seven days (before 12.04.2010 at 4 pm) prior to the scheduled Assembly Meeting shall be regarded as duly received.

Voting shall be via electronic device. The voting procedure shall be explained as part of item 1 on the Agenda.

Materials pertaining to the individual items on the Agenda shall be available to all interested Shareholders in the Company's premises, at the address stated above from 15.03.2010, from 10 am to 3 pm.

In case of holders of depository receipts (DRs) issued pursuant to a foreign law, Citibank N.A. as the issuer of such DRs, shall be entitled to exercise rights of representation. Holders of DRs shall be entitled to exercise their voting rights by a Letter of Proxy issued in favour of Citibank as the depository, in accordance with the Articles of

Association of the Company, the Deposit Agreement and applicable laws. We request the DR holders to obtain information on the detailed rules of procedure at the Citibank's Customer Service.

INA shall have no liability for the performance of, or the failure to perform, in accordance with the instructions given to securities account holder.

Registration of the participants in the Assembly Meeting shall take place on 19.04.2010. at the entrance to the hall on the mezzanine floor of the central office building at Av. V. Holjevca 10, 10 000 Zagreb, from 10 to 11.30 am. After this time registration shall not be possible. We kindly appeal to the Shareholders to register within the time stated above, as all those Shareholders or their agents not on the list of participants, irrespective of the fact that they are registered in the central depository, shall be allowed to attend but not to vote.

In the event that there is no quorum at the Assembly Meeting scheduled for 12 noon, meaning that less than 50% of all votes are in attendance, the next scheduled meeting shall begin at 2 pm on the same day and venue, and the same Agenda. At this meeting the Assembly shall pass decisions irrespective of the number of attending or represented shareholders.

The official language used in the proceedings shall be Croatian. the Company shall provide simultaneous Croatian-English translation.

This announcement is published in Croatian and in English. The official text is the one in Croatian only.

PRESIDENT OF THE BOARD OF INA, d.d.

László Geszti

NOTICE OF ATTENDANCE
(Please fill in using block letters)

Shareholder's name and surname:
Name of company (for legal persons):

Date of birth:
Company ID (for legal persons):

Address:
Registered office (for legal persons):

(Street name and number, place, country)

Shareholder's account number (for all):

I hereby advise of my intention to attend the Extraordinary General Meeting of INA-Industrija nafte, d.d. Zagreb,
to be held on _____

(Date of the shareholders' meeting)

I will attend the meeting _____ in person/ by proxy/through authorised corporate representative
(Put a circle)

and I will vote with _____ shares.
(Number of shares)

In _____ on _____
(Place) (Date)

Shareholder's signature:

PROXY FORM

EXTRAORDINARY GENERAL MEETING

1. Shareholder's name and surname
Company name

2. Date of birth
Company ID number (for legal persons)

3. Home address
Registered office (for legal persons)

4. Account number (investor's ref.number) (for all)

5. Total number of shares

I hereby authorise

1. Proxy's name and surname
Proxy's company

2. Proxy's place of residence/
registered office

3. Address

4. Proxy's date of birth
Company ID number (for legal persons)

As my/our true and lawful attorney to send in my/our name the Notice of Attendance for the Extraordinary General Meeting of **INA – INDUSTRIJA NAFTE d.d. Zagreb, Av. V. Holjevca 10**, shareholders to be held in Zagreb on 19 April 2010, and to represent me/us at that General Meeting, to participate in it on my/our behalf and to vote as my/our proxy on all resolutions to be passed at the meeting on the basis of shares held by me/us.

This proxy is also valid for any adjournment of the EGM if not held at 12:00 on 19 April 2010.

Signed

In Zagreb on _____
