

**LUKA PLOČE j.s.c.**  
**MANAGEMENT BOARD**

Trg kralja Tomislava 21  
20340 Ploče

Ploče, April 30<sup>th</sup> 2024

Pursuant to Article 277, paragraph 2 of the Companies Act (OG 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23) and Article 24, paragraph 2 of the Articles of Association of Luka Ploče j.s.c. (hereinafter: the "Company"), on April 30<sup>th</sup> 2024, the Management Board of the Company passed the Decision on convening the General Assembly of the Company, and in accordance with Article 277, paragraph 3 of the Companies Act and Article 26 of the Company's Articles of Association, announces the

**GENERAL ASSEMBLY**  
**JOINT STOCK COMPANY LUKA PLOČE**

**which will be held on Wednesday, June 19<sup>th</sup> 2024, starting at 11:00 AM at the Company's headquarters in Ploče, Trg kralja Tomislava 21, with the following**

**AGENDA**

1. Opening of the General Assembly and determining the number of present and represented shareholders or their proxies
2. Adoption of the Decision on the adoption of the Annual Financial Statements of the Luka Ploče j.s.c. and the Consolidated Annual Financial Statements of the Luka Ploče Group for 2023 with the report and opinion of the certified auditor, the Annual Report of the Management Board on the state of the Company and the Luka Ploče Group for 2023 and the Report of the Supervisory Board on the supervision of the Company's operations in 2023
3. Adoption of the Decision on the use of the Company's profit realized in 2023
4. Adoption of the Decision on granting statement of release to the members of the Management Board for 2023
5. Adoption of the Decision on granting statement of release to the members of the Supervisory Board for 2023
6. Adoption of the Decision on the appointment of the Company's auditor for the business year 2023
7. Adoption of the Decision on approval of the Report on remuneration of members of the Management Board and members of the Supervisory Board for 2023
8. Adoption of the Decision on approval of the Remuneration policy of the members of the Management board for period of 2024-2027
9. Adoption of the Decision on the election of the President of the General Assembly of Luka Ploče j.s.c.

**Proposed decisions:**

**AD 2)**

Under item 2 of the agenda, the Management Board and the Supervisory Board propose to the General Assembly to make the following decision:

1. The annual financial statements of the Luka Ploče j.s.c. for 2023 and consolidated financial statements of the Luka Ploče Group for 2021 are approved. Annual financial reports contain:

- Balance,
- Profit and loss account,
- Notes to the financial statements,
- Cash flow statement,
- Statement of changes in equity,
- Annual report on the state of the company.

The profit and loss account of Luka Ploče j.s.c. for 2023 in which the profit after tax in the amount of EUR 10.286.929 is stated.

The balance sheet of Luka Ploče j.s.c. as of 31 December 2023 shows the sum of assets or liabilities in the amount of EUR 97.872.025.

The profit and loss account of Luka Ploče Group for 2023 in which the profit after tax in the amount of EUR 10.735.909 is stated.

The balance sheet of Luka Ploče Group as of 31 December 2023 shows the sum of assets or liabilities in the amount of EUR 100.346.510.

2. The report of the auditing company on the performed audit of the financial statements of Luka Ploče j.s.c. for 2023 and the consolidated annual financial statements of the Luka Ploče Group for 2023 are approved.
3. The report of the Management Board on the state of the Company in the business year 2023 is approved.
4. The report of the Supervisory Board on the performed supervision of the Company's operations in the business year 2023 is approved.
5. This Decision shall enter into force on the day of its adoption.

#### **AD 3)**

Under item 3 of the agenda, the Management Board and the Supervisory Board propose to the General Assembly to make the following decision:

1. It is determined that the Luka Ploče j.s.c. in the year ended on December 31<sup>st</sup> 2023 realized a profit in the amount of EUR 10.286.929.
2. Realized profit of Luka Ploče d.d. determined in point 1 of this Decision, shall be allocated to retained earnings.
3. This Decision shall enter into force on the day of its adoption.

#### **AD 4)**

Under item 4 of the agenda, the Management Board and the Supervisory Board propose to the General Assembly to make the following decision:

1. Statement of release is given to the members of the Management Board of the Company for the management of the Company's affairs in 2023.
2. This Decision shall enter into force on the day of its adoption.

#### **AD 5)**

Under item 5 of the agenda, the Management Board and the Supervisory Board propose to the General Assembly to make the following decision:

1. Statement of release is given to the members of the Supervisory Board for the performed supervision over the management of the Company's affairs in 2023.

2. This Decision shall enter into force on the day of its adoption.

**AD 6)**

Under item 6 of the agenda, the Supervisory Board proposes to the General Assembly to make the following decision:

1. PricewaterhouseCoopers d.o.o., Heinzelova 70, Zagreb, is appointed as the auditor of the Company for the business year 2024.
2. This Decision shall enter into force on the day of its adoption.

**AD 7)**

Under item 7 of the agenda, the Supervisory Board proposes to the General Assembly to make the following decision:

1. The revised Report on remuneration of members of the Management Board and members of the Supervisory Board for 2023 is approved.
2. The Report on remuneration of members of the Management Board and members of the Supervisory Board for 2023 referred to in item 1 of this Decision shall be attached to this Decision and shall form an integral part thereof.
3. This Decision shall enter into force on the day of its adoption.

**AD 8)**

Under item 8 of the agenda, the Supervisory Board proposes to the General Assembly to make the following decision:

1. The remuneration Policy for the Members of the Management Board for period of 2024-2027 is approved.
2. The remuneration Policy for the Members of the Management Board referred to in item 1 of this Decision shall be attached to this Decision and shall form an integral part thereof.
3. This Decision shall enter into force on the day of its adoption

**AD 9)**

Under item 11 of the agenda, the Supervisory Board proposes to the General Assembly to make the following decision:

1. Mirko Žderić, Trg Prišnica 3, Ploče, OIB: 22256413002, is elected for the President of the General Assembly of Luka Ploče j.s.c. for a term of 4 (in words: four) years.
2. This Decision shall enter into force on the day of its adoption.

## **NOTICE TO SHAREHOLDERS AND INSTRUCTIONS FOR PARTICIPATION AND EXERCISE OF VOTING RIGHTS AND SHAREHOLDERS' RIGHTS**

The Company's share capital is divided into a total of 422,967 ordinary shares, each with a nominal amount of EUR 53.00. Each ordinary share gives the right to one vote at the General Assembly, except for the Company's own (treasury) shares, i.e. non-voting shares, of which the Company has 1,719 at the time of convening the General Assembly. The total number of shares with voting rights at the time of convening the General Assembly is 421,248.

Shareholders who are registered as owners in the Central Clearing Depository Company d.d. have the right to participate in the work of the General Assembly. Zagreb on June 12, 2024 and who register their participation in the General Assembly in writing no later than 6 (six) days before the Assembly. Registration for participation is done on weekdays from 12:00 to 14:00 in the premises of the Department of Legal Affairs and Office Operations of the Company or to the e-mail address: m.kuzet@luka-ploce.hr. The due date of the application is not included in the specified deadline. For participation in the General Assembly, the situation in the depository of the Central Clearing Depository Company d.d. will be relevant. at the end of the last day of the deadline for submitting an application for participation, i.e. on June 12, 2024.

The application must contain the name and surname or company of the shareholder/proxy, OIB, residence and address of the shareholder/proxy, account number with the SKDD of the shareholder/each of the shareholders represented by the proxy, the total number of shares owned by the shareholder/all shareholders represented by the proxy, and an explicit statement that the shareholder intends to participate in the work of the General Assembly.

If the shareholder is represented by a proxy at the General Assembly, a valid written power of attorney issued by the shareholder is submitted to the Company. The authorization for representation based on the law, i.e. the issuance of a power of attorney, is proven by an extract from the court register or another register in which the legal entity is registered. The proxy and proxy must be specified in the power of attorney, the total number of shares, i.e. votes at their disposal, and the authorization of the proxy to vote at the General Assembly and to perform all other actions related to the work at the General Assembly. The power of attorney is delivered by registered mail to the address of the company's headquarters, Ploče, Trg kralja Tomislava 21, Department of Legal Affairs and Office Operations, or in person at the premises of the Department of Legal Affairs and Office Operations, on weekdays from 12:00 p.m. to 2:00 p.m., or it can be copied power of attorney is sent to the e-mail address: m.kuzet@luka-ploce.hr, and the original is submitted on the day of the assembly.

Each shareholder or his representative or proxy bears the costs of his participation in the work of the General Assembly.

It is recommended to use the application forms for participation in the General Assembly and proxies, which can be obtained on weekdays from 12:00 to 2:00 p.m. in the premises of the Company's Legal Department, and are also available on the Company's website [www.luka-ploce.hr](http://www.luka-ploce.hr).

For the number of votes that belong to an individual shareholder at the General Assembly, the balance in the depository of the Central Clearing Depository Company d.d. is relevant. at the end of the last day of the deadline for submitting an application for participation, i.e. on June 12, 2024.

Shareholders' proposals with their names and surnames, in accordance with the provisions of Article 282 of the ZTD, must be available to the persons listed in Article 281, paragraphs 1 to 3 of the ZTD under the conditions stated there, if the shareholder submits to the Company at least 14 days before the date of the General Assembly your counter proposal to the address of the Company. The day the proposal arrives at the Company is not included in this 14-day period. The proposal must be available on the Company's website. If the shareholder does not use this right, this does not result in the loss of the right to put a counter-proposal at the General Assembly. The above applies in an appropriate manner to the submission of shareholder proposals on the election of members of the Supervisory Board or on the appointment of the company's auditor.

At the General Assembly, the management must give each shareholder, at his request, notices about the company's affairs, if this is necessary for the assessment of issues that are on the agenda in accordance with Article 287 of the ZTD.

If, after the General Assembly has been convened, shareholders who together have shares in the amount of one-twentieth of the Company's share capital demand that an item be placed on the agenda of the General Assembly and that it be announced, an explanation or proposal for a decision must be given with each new item on the agenda. . The request for

placing an item on the agenda must be received by the Company at least 30 days before the General Assembly. This deadline does not include the day the request arrives at the Company.

At least 21 days before the General Assembly, the company will send an invitation to the General Assembly to the intermediaries who store the company's shares and shareholders' associations, who voted on behalf of the shareholders at the last year's General Assembly, or requested that such an invitation be sent to them. In the press release, they will be informed of the possibility for shareholders to vote at the General Assembly by proxy and through the shareholders' association.

For the purpose of compiling according to shareholders' letter, all shareholders who register their participation in the General Assembly should arrive at the place of the General Assembly no later than one hour before the scheduled time of the General Assembly.

Inspection of written materials for the General Assembly is available to all shareholders and their proxies from the date of publication of the invitation until June 12, 2024, every working day from 12:00 to 2:00 p.m. in the premises of the Department of Legal Affairs and Office Operations

If the General Assembly does not meet the quorum requirements stipulated in Article 29 of the Statute of the joint-stock company Luka Ploče d.d., a new General Assembly with the same agenda will be held on June 26, 2024, starting at 10:00 a.m., at same place.

This invitation to the General Assembly and documentation that is on the agenda of the General Assembly, application form and power of attorney are available on the website of Luka Ploče d.d. at the address: [www.luka-ploce.hr](http://www.luka-ploce.hr).

**PRESIDENT OF THE  
MANAGEMENT BOARD**  
Hrvoje Livaja, dipl.oec.