



Investor Relations Release

Zagreb, 12 May 2021

INA - INDUSTRIJA NAFTE, d.d.

Av. V. Holjevca 10

10 020 Zagreb, Croatia

LEI: 213800RUSOIJPD19H13

Ordinary shares INA-R-A ISIN HRINA0RA0007

Listed on the Zagreb Stock Exchange Official market

Announcement in line with Zagreb Stock Exchange rules

Member State: Republic of Croatia

Subject: Convocation of the General Assembly

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 May 2021, 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 18, 2021 in Zagreb, Croatia, at the Company headquarters, Zagreb, Avenija V.
Holjevca 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 2020 together with Independent Auditor's Report, Company and INA Group Status Report for 2020, the Supervisory Board Report on the Supervision of the Conduct of Company's Business in 2020
3. Decision on cover of loss in INA, d.d. for 2020
4. Discharge to the members of the Management Board for business year 2020
5. Discharge to the members of the Supervisory Board for business year 2020



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6. Decision on selection of the auditor of the Company for 2021
7. Decision on the amendments to the list of the Company's business activities – additional activities
8. Decision on amendments to the Articles of Association of INA, d.d.
9. Approval of the full wording of the Company's Articles of Association of INA, d.d.
10. Decision on approval of Management Board and Supervisory Board remuneration report for 2020

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 cover of loss in INA, d.d. for 2020

“Based on approved 2020 Financial Statements of INA-Industrija nafte, d.d. Zagreb, loss for the year 2020 in amount of HRK 932,758,665.14 is determined, that is to be covered as follows:

- *from retained earnings of prior years in amount of HRK 691,722,821.47;*
- *the remaining loss in the amount of HRK 241,035,843.67 will be transferred to the accumulated losses and will be covered in next periods.*

This Decision becomes effective on the day of its adoption.”

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 2020.”

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 2020.”

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 the year 2021

*Audit company **Ernst & Young, d.o.o.** Radnička cesta 50, 10 000 Zagreb is selected as the Auditor of INA, d.d. in 2021.”*



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Ad 7. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

“Decision on the amendments to the list of the Company’s business activities

The Company’s list of business activities is to be amended **by deletion** of the following:

* firefighting activity

The Company’s list of business activities is to be amended **by addition** of the following:

* waste management”

Ad 8. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

“Decision on the Amendments to the Articles of Association of INA – INDUSTRIJA NAFTE, d.d.

Article 1

Article 4, paragraph 1 is amended and reads as follows:

*The following indents are to be deleted: * firefighting activity*

*The following indents are to be added: * waste management”*

Article 2

In Article 34, new paragraphs are added after the existing paragraphs, as follows:

"The Management Board of the Company is authorized to make a decision that the work of the General Assembly may be transmitted by sound and image. In the event of such a decision, this shall be stated in the invitation to the General Assembly.

The Management Board of the Company is authorized to make a decision which would enable the shareholders to exercise by electronic communication all or only certain rights in full or in part even when they do not personally or through a proxy participate in it at the place where it is held. In case of such a decision, the Management Board of the Company will determine the detailed conditions for exercising the rights of shareholders in the invitation to the General Assembly.

The Management Board of the Company is authorized to make a decision that would allow shareholders to cast their votes in writing or by electronic communication when they do not participate in the General Assembly. In the event of such a decision, the Management Board of the Company shall determine the detailed conditions for voting in writing or by electronic communication in the invitation to the General Assembly.

Members of the Supervisory Board of the Company may participate in the work of the General Assembly through the transmission of sound and images."

Article 3

Other provisions of the Articles of Association shall remain unaffected.



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Article 4

The decision on the Amendments to the Articles of Association shall come into effect on the date of entry into court registry.

Ad 9. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

Approval of the full wording of the Company's Articles of Association of INA d.d.

Approval is given by the General Assembly for the full wording of the Articles of Association as in the enclosed text, which constitutes an integral part of this Decision. Articles of Association dated 27 June, 2018 (full version) shall no longer be valid as of the date when new Articles of Association come into force.

Ad 10. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

“Approval is given for Management Board and Supervisory Board remuneration report for 2020 with respective Auditors’ report, as in the enclosed meeting materials, Attachment no. 1 which makes an integral part of this decision.

This decision becomes effective as of date of its adoption.”

Explanation of proposals of General Assembly decisions:

Ad 2: Consolidated and unconsolidated Financial Statements for the year ended 2020 together with Independent Auditor's Report, Company and INA Group Status Report for 2020, the Supervisory Board Report on the Supervision of the Conduct of Company's Business in 2020

Pursuant to 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 2020, 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 2020, and Supervisory Board Report on the Supervision of the Conduct of Company's Business in 2020.

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

Ad 3: Decision on coverage of loss of INA, d.d. in 2020

The loss of INA, d.d. in 2020 in the amount of HRK 932,758,665.14 will be covered from prior years' retained earnings in the amount of HRK 691,722,821.47 and the remaining part of HRK 241,035,843.67 will be transferred to accumulated losses and will be covered in next periods.

2020 was one of the most challenging years for INA, but also for the global economy. Severe mobility restrictions and significant decline in economic activity, caused by the COVID-19 pandemics, impacted the operations by a significant drop in product demand in certain periods of 2020 in the extent of 30-50% compared to the same period in 2019, combined with an unprecedented drop in the price of oil, gas and



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derivative products. Loss was also significantly impacted by one-off non-cash items, such as impairment charges related to fixed assets and inventory.

Therefore, coverage of loss of the Company is proposed in the manner stated above.

Ad 4 and 5: Discharge to the members of the Management Board and Supervisory Board for business year 2020

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 to the members of the Management Board and Supervisory Board for the year 2020. 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 jointly form at least one tenth of the capital stock of the Company.

Ad 6: Decision on selection of the auditor of the Company for 2021

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, as the Business Auditor of INA, d.d. in 2021.

Ad 7: Decision on the amendments to the list of the Company's business activities

It is proposed to delete the firefighting activity from the list of activities in line with the Resolution of the Chief Fire-fighting Commander dated June 13, 2019 on granting consent for registration of the firefighting activity of INA Group company."

It is proposed to register the „waste management“ activity based on the Act on Sustainable Waste Management for business needs of the Company.

Ad 8: Decision on the Amendments to the Articles of Association of INA – INDUSTRIJA NAFTE, d.d.

1. Article 4 of the Articles of Association

The amendment of Article 4 of the Articles of Association is necessary in terms of amending the subject of business from item 7 of the agenda in accordance with the business needs of the Company.

2. Article 34 of the Articles of Association

The proposed amendments authorize the Management Board of the Company to decide that the work of the General Assembly may be transmitted by sound and image.

Furthermore, the Company's Management Board is authorized to make a decision which would enable the shareholders to exercise all or only certain rights by electronic communication, in full or in part, and when they do not personally participate in the work of the General Assembly in the place where it is held. In case of such a decision, more detailed conditions for exercising the rights of shareholders will be stated in the invitation to the General Assembly, while shareholders will decide whether to use this option or not.

Also, the Management Board of the Company is authorized to make a decision that would allow shareholders to vote in writing or by electronic communication when they do not participate in the General Assembly. In the event of such a decision, the Management Board of the Company shall determine the detailed conditions for voting in writing or by electronic communication in the invitation to the General Assembly.



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In addition to the above, the proposed amendments allow members of the Supervisory Board to participate in the work of the General Assembly through the transmission of sound and images.

Ad 9: Approval of the full wording of the Company's Articles of Association of INA d.d. and repeal of the Articles of Association of INA d.d. dated June 18, 2018

No particular explanation.

Ad 10. Report on remuneration

Pursuant to Companies Act, Article 272.r, the company's Management Board and Supervisory Board have drafted the Report on Remuneration of Management Board Members and Remuneration of Supervisory Board Members for 2020. The said Report has been examined by the company's auditor pursuant to Article 272.r, par 3 of the Companies Act. The Management Board and the Supervisory Board of the company submit the Report on Remuneration of Management Board Members and Remuneration of Supervisory Board Members for 2020 to the company's General Assembly for approval. The said Report, together with the company's Auditor's Report, has been published with the Invitation to the company's General Assembly meeting as Attachment 13.

Pursuant to the Companies Act, Article 276.a, the company's General Assembly decides on approving the Report on Remuneration for the preceding business year as established and revised pursuant to the provision of the Companies Act, Article 272.r.

Remuneration of Management Board members and remuneration of Supervisory Board members have been aligned with the company strategy and business activities and correspond to the level and complexity of tasks carried out by the members of the Management Board and the Supervisory Board.

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 18, 2021, 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 18, 2021, 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 exercise their voting right.
3. At the registration, the shareholders, or their proxies or representatives must provide a valid identification card prescribed by the law. As for the proxies 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 when submitting applications for participation at the General Assembly.



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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 11, 2021 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 11, 2021 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 shareholder 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** and the Authorization form can be found on the Company's website (www.ina.hr), and can also be obtained on request to the Executive Secretariat.

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

I. Registration for the Shareholder - natural person

- *Name and surname, residence, address, number of account held with the Central Depository and Clearing Company, Inc. 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 (OIB)*
- *account number at the Central Depository and Clearing Company, Inc. 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 Shareholder's 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 Depository and Clearing Company, Inc. 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*



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b) Authorized agent – legal person:

- *company name, headquarters and address, personal identification number (OIB)*
- *list of shareholders representing, and account numbers at the Central Depository and Clearing Company, Inc. and the total number of shares for all represented shareholders*
- *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 authorization 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 Depository and Clearing Company, Inc. 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 11, 2021) to the following address:

INA-INDUSTRIJA NAFTE d.d.
Corporate center
Executive Secretariat
ZAGREB, Avenija V. Holjevcina 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.
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. Due to precautionary measures related to the coronavirus (COVID-19) pandemic, we kindly ask the shareholders to announce their arrival at the Company's headquarters the day before to the e-mail address of the investor relations investitori@ina.hr or by



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phone to the contacts listed above. The materials shall also be released on the Company's website (www.ina.hr) on the same day.

Shareholders' rights to ask questions, requests for 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 a more efficient 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 on which 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 webpage of the Company (www.ina.hr), in case a shareholder 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 June 4, 2021 accordingly. In case the shareholder does not exercise this right, he/she 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 General 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 Assembly 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 Assembly 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.

**Sándor Fasimon, President
of the Management Board**

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