



INDUSTRIJA NAFTE, d.d.

## THE MANAGEMENT BOARD

Av. V. Holjevca 10  
ZAGREB

Re: 198-3/08

Date: 02.04.2008.

As provided in Article 277 of the Companies Act and Article 37.1 of INA –INDUSTRIJA NAFTE, d.d. Articles of Association, the Management Board of INA –INDUSTRIJA NAFTE, d.d. with the registered seat in Zagreb, Avenija Većeslava Holjevca 10, on 2 April 2008 passed a resolution on convening a General Meeting of the Company and hereby invites the shareholders of the Company to the

**ANNUAL GENERAL MEETING**  
of INA –INDUSTRIJA NAFTE, d.d. Zagreb  
to be held at “HYPO Centar”, in Zagreb, Slavenska avenija 6  
on 14 May 2008, commencing at 12:00 hours

With the following agenda:

1. Opening of the Annual General Meeting (AGM) and checking the attendance list,
2. Consolidated and non-consolidated financial statements for FY 2007, Report on the Company and INA Group Status in FY 2007 and Supervisory Board Report on the performed supervision in FY 2007,
3. Decision on the use and distribution of the FY 2007 profit,
4. Decision on discharge to the Management Board in respect of their responsibilities in FY 2007,
5. Decision on discharge to the Supervisory Board for FY 2007,
6. Decision on the appointment of the Company's auditors for 2008.

INA, d.d.  
Avenija Većeslava Holjevca 10  
10 002 Zagreb p.p. 555  
Hrvatska - Croatia  
Telefon - Telephone +385(1)645 0000  
Faks - Fax +385(1)64 521 00

Banka - Bank  
Privredna banka Zagreb  
Raiffeisen banka  
Zagrebačka banka Zagreb  
Splitska banka d.d.

Adresa - Address  
Račkoga 6, 10000 Zagreb  
Petrijska 59, 10000 Zagreb  
Paromlijska 2, 10000 Zagreb  
Gajeva 1, 10000 Zagreb  
R. Boškovića 16, 21000 Split

Žiro rač. - Giro acc  
2340 009- 110 002 290 2  
2484 008- 110 061 948 3  
2360 000- 110 130 359 5  
2504 000- 112 000 222 4  
2330 003- 110 020 454 6

Trgovački sud u Zagrebu  
Commercial Court  
MBS: 080000604  
Uplaćen temeljni kapital – Paid capital  
stock  
9.000.000,000 Kn  
Broj izdanih dionica / Nominalna vrijednost  
No. of issued shares / Nominal value  
10.000.000 / 900,00 Kn  
Matični broj – Ident. No. 3586243

Predsjednik i članovi Uprave / President and members of the Management Board:  
Tomislav Dragičević, Zalan Bacs, Mirko Zelić, Tomislav Thür, Josip Petrović, Niko Paulinović, Sandor Lendvai  
Predsjednik Nadzornog odbora / President of the Supervisory Board: Ivan Šuker

The following resolutions are proposed to be passed at the AGM:

**Item 3.**

INA –INDUSTRIJA NAFTE, d.d. net profit after taxation in 2007 in the amount of HRK 990,305,325.66 will be distributed as follows:

- HRK 49,515,266.28 to statutory reserves,
- HRK 470,395,029.69 to other reserves.
- HRK 320,395,029.69 to retained earnings,
- HRK 150,000,000.00 as dividend payment (15.00 HRK per share)

The dividend will be paid to all shareholders who are registered as a shareholders with the Central Depository Agency on the day of the AGM (14 May 2008).

The due date for the dividend payment is 13 June 2008.

**Item 4.**

Discharge is granted to the Management Board for FY 2007.

**Item 5.**

Discharge is granted to the Supervisory Board for FY 2007.

**Item 6.**

Company **Deloitte d.o.o. Zagreb** has been selected as INA –INDUSTRIJA NAFTE, d.d. auditors for 2008.

## **INVITATION TO SHAREHOLDERS**

The Company's Shareholders are invited to attend AGM.

Each Shareholder in INA–INDUSTRIJA NAFTE, d.d. listed in the securities register of the Central Depository Agency is entitled to participate in and vote at the AGM. Seven days (inclusive of 7 May 2008, at 16:00 hours) prior to the scheduled date of the AGM each Shareholder must send to the Company a written **Registration Form** if the shareholder is to attend the meeting in person.

In the event that a Shareholder wishes to transfer the right to participate and vote at the AGM to a **proxy**, the **Registration Form** is to be supplemented with an **Proxy Form** certified by a notary public.

Registration forms may be found on the Company's website ([www.ina.hr](http://www.ina.hr)) and may also be obtained by fax on request to the Company Secretary's Office.

The **Registration Form** shall include the following details: 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 (1 share = 1 vote).

In the **Registration Form** the Shareholders should state whether they are to attend the AGM in person or by proxy. In the event that a Shareholder does not attend the AGM in person and wishes to assign the right to attend and vote to a proxy, the Shareholder shall include a proxy form, certified by a notary public.

The **Proxy Form** should include the following details 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 the Shareholder's behalf) stating that the proxy is entitled to attend and vote on behalf of the shareholder on all items on the Agenda.

The **Proxy Form** is to be certified by a notary public.

If the authorisation is issued by a company, it shall be signed by the company's authorised representative.

The **Proxy Form** should include the following details of the appointed **proxy**: name and surname, and the number of identification document to be presented before attending the AGM.

The **Registration Form**, either for attendance in person or by proxy, shall be delivered by hand or via registered mail seven days at the latest prior to the scheduled date of the AGM at the address:

**INA - INDUSTRIJA NAFTE, d.d.**

**Company Secretary's Office**

**ZAGREB, Avenija V. Holjevca 10**

**Fax: +385 1/6452-103; Tel: +385 1/6450-103**

**"For the Annual General Meeting of INA –INDUSTRIJA NAFTE, d.d"**

A certified authorisation delivered by hand or via registered mail to the above address at least seven days (inclusive of 7 May 2008 at 16.00) prior to the date of the scheduled AGM shall be deemed as received.

The voting procedure shall be explained as part of item 1 of the Agenda.

Materials pertaining to the individual items on the Agenda shall be available to all interested Shareholders on the Company's premises, at the address stated above, from 10:00 to 15:00 hours on working day as of 14 April 2008.

Registration of participants in the AGM shall take place on 14 May 2008 at the entrance to the "HYPO Centar", Slavenska avenija 6, 10000 Zagreb, from 10:00 to 11:30 hours the latest.

In case of a lack of quorum for the Meeting scheduled for 12:00 hours, the next Meeting will be convened for 14:00 hours on the same day and on the same premises.

**PRESIDENT OF INA-INDUSTRIJA NAFTE d.d.**

**BOARD**

**Dr.sc. Tomislav Dragičević**