

SUPERVISORY BOARD

Av. V. Holjevca 10
ZAGREB

Broj - No:
Datum - Date:

Acting pursuant to the Article 34 of the Articles of Association of INA –INDUSTRIJE NAFTE, d.d., at the 14th meeting held on December 6, 2010 the Supervisory Board rendered the decision to call an

EXTRAORDINARY SHAREHOLDERS' ASSEMBLY

INA –INDUSTRIJE NAFTE, d.d. ZAGREB

Scheduled for January 17, 2011 in Zagreb, CROATIA,
on the mezzanin floor of the central office building of INA - Industrija nafte, d.d., Avenija V.
Holjevca 10, at 12,00 hours.

The Assembly is to proceed according to the proposed

A G E N D A

1. Opening of the Assembly and checking the attendance list
2. Recall and appointment of the members of the Supervisory Board of INA, d.d.

The Supervisory Board proposed the following decisions to the Shareholders' Assembly:

Ad 2.

2.1. The following members of the Supervisory Board are recalled from duty:

1. IVAN ŠUKER, Velika Gorica, Kneza Ljudevita Posavskog 7,
2. BOŽIDAR PANKRETIĆ, Vrbovec, Zleninska 14
3. TOMISLAV IVIĆ, Valpovo, Dobriše Cesarića 65

2.2. Pursuant to the provisions set out in Articles 21 and 22 of Articles of Association of INA, d.d. the following members are elected for the term of office expiring on 10 June 2013:

1. DAVOR ŠTERN, Vramčeva 13, Zagreb
2. DAMIR VANĐELIĆ, A. Amoroso 4, Rovinj
3. GORDANA SEKULIĆ, Susedgradska 5, Zagreb

INA, d.d.
Avenija Većeslava Holjevca 10
10 002 Zagreb p.p. 555
Hrvatska - Croatia
Telefon - Telephone +385(1)6450000
Faks - Fax + 385(1)6452100

Banka - Bank
Privredna banka Zagreb d.d.
Raiffeisenbank Austria d.d. Zagreb
Zagrebačka banka d.d.
Societe Generale-Splitska banka d.d.
OTP banka Hrvatska d.d. Zadar
Hrvatska poštanska banka d.d. Zagreb
Volksbank d.d. Zagreb

Adresa - Address
Račkoga 6, 10000 Zagreb
Petrijska 59, 10000 Zagreb
Paromlinska 2, 10000 Zagreb
R. Boškovića 16, 21000 Split
Domovinskog rata 3, 23000 Zadar
Jurišičeva 4, Zagreb
Varšavska 9, Zagreb

Žiro rač. - Giro acc
2340009-1100022902
2484008-1100619483
2360000-1101303595
2330003-1100204546
2407000-1100152149
2390001-1100337076
2503007-1100062183

Trgovački sud u Zagrebu
Commercial Court in Zagreb
MBS: 08000604
Uplaćen temeljni kapital – Paid capital stock
9.000.000.000,00 kn - HRK
Broj izdanih dionica / Nominalna vrijednost
No. of issued shares / Nominal value
10.000.000 / 900,00 kn - HRK
Matični broj – Reg. No. 3586243
OIB - 27759560625

Invitation to the Shareholders

The Company's Shareholders or custodian of such Shareholders (hereinafter referred to as "Shareholders") listed in the Securities Register of the Central Clearance and Depository Company are invited to attend the proceedings of the General Assembly.

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 provided he/she sends to the Company at the latest on the seventh day (by January 10, 2011 at 4:00 p.m.) prior to the scheduled date of the General Assembly a written Registration Form if the Shareholder shall attend the proceedings in person.

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

The Registration Form is to be found on the Company's website (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 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 (1 share = 1 vote). 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 in person or via an authorised agent. In the event that a Shareholder does not wish to attend the Assembly proceedings 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 authorised agent is entitled to attend and vote on behalf of the issuer on all items in the Agenda. Authorisation will be valid only for this general meeting, however, it will be also valid at the repeated general meeting, if any, reconvened due to lack of quorum.

If the authorisation is issued by a legal entity, it shall be signed by the duly authorised representative(s). The Authorisation shall include the following particulars of the authorised agent: name and surname, and the number of identification document to be presented before attending the General Assembly.

If the Registration Form or the Authorisation is not prepared in Croatian, a Croatian translation certified by an official court interpreter shall be attached.

The Registration Form, either for attendance in person or via an authorised agent, shall be delivered in person or via registered mail at the latest seven days prior to the scheduled date of the Assembly (by 4 p.m. on January 10, 2011) at the address:

INA-INDUSTRIJA NAFTE d.d.
Company Secretary's Office
ZAGREB, Avenija V. Holjevcica 10
Fax: +385 1 6452103; Tel: + 385 1 6450103
„For the General Assembly of INA, d.d.“

An authorisation delivered in person or via registered mail to the above address at the latest seven days prior to the date of the scheduled General Assembly (by 4 p.m., January 10, 2011) shall be deemed duly received.

Voting shall be performed in electronic way. 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 in the Company's premises, at the address stated above, starting from December 15, 2010 on working days.

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 will 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 General Assembly shall take place on January 17, 2011 between 10 and 11,30 h at the entrance to the mezzanine hall of INA central office building, Av. V. Holjevca 10, Zagreb.

The Shareholders (or their authorised agents) are kindly requested to register within the time stated above, as after registration shall not be possible. After the closing of the registration, those shareholders and authorised agents or nominees, who are not listed in the attendance list but registered in the share register, are entitled to participate at the general meeting but cannot exercise their voting rights.

The general meeting shall have a quorum if the holders of shares representing more than half of the voting rights are present. In the event of a lack of quorum for the Assembly scheduled for 12 a.m., the Assembly shall be convened at 2 p.m. on the same day and in the same premises with the same agenda. Such repeatedly convened general meeting shall have a quorum for issues originally put on the agenda irrespective of the number of the shareholders present or represented.

The official language of the general meeting is Croatian; the Company will provide simultaneous Croatian-English translation.

This announcement is published in Croatian and in English. The official text of this announcement is in Croatian only.

PRESIDENT OF THE SUPERVISORY BOARD OF INA, d.d.

Ivan Šuker

Explanation for the Agenda items

A. Explanation of Item 1 of the Agenda:

1. Opening the General Meeting and checking the attendance list;
No special explanations.

B. Explanation of Item 2 of the Agenda:

2. Recall and appointment of the members of the Supervisory Board of INA, d.d.
In line with the conclusions of the Government of the Republic of Croatia, recall of the INA, d.d. Supervisory Board members: Ivan Šuker, Božidar Pankrećić i Tomislav Ivić is proposed to the Shareholders' Assembly, and the appointment of new members of the Supervisory Board: Davor Štem, Damir Vandelić i Gordana Sekulić is proposed.

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

(Place)

on

(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

Proxy's date of birth

4. 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 17 January 2011, 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 AGM if not held at 12:00 on 17 January 2011.

Signed

In Zagreb on _____
