



# Investor Relations Release

Zagreb, 8 May 2023

**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 Law and Article 34 of the Articles of Association of INA – INDUSTRIJA NAFTE, d.d. (hereinafter: “INA d.d.” or “Company”), on 28 April 2023, the Management Board and the Supervisory 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 15, 2023 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 meeting and establishing the attendance list
2. Annual consolidated and unconsolidated Financial Statements with Independent Auditor's Report for 2022, and Company and INA Group Status Report for 2022, as well as the Supervisory Board Report on the supervision performed in 2022
3. Decision on profit distribution in INA, d.d. for 2022
4. Decision on the Discharge to the Members of the Management Board for business year 2022
5. Decision on the Discharge to the Members of the Supervisory Board for business year 2022



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6. Decision on the appointment of the auditor of the Company for 2023
7. Decision on adjusting share capital and nominal amount of Company shares due to the introduction of the euro as the official currency in the Republic of Croatia
8. Decision on the amendments to Articles of Association of INA – INDUSTRIJA NAFTE, d.d. .
9. Approval of the full wording of the Articles of Association of INA, d.d.
10. Decision on approval of Management Board and Supervisory Board remuneration report for 2022

### 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 distribution of profit in INA, d.d. for 2022***

*“Based on approved 2022 Financial Statements of INA-INDUSTRIJA NAFTE, d.d. Zagreb, profit for the year 2022 in the amount of HRK 1.836.606.357,86 which amounts to EUR 243.759.553,77 is determined, that is to be distributed as follows:*

- *Legal reserves in the amount of EUR 12,187,977.69*
- *Dividend pay-out in the amount of EUR 200,000,000.00 (i.e. EUR 20.00 per shares)*
- *Retained earnings in the amount of EUR 31,571,576.08*

*The General Assembly determines that the day on which the shareholders registered in the depository of the Central Depository and Clearing Company d.d., Zagreb acquire the right to payment of dividend is June 21, 2023.*

*The dividend will be paid in cash to the shareholders by July 14, 2023 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 2022.”*



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**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 2022.”*

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

***Decision on the appointment of the auditor of the Company for 2023***

*“Audit company Deloitte d.o.o., Zagreb, Radnička cesta 80 is selected as the Auditor of INA, d.d. in 2023.”*

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

***Decision on adjusting share capital and nominal amount of Company shares due to the introduction of the euro as the official currency in the Republic of Croatia***

Article 1

Share capital of the Company entered in court register is HRK 9.000.000.000,00 and is divided into 10.000.000 ordinary shares called „A“ series shares, with the nominal value of HRK 900,00 each, which with application of the fixed conversion rate of HRK to Euro (at fixed conversion rate 1 Euro = 7.53450 HRK), with rounding to the nearest cent, as per the Law on the introduction of Euro as the official currency in Republic of Croatia (Official Gazette 57/22 and 88/22) is EUR 1.194.505.275,73.

The nominal value of an ordinary share called „A“ series shares is HRK 900,00, which with application of the fixed conversion rate of HRK to Euro (at fixed conversion rate 1 Euro = 7.53450 HRK), with rounding to the nearest cent, as per the Law on the introduction of Euro as the official currency in Republic of Croatia with rounding to the nearest cent is EUR 119,45.



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### Article 2

For the purpose of adjusting share capital with the provisions of Article 21 of the Law on Amendments to the Companies Act (Official Gazette 114/22), the share capital of the Company is increased from the amount of EUR 1.194.505.275,73 with the amount of EUR 5.494.724,27 to the amount of EUR 1.200.000.000,00.

### Article 3

Pursuant to Law on Amendments to the Companies Act (Official Gazette 114/22), the converted nominal value of the share is rounded and expressed as a whole number, namely EUR 120,00, which results in a difference of EUR 5.494.724,27, which represents adjustment of the share capital of the Company, and the share capital of the Company is increased through conversion of legal reserves of the Company in the amount of EUR 5.494.724,27.

### Article 4

After recalculation and adjustment, the share capital of the Company is EUR 1.200.000.000,00 and is divided into 10.000.000 ordinary shares called „A“ series shares, with nominal amount EUR 120,00.

### Article 5

The Articles of Association of the Company will be aligned with this Decision on adjusting share capital and shares by increasing share capital pursuant to the provisions of Article 21 of the Law on Amendments to the Companies Act.

### Article 6

This Decision shall come into effect on the date of its adoption, and be applied as of the date of entry into the court registry.”

**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.***



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## Article 1

Article 7 is amended and reads as follows:

The share capital of the Company is 1,200,000,000,00 (in letters: one billion and twohundred milion) Euro.

## Article 2.

Article 8. paragraph 1. is amended and reads as follows:

The share capital of the Company is divided into 10,000,000 (in letters: ten million) ordinary shares called „A“ series shares, with the nominal value of 120.00 Euro (in letters: one hundred and twenty euro) each.

All subsequent share issues will have a different series designation.

## Article 3.

Article 17.1.7 is amended and reads as follows:

„The variation or termination of any existing contract to which a member of the Group is a party with a value in excess of ten million euro (10,000,000.00 euro) where such variation or termination is otherwise than in the ordinary course of the business of the Group (contracts related to the customary business activities of the Group shall be considered as ordinary course of the business)

## Article 4.

Article 21.2. of Articles of Association is amended and reads as follows:

„The term of office of the members of the Supervisory Board is up to four years. After the expiry of their term the members of the Supervisory Board may be re-elected without any restriction as to the number of terms.“

## Article 5

Other provisions of the Articles of Association shall remain unaffected.

## Article 6

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

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



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## ***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. The amended provisions of the Articles of Association dated 15 June 2022 shall no longer be valid as of the date when the amended 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:**

*"The General Assembly approves the Management Board and Supervisory Board remuneration report for 2022 with respective Auditors' report, issued as Attachment 1 to the Invitation to this general Assembly, 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: Annual consolidated and unconsolidated Financial Statements with Independent Auditor's Report for 2022, and Company and INA Group Status Report for 2022, as well as the Supervisory Board Report on the supervision performed in 2022***

*Pursuant to Article 280 a, 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 2022, but the General Assembly shall not decide on the above mentioned. 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 2022, and Supervisory Board Report on Performed Supervision in 2022.*

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



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### **Ad 3: Decision on profit distribution INA, d.d. in 2022**

*Taking into account the stable financial position and low indebtedness of the Company, which enables it to finance investment plans, it is proposed to distribute the Company's profit in the form of dividend payment in the amount of EUR 20.00 per share.*

*The General Assembly determines that the day on which the shareholders registered in the depository of the Central Depository and Clearing Company d.d., Zagreb acquire the right to dividend payment is June 21, 2023. The dividend will be paid in cash, no later than July 14, 2023.*

*The profit of INA, d.d. for 2022 in the amount of HRK 1,836,606,357.86, amounting to EUR 243,759,553.77 (at fixed conversion rate 1 Euro = 7.53450 HRK) is distributed as follows: for legal reserves EUR 12,187,977.69, for dividend payment of EUR 200,000,000.00 (i.e. EUR 20.00 per share), while the remaining amount of EUR 31,571,576.08 is allocated to retained earnings.*

### **Ad 4 and 5: Discharge to the members of the Management Board and Supervisory Board for business year 2022**

*Pursuant to Article 276, paragraph 1 of the Companies Law, the Management Board and the 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 2022. Voting on the discharge that is to be given to individual members of the Management Board and 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 the selection of the auditor of the Company for 2023**

*Pursuant to Article 280, paragraph 3 of the Companies Law, the Supervisory Board proposes to the General Assembly to adopt the decision on election of Deloitte d.o.o., Zagreb, Radnička cesta 80 as the business auditor of INA, d.d. in 2023.*

*The appointed auditor shall be introduced from the day following the date of the general meeting approving the 2022 financial statements until the General Assembly to be held in 2024 where decision on appointment of auditor occurs.*



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### ***Ad. 7. Decision on adjusting share capital and nominal amount of Company shares due to the introduction of the euro as the official currency in the Republic of Croatia***

*Since as of January 1, 2023, Euro became the official currency in Republic of Croatia, the Company is obliged to adjust share capital and the nominal value of shares with the provisions of Law on the introduction of Euro as the official currency in Republic of Croatia (OG no. 57/22 and 88/22 - correction) and Law on Amendments to the Companies Act (OG 114/22). When recalculating the existing amount of share capital and the nominal amount of shares, a fixed conversion rate of HRK to Euro (1 Euro = 7.53450 HRK) was applied, with rounding to the nearest cent, as per the rules for recalculation and rounding as regulated by Law on the introduction of Euro as the official currency in Republic of Croatia. Furthermore, in accordance with Law on Amendments to Companies Law, in the process of reconciling the share capital and its parts, the converted nominal amount of the share in a decimal number is rounded and expressed as a whole number and for this purpose, it is proposed to increase the Company's share capital by using the Company's legal reserves in the amount of EUR 5,494,724.27.*

### ***Ad 8: Decision on the Amendments to the Articles of Association of INA, d.d.***

*In accordance with the obligation to adjust the amount of the share capital and the nominal amount of the Company's shares, due to the introduction of Euro as the official currency in Republic of Croatia, it is necessary to amend the provisions of the Company's Articles of Association that refer to the amount of the share capital as well as to the nominal amount of the shares, and other monetary amounts that are expressed in HRK in Articles of Association.*

*In addition to the aforementioned changes related to the obligation to adjust the share capital and the nominal amount of shares, a change is proposed in Article 21 paragraph 2 of Articles of Association so that the mandate of the Members of the Supervisory Board lasts a maximum of four years, instead of as previously stated lasting four years.*

### ***Ad 9: Approval of the full wording of the Articles of Association of INA d.d. and repeal of the Articles of Association of INA d.d. dated June 15, 2022 (full version).***

*No particular explanation.*





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## ***Ad 10: Decision on approval of Management Board and Supervisory Board remuneration report for 2022***

*Pursuant to the Companies Law, Article 272.r, the company's Management Board and Supervisory Board have drafted the Report on Remuneration of Management Board Members and Supervisory Board Members for 2022. The said Report has been examined by the company's auditor pursuant to Article 272.r, par 3 of the Companies Law. The Management Board and the Supervisory Board of the company submit the Report on Remuneration of Management Board Members and Supervisory Board Members for 2022 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 1.*

*Pursuant to the Companies Law, 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 Law, Article 272.r.*

*Remuneration of Management Board members and 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 15, 2023, 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 15, 2023, 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



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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.

### 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 08, 2023 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 08, 2023 registered as a shareholder of the Company with the Central Depository and Clearing Company d.d., 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](http://www.ina.hr)), and can also be obtained on request to the Executive Secretariat.



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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, d.d. 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, d.d. 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 he/she is representing, and account numbers at the Central Depository and Clearing Company, d.d. and the total number of shares for all represented shareholders
- All individual authorizations 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 Depository and Clearing Company, d.d. and the total number of shares for all represented shareholders
- Individual authorizations given by shareholders in written form shall be attached to the application; if a shareholder is a legal person, the attachment



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*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 or the address or headquarters of the authorizer, account number at the Central Depository and Clearing Company, d.d. and the total number of shares, Authorized agent's name and surname or the company's name, place of residence or the address or headquarters, the signature of the authorizer 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, it will also be valid at the repeated general meeting to be held at the below time, 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 08, 2023) to the following address:

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

**Corporate Center**

**Executive Secretariat**

**ZAGREB, Avenija V. Holjevcica 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



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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. We kindly ask the shareholders to announce their arrival at the Company's headquarters the day before at the e-mail address of the investor relations [investitori@ina.hr](mailto:investitori@ina.hr) or by phone to the contacts listed above. 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 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.



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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](http://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 May 31, 2023 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.