

**MANAGEMENT BOARD**

Av. V. Holjevcica 10  
ZAGREB

No: 10-20/19

Date: 10.04.2019.

Pursuant to the provisions set out in Article 277 of the Companies Act and Article 34 of the Articles of Association of INA – INDUSTRIJA NAFTE, d.d. (hereinafter: "INA d.d." or "Company"), on 10 April 2019, the Management Board of the Company rendered a decision on convocation of the General Assembly of the Company, and it hereby invites the shareholders of the Company to the

**GENERAL SHAREHOLDERS' ASSEMBLY of INA – Industrija nafte, d.d.**

**to be held on June 12, 2019 in Zagreb, Croatia, at the Company headquarters, Zagreb, Avenija V. Holjevcica 10, beginning at 12:00 o'clock**

**with the following agenda:**

1. Opening of the General Assembly and establishing the attendance list
2. Consolidated and unconsolidated Financial Statements for the year ended 2018 together with Independent Auditor's Report, Company and INA Group Status Report for 2018, Report on the Supervision of the Conduct of Company's Business in 2018
3. Decision on allocation of profit of INA, d.d. for 2018
4. Discharge to the members of the Management Board for business year 2018
5. Discharge to the members of the Supervisory Board for business year 2018
6. Decision on selection of the auditor of the Company for 2019
7. Confirmation of the appointment of Mr. Ratko Marković and Mr Hrvoje Šimović in Audit Committee of INA, d.d. – members of the Audit Committee

**INA, d.d.**

Avenija Većeslava Holjevcica 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.  
Zagrebačka banka d.d.  
Splitska banka d.d.  
OTP banka Hrvatska d.d.  
Erste&Steiermärkische Bank d.d.  
Sberbank d.d.  
NATIXIS  
UniCredit Bank Austria AG  
BNP Paribas (Suisse) SA  
ING Bank NV

**Adresa - Address**

Radnička cesta 50, 10000 Zagreb  
Magazinska cesta 69, 10000 Zagreb  
Trg bana Josipa Jelačića 10, 10000 Zagreb  
Domovinskog rata 61, 21000 Split  
Domovinskog rata 3, 23000 Zadar  
Jadranski trg 3a, 51000 Rijeka  
Varšavska 9, 10000 Zagreb  
Avenue Pierre Mendès 30, 75013 Paris  
Schollengasse 6-8, A-1010 Wien  
Place de Hollande 2, Case Postale 5060 1211 Geneve 11  
PO BOX 1800, 1000 BV Amsterdam

**IBAN broj - IBAN Number**

HR92 2340 0091 1000 2290 2  
HR70 2484 0081 1006 1948 3  
HR62 2360 0001 1013 0359 5  
HR81 2330 0031 1002 0454 6  
HR86 2407 0001 1001 5214 9  
HR34 2402 0061 1006 8111 4  
HR75 2503 0071 1000 6216 3  
FR76 30007 99999 27 021 672 000 59  
AT21 1200 0528 4400 3465 (EUR)  
AT91 1200 0528 4400 3467 (USD)  
CH95 0868 6001 0887 4000 2 (EUR)  
CH25 0868 6001 0887 4000 1 (USD)  
NL98 INGB 0650 7815 38 (EUR)  
NL23 INGB 0020 0370 90 (USD)

**Trgovački sud u Zagrebu**

Commercial Court in Zagreb  
MIBS: 080000604  
Uplaćen temeljni kapital – Paid capital stock  
9,000,000,000 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  
PDV identifikacijski broj / VAT identification  
number HR27759560625

**Proposals of decisions of the General Assembly:**

**Ad 3** The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

**Decision on allocation of profit of INA, d.d. for 2018**

Based on approved 2018 Financial Statements of INA-Industrija nafte, d.d. Zagreb, profit for the year 2018 in amount of HRK 1,334,288,921.13 is determined, that is to be distributed to:

- legal reserves in amount of HRK 66,714,446.06
- retained earnings in amount of HRK 17,574,475.07
- dividend payment in amount of HRK 1,250,000,000.00 (i.e. HRK 125.00 per shares)

The General Assembly hereby establishes that the day on which the shareholders registered with Central Depository and Clearing Company Inc., Zagreb, shall become eligible to dividend payment is 19 June 2019. The dividend is to be paid in cash to the shareholders by 12 July 2019 at the latest.

**Ad 4** The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

Discharge is granted to the members of the Management Board of INA, d.d. for the business year 2018.

**Ad 5** The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

Discharge is granted to the members of the Supervisory Board INA, d.d. for the business year 2018.

**Ad 6** The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

**Decision on selection of the auditor of the Company for 2019**

Audit company **Ernst & Young, d.o.o. Radnička cesta 50, 10 000 Zagreb** is selected as the Auditor of INA, d.d. in 2019.

**Ad 7.** The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

**Confirmation of the appointment of Mr. Ratko Marković and Mr Hrvoje Šimović in Audit Committee of INA, d.d. – members of the Audit Committee**

The appointment of Mr. Ratko Marković and Mr Hrvoje Šimović in the Audit Committee of INA, d.d. to the function of the members of Audit Committee is hereby confirmed for the period until December 18, 2020.

**Explanation of proposals of General Assembly decisions:**

**Ad 2: Consolidated and unconsolidated Financial Statements for the year ended 2018 together with Independent Auditor's Report, Company and INA Group Status Report for 2018, Report on the Supervision of the Conduct of Company's Business in 2018**

INA, d.d.	Banka - Bank	Adresa - Address	IBAN broj - IBAN Number	Trgovački sud u Zagrebu Commercial Court in Zagreb
Avenija Većeslava Holjevca 10 10 002 Zagreb p.p. 555 Hrvatska - Croatia Telefon - Telephone +385(1)6450000 Faks - Fax + 385(1)6452100	Privredna banka Zagreb d.d. Raiffeisenbank Austria d.d. Zagrebačka banka d.d. Splitska banka d.d. OTP banka Hrvatska d.d. Erste&Steiermärkische Bank d.d. Sberbank d.d. NATIXIS UniCredit Bank Austria AG BNP Paribas (Suisse) SA ING Bank NV	Radnička cesta 50, 10000 Zagreb Magazinska cesta 69, 10000 Zagreb Trg bana Josipa Jelačića 10, 10000 Zagreb Domovinskog rata 61, 21000 Split Domovinskog rata 3, 23000 Zadar Jadranski trg 3a, 51000 Rijeka Varšavska 9, 10000 Zagreb Avenue Pierre Mendès 30, 75013 Paris Schottengasse 6-8, A-1010 Wien Place de Hollande 2, Case Postale 5060 1211 Geneve 11 PO BOX 1800, 1000 BV Amsterdam	HR92 2340 0091 1000 2290 2 HR70 2484 0081 1006 1948 3 HR62 2360 0001 1013 0369 5 HR81 2330 0031 1002 0454 6 HR86 2407 0001 1001 5214 9 HR34 2402 0061 1006 8111 4 HR75 2503 0071 1000 6218 3 FR76 30007 99999 27 021 672 000 59 AT21 1200 0528 4400 3466 (EUR) AT91 1200 0528 4400 3467 (USD) CH95 0868 6001 0887 4000 2 (EUR) CH25 0868 6001 0887 4000 1 (USD) NL98 INGB 0650 7815 38 (EUR) NL23 INGB 0020 0370 90 (USD)	Uplaćen temeljni kapital – Paid capital stock 9.000.000.000,00 kn - HRK Broj izdanih dionica / Nominalna vrijednost 10.000.000 / 900,00 kn - HRK Matični broj – Reg. No. 3586243 OIB – 27759560625 PDV identifikacijski broj / VAT identification number HR27759560625

Pursuant to the Article 280a paragraph 1 item 2 of the Companies Act, INA d.d. shall notify the shareholders that pursuant to Article 300d of the Companies Act, the Management Board and the Supervisory Board established the financial statements of the Company and consolidated annual financial statements of INA Group for the year 2018, but the General Assembly shall not decide on the abovementioned. The financial statements shall be presented to the General Assembly of the Company together with the Annual report of the Management Board on Company and Group status and operations in 2018, and Supervisory Board Report on the Supervision of the Conduct of Company's Business in 2018.

The General Assembly shall not render any decisions under this item.

### Ad 3: Decision on allocation of profit of INA, d.d. in 2018

Taking into consideration the stable financial position and low indebtedness of the Company and its ability to finance its investment plans, it is proposed to distribute the profit in form of a dividend payout, in amount of HRK 125.00 per share.

The General Assembly establishes that the day on which the shareholders shall become eligible to dividend payment is 19 June 2019. The dividend is to be paid in cash to the shareholders registered with the Central Depository and Clearing Company Inc., Zagreb, by 12 July 2019 at the latest.

### Ad 4 and 5: Discharge to the members of the Management Board and Supervisory Board for business year 2017

Pursuant to Article 276 paragraph 1 of the Companies Act, the Management and Supervisory Board propose to the General Assembly adoption of decision on the Discharge of the members of the Management Board and Supervisory Board for the year 2018. Voting on the discharge that is to be given to individual members of the Management Board i.e. Supervisory Board, may be performed separately if decided so by the General Assembly or upon request of the shareholders whose shares combined form at least one tenth of the capital stock of the Company.

### Ad 6: Decision on selection of the auditor of the Company for 2019

Pursuant to Article 280 paragraph 3 of the Companies Act, the Supervisory Board proposes to the General Assembly to adopt decision on election of Ernst & Young, d.o.o. Radnička cesta 50, 10 000 Zagreb, for the Business Auditor of INA, d.d. in 2019.

### Ad 7. Confirmation of the appointment of Mr. Ratko Marković and Mr Hrvoje Šimović in Audit Committee of INA, d.d. – members of the Audit Committee

Mr. Ratko Marković and Mr Hrvoje Šimović was appointed to the function of Audit Committee members by the decision of the Supervisory Board on March 20, 2019 for the period from July 1, 2019 until December 18, 2020. Respecting the provision of Auditor Act, since Mr. Ratko Marković and Mr Hrvoje Šimović are not a members of the Supervisory Board, it is proposed to confirm the appointment of Mr. Ratko Marković and Mr Hrvoje Šimović for the period determined for other Supervisory Board members until December 18, 2020. Voting on the confirmation that is to be given to individual members of the Audit Committee, may be performed separately if decided so by the General Assembly or upon request of the shareholders.

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**INVITATION AND INSTRUCTIONS FOR THE SHAREHOLDERS  
REGARDING THEIR PARTICIPATION AT THE GENERAL ASSEMBLY**

**Invitation, time and venue of the General Assembly**

1. The Company's Shareholders are hereby invited to participate in the procedures of the General Assembly of the Company to be held on June 12, 2019, in Zagreb, Croatia, at the Company's headquarters, Avenija V. Holjevca 10, at 12:00 o'clock.
2. Registration of the participants of the General Assembly will take place on June 12, 2019, at the hall entrance on the mezzanine floor at the Company's headquarters, Av. V. Holjevca 10, Zagreb, from 10:30 to 11:30 o'clock, after which registration will not be possible. We kindly ask that the Shareholders register on time. After the registration is finished, 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 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 General Assembly.

**Participation and voting at the 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 no later than six days prior to the General Assembly meeting, excluding the date of receipt at the Company, i.e. by June 5, 2019 at 24:00 o'clock, has the right to participate in the General Assembly. A legal or natural person, who is on the last day for application for participation in the General Assembly i.e. June 5, 2019 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 General Assembly, the **Registration Form** is to be supplemented with an **Authorization**. At the 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 a 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.
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 Governance & Management Support Office.

The **Registration Form** shall include the following particulars:

**I. Registration for the Shareholder - natural person**

*- Name and surname, 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**

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- company name, headquarters and address, personal identification number (OIB)
- 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

### 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 (OIB)
  - 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

The Authorization for the registration for participation and/or voting at the 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 are 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 prior to the scheduled date of the Assembly at the latest (by 24 p.m. on June 5, 2019) to the following address:

**INA-INDUSTRIJA NAFTE d.d.**  
**Governance & Management Support**  
**ZAGREB, Avenija V. Holjevska 10**  
**Fax: +385 1 6452103; Tel: + 385 1 6450103**  
**“Za Glavnu skupštinu INA, d.d.”**

8. Voting shall be performed electronically. 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 General Assembly. The Shareholder may vote in person or via an authorized agent or via shareholders' association.

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9. Materials pertaining to the individual items on the Agenda shall be available to all interested Shareholders at the Company's premises, as of the announcement date, at the address stated above, 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.

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

10. The shareholders who intend to ask questions or submit proposals regarding individual agenda items at the General Assembly are hereby requested, for the purpose of an efficacious organization of the work of the General Assembly, to announce their intention in writing when submitting their application for participation in the General Assembly or during the registration of participants at the latest prior to the General Assembly, and to indicate the agenda item to which their question or proposal will refer and the content of their question.

11. If Shareholders, who jointly hold a twentieth part of the share capital of the Company request, after the 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 of holding of the General Assembly. This deadline does not include the day that the request is received by the Company. In case the previously stated deadline is not observed, the proposed additional items of the Agenda will not be considered as validly published and no decision on them can be made at the General Assembly.

12. Shareholders have the right to submit counterproposals to the proposals submitted relating to a 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 the webpages 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 General Assembly takes place. Date on which the counterproposal is received by the Company is not included in this 14-day deadline, which expires on May 28, 2019 accordingly. In case the shareholder does not exercise this right, he shall still be entitled to make counterproposals at the General Assembly. The same applies to shareholders' proposals regarding the election of the Supervisory Board members or appointment of the auditor of the Company.

13. In the event of a lack of quorum for the Assembly scheduled for 12:00 o'clock, i.e if the present or represented shareholders do not jointly make at least 50% of the total number of votes, the Assembly shall be convened at 2 p.m. on the same day and at 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.

14. 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.

**Niko Dalić, Member of the Management Board**




**Davor Mayer, Member of the Management Board**



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