

**MANAGEMENT BOARD**

Av. V. Holjevca 10  
ZAGREB

No: 22-29/12

Date: 8 November 2012.

Pursuant to the provisions set out in Article 278 of the Companies Act and Article 34 of the Articles of Association of INA – INDUSTRIJA NAFTE, d.d. (hereinafter: "INA d.d." or "the Company"), and pursuant to the request of shareholder the Government of Republic of Croatia, on 8 November 2012, the Management Board of the Company rendered decision on convocation of the Extraordinary General Assembly of the Company, and hereby invites the shareholders of the Company to the

**EXTRAORDINARY GENERAL SHAREHOLDERS' ASSEMBLY of INA d.d.**

**to be held on 18 December 2012 in Zagreb, Croatia  
at the Company headquarters, Zagreb, Avenija V. Holjevca 10  
at 12 a.m.**

with the following agenda:

- 1. Opening of the Extraordinary General Assembly and establishing the present and represented shareholders, and establishing the quorum;**
- 2. Decision on dismissal and appointment of members of the Supervisory Board of the Company.**

**Proposals of decisions:**

**Ad. 2**

- 1. "Mr. Davor Štern, (Vramčeva 13, Zagreb) is hereby dismissed from the duty of the Supervisory Board member.  
Mr. Damir Vandelić, (A. Amroso 4, Rovinj) is hereby dismissed from the duty of the Supervisory Board member.  
Ms. Gordana Sekulić, PhD, (Susedgradska 5, Zagreb) is hereby dismissed from the duty of the Supervisory Board member.**
- 2. Prof. Siniša Petrović, PhD, University Professor, address: Zvonarnička 5a, Zagreb, is hereby appointed INA, d.d Supervisory Board member.  
Mr. Željko Perić, Bsc, Economics, address: Remete 1, Zagreb, is hereby appointed INA, d.d Supervisory Board member  
Mr. Mladen Proštenik, PhD, Chemistry, BS, Chemical Engineering, address: I Pojski put 23, Zagreb, is hereby appointed INA, d.d Supervisory Board member**
- 3. This Decision shall enter into force on the day of its adoption."**

INA, d.d.  
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Hrvatska - Croatia  
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Faks - Fax + 385(1)6452100

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

Adresa - Address  
Riščkoga 6, 10000 Zagreb  
Petrinjska 58, 10000 Zagreb  
Paromlička 2, 10000 Zagreb  
R. Boškovića 16, 21000 Split  
Domovinskog rata 3, 23000 Zadar  
Jurčićeva 4, Zagreb  
Vanjska 9, Zagreb

Žiro rač. - Giro acc  
2340009-1100022902  
2484008-1100819483  
2360000-1101300585  
2330003-1100204546  
2407000-1100152149  
2390001-1100337076  
2503007-1100062183

Trgovački sud u Zagrebu  
Commercial Court in Zagreb  
MBS: 080000604  
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 - 2775950625

Predsjednik i članovi Uprave / President and members of the Management Board:  
Zoltán Áldott, Pal Kara dr., Niko Dalić, Peter Ratašica, Ivan Krošić, Devor Mayer

Predsjednik Nadzornog odbora / President of the Supervisory Board: Davor Štern

## ARGUMENTS FOR AGENDA ITEMS OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING

*Ad 2: Based upon the conclusion of the shareholder Government of Republic of Croatia from October 31 2012 (that INA received on November 6, 2012), it is proposed to General Assembly to dismiss from the duty the following Supervisory Board members: Mr. Davor Štern, Gordana Sekulić, PhD and Damir Vandelić and to appoint prof. Siniša Petrović, PhD, Željko Perić and Mladen Proštenik, PhD as the members of the Supervisory Board of the Company.*

### Invitation and instructions for the Shareholders regarding their participation at the Assembly

#### Invitation, time and venue of the Extraordinary General Assembly

1. The Company's Shareholders are hereby invited to participate in the work of the Extraordinary General Assembly of the Company to be held on December 18, 2012, in Zagreb Croatia, at the Company's headquarters, Avenija V. Holjevca 10, at 12 a.m.
2. Registration of the participants of the Extraordinary General Assembly will take place on December 18, 2012, on the mezzanine floor at the Company's headquarters, Av. V. Holjevca 10, Zagreb, between 10:00 and 11:30, after which registration will not be possible. We kindly ask that the Shareholders register on time. After the registration finishes, the shareholders or their proxies who are not listed under participants, but are registered with the Central Depository, have the right to participate at the Extraordinary General Assembly, but they will not be able to use their voting right.
3. At the registration, the shareholders, or their authorized agents or representatives must provide a valid identification card prescribed by the law. As for the authorized agents who are legal persons, a court or other register excerpt in which the legal person is listed must be delivered if it was not delivered during submitting applications for participation at the Extraordinary General Assembly.

#### Participation and voting at the Extraordinary General Assembly

4. Each shareholder of the Company who has submitted to the Company, either personally or through their proxy or representative, an application for participation in written form at the latest six days prior to the Extraordinary General Assembly meeting excluding the date of receipt at the Company, i.e. by December 12, 2012, at 24:00 hours at the latest, has the right to participate in the Extraordinary General Assembly. A legal or natural person, who is on the last day for application for participation in the Extraordinary General Assembly i.e. December 12, 2012 registered as a shareholder of the Company with the Central Depository and Clearing Company Inc., Zagreb, is considered a shareholder of the Company.
5. In the event that a Shareholder wishes to appoint an **authorized agent (proxy)** to attend and vote at the Extraordinary General Assembly, the **Registration Form** is to be supplemented with an **Authorization** certified by a notary public. At the Extraordinary General Assembly, the Shareholders may be represented by an authorized agent based on valid authorization issued by the Shareholder, i.e. which on behalf of the Shareholder, which is a legal person, is issued by an person authorized to represent it according to the law.
6. In the **Registration Form** the Shareholders shall state whether they are to attend the Assembly in person or via an authorized 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 authorized agent, the Shareholder shall include a valid authorization to this effect, certified by a notary public.
7. The **Registration Form** can be found on the Company's website ([www.ina.hr](http://www.ina.hr)) and can also be

obtained by fax on request to the Company Secretary's Office.

- o **The Registration Form** shall include the following particulars:
  - I. Registration for the Shareholder - natural person
    - Name and family name, residence, address, number of account opened with the Clearance and Depository Company and the total number of shares of the shareholder concerned
  - II. Registration for the Shareholder - legal person
    - company name, headquarters and address, personal identification number
    - account number at the Central Clearance and Depository Company and the total number of shares of the shareholder concerned
    - An excerpt from the court register or from other register in which the legal person is entered or a copy of such document, a certified copy or other appropriate public document clearly showing that the application was signed by a person who is under law authorized to represent the legal person concerned shall be attached to the application Company name of the legal person, seat and address, personal identification number (OIB)
  - III. Registration submitted by the Shareholders Authorized agent
    - a) Authorized agent – natural person:
      - name and surname, place of residence, address of the authorized agent
      - List of shareholders representing, and account numbers at the Central Clearance and Depository Company and the total number of shares for all represented shareholders
      - All individual powers of authority on the recommended form shall be attached to the application
    - b) Authorized agent – legal person
      - company name, headquarters and address, personal identification number
      - List of shareholders representing, and account numbers at the Central Clearance and Depository Company and the total number of shares for all represented shareholder
      - Individual powers of authority given by shareholders in written form shall be attached to the application; if a shareholder is a legal person, the attachment shall contain an excerpt from the court register or other register in which the legal person is entered or a copy of such document, a certified copy or other public document clearly showing that the power of authority was signed by a person who is under law authorized to represent the legal person concerned
- o **The Authorization for the registration for participation and/or voting** at the Extraordinary General Assembly shall include the following particulars of the authorizer: Authorizer's name and surname or the company's name, place of residence, address or headquarters, account number at the Central Clearance and Depository Company and the total number of shares, Authorized agent's name and surname or the company's name, place of residence, address or headquarters, authorizer's signature, or legal representative or representative by law, if the authorizer is a legal person, and the text of the authorization (authorization to vote on Shareholder's behalf) stating that the authorized agent is entitled to attend and vote on behalf of the issuer on all items in the Agenda.

Authorization shall be valid only for one general meeting, however, they will be also valid at the repeated general meeting, if any, reconvened due to lack of quorum.

If the authorizer is a legal person, the authorization shall be signed by the authorized representative. If the Registration Form or the Authorization 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 authorized agent, shall be delivered in person or via registered mail six days at the latest prior to the scheduled date of the Assembly (by 24 p.m. on December 12, 2012) at the address:

**INA - INDUSTRIJA NAFTE, d.d.**  
**Company Secretariat**  
**ZAGREB, Avenija V. Holjevca 10**  
**Fax: +385 1/6452-103; Tel: +385 1/6450-103**  
**"For the Extraordinary General Assembly of INA, d.d."**

8. Voting shall be performed in electronic way. The voting procedure shall be explained as part of item 1 of the Agenda. The share capital is divided into 10 million shares, and each Company's share equals one vote at the Extraordinary General Assembly. The Shareholder may vote in person or via an authorized agent or via shareholders' association.
9. Materials pertaining to the individual items on the Agenda shall be available to all interested Shareholders on the Company's premises, as of the announcement date, at the address stated above, on working days, from 10 a.m. to 3 p.m. on working days. The materials shall also be released on the Company's website ([www.ina.hr](http://www.ina.hr)) on the same day.
10. 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 Authorized agent 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 customer service of the Citibank. INA shall have no liability for the performance of, or the failure to perform, the instructions given to securities account holder.

**Shareholders rights to ask questions, requests amendments to the agenda, counterproposals and the right to information**

11. The shareholders who intend to ask questions at the Extraordinary General Assembly regarding individual agenda items are hereby asked, for the purpose of an efficacious organization of the work of the Extraordinary General Assembly, to announce their intention in writing when submitting their application for participation in the Extraordinary General Assembly or during the registration of participants prior to the Extraordinary General Assembly at the latest and to indicate the agenda item which their question or proposal will refer to and the content of their question.
12. If Shareholders who together hold a twentieth part of the share capital of the Company request, after the Extraordinary General Assembly is convened, that an additional item is included in the agenda and published, the new agenda item should be accompanied by an explanation and respective decision proposal. Shareholders shall deliver the requests to add new items to the agenda at least 30 days prior to the day the Extraordinary General Assembly takes place. This deadline does not include the day the request is received by the Company. In case the previously stated deadline is not observed, the proposed additional items of the Agenda would be considered as not validly published and no decision on them can be made at the Extraordinary General Assembly.
13. Shareholders have the right to submit counterproposals to the proposals submitted relating to the particular agenda item. Counterproposals, together with the names and surnames of shareholders, explanation and opinion by the Management Board if any, shall be reported to credit or financial institutions and to shareholder associations that voted on behalf of shareholders at the previous General Assembly and made available to shareholders on web pages of the Company ([www.ina.hr](http://www.ina.hr)), in case a shareholders submits his/her counterproposal to the Company at the Company's address, at least 14 days prior to the day the Extraordinary General Assembly takes place. The date counterproposal is received by the Company is not included in this 14 day deadline, which expires accordingly on December 3, 2012. In case the shareholder does not exercise this right, he shall still be entitled to make counterproposals at the Extraordinary General Assembly. The same applies to shareholders proposals regarding the election of the Supervisory Board Members or appointment of the auditor of the Company.
14. In the event of a lack of quorum for the Assembly scheduled for 12 a.m., i.e present or represented shareholders do not make up together at least 50% of the total number of votes, the Assembly shall be convened at 2 p.m. on the same day and on 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.

15. The official language of the general meeting is Croatian; the Company will provide simultaneous English-Croatian and Croatian-English translation. This announcement is published in Croatian and in English, whereas the official text of this announcement is in Croatian only.

INA, d.d.

**Zoltán Sándor Ádott**  
**President of the Management Board**

