

Established A. D. 2014

B. Petranovića 4
23000 Zadar, Croatia

Tel. +385 23 202 135
Fax. +385 23 250 580
e-mail: tng@tng.hr

www.tng.hr

Zadar, May 23rd 2019

INVITATION TO THE GENERAL ASSEMBLY OF TANKERSKA NEXT GENERATION Inc.

Pursuant to Article 277, paragraph 2 of the Companies Act, the Management Board of the TANKERSKA NEXT GENERATION shipping joint stock company, with registered seat in Zadar, Petranovića No. 4 (hereinafter: the "Company"), has on May 22nd 2019 rendered the decision on the convocation of the General Assembly, and hereby invites the shareholders of the Company to the

**GENERAL ASSEMBLY of Tankerska Next Generation Inc.
which will be held on July 4th 2019 at 11:00 hours at the Company headquarters,
Božidara Petranovića 4, Zadar**

with the following agenda:

1. Opening of the General Assembly, establishing the present and represented shareholders attendance list;
2. Annual financial reports for 2018 , Annual report on the status and operations of the Company for the business year 2018 and the Supervisory Board report on the conducted supervision of Company's operations in the business year 2018;
3. Decision on 2018's profit distribution;
4. Management Board liability discharge for the business year 2018;
5. Supervisory Board liability discharge members for the business year 2018;
6. Determining the number and appointing the Supervisory board members
7. Appointment of the auditor;
8. Appointment of the members of the Audit Committee

Proposals of General Assembly decisions:

Ad 3. The Management and Supervisory Board propose to the General Assembly to adopt the following decisions:

"The decision on the distribution of 2018's profit

1. It is determined that Tankerska Next Generation Inc. in the year ending 31 December 2018 realized a net profit in the amount of HRK 6,284,497.84
 - A part of net profit in the amount of HRK 5,970,272.95 will be allocated to retained earnings.
 - A part of net profit in the amount of HRK 314,224.89 will be allocated to mandatory reserves.
2. This Decision enters into force upon its adoption."

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

“Discharge of liability is granted to the Company’s Management Board for the business year 2018.”

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

“Discharge of liability is granted to members of the Company’s Supervisory Board for the business year 2018.”

Ad 6. The Supervisory Board proposes to the General Assembly to adopt the following decision:

1. The number of Supervisory Board members remains to be five (5), unchanged for the next mandate.
2. Mr. Ivica Pijaca, Put Škalja 11, 23 232 Nin, maritime transport engineer, OIB: 51129039542; Mr Nikola Koščica, Ulica I. 72, 23 371 Kukljica, BSc. Econ., OIB:27823402456; Mr Nikola Mišetić, BSc. Econ, Sveti Duh 46, 10 000 Zagreb OIB: 54059516115; Joško Miliša, Srebrnjak 131, 10 000 Zagreb, electro-technics engineer., OIB: 39972942361, and Mr. Mario Pavić, Josipa Kosora 52, 23 000 Zadar, Maritime Management master engineer, OIB:76078057482, are appointed as members of the Company’s Supervisory Board.
3. Members of the Supervisory Board are appointed for a term of four years, commencing on August 21st 2019.
4. This decision enters into force on the day of its adoption.

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

“Deloitte d.o.o., Radnička cesta 80, 10 000 Zagreb, OIB: 11686457780 is appointed as the auditor of the Company for the business year 2019.”

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

“Appointment of the members of the Audit Committee

1. Mr. Sergej Dolezil and Mr. Genarij Sutlović are appointed as independent members of the Audit committee, while Mr. Mario Pavić is already previously appointed as a member of the Audit Committee as a member of the Supervisory board.
2. The members of the Audit Committee are appointed for a mandate lasting until 21st August 2020.
3. This Decision enters into force upon its adoption.”

Explanation of General Assembly decisions proposals:

Ad 2. Explanation of the yearly financial reports for the business year 2018, Annual report on the status and operations of the Company for the business year 2018 and the Supervisory Board report on conducted supervision of Company operations in the business year 2018.

Pursuant to the obligation from Article 280, paragraph 1, item 2 of the Companies Act the Company informs shareholders that pursuant to article 300.d. of the Companies Act Management and Supervisory Boards determined the annual financial statements for the business year 2018, and that the General Assembly does not render any decision on this. These financial statements will be presented to the General Assembly together with the Annual Report on the State of the Company's business for the business year 2018 and the Supervisory Board’s Report on the conducted supervision of Company operations in the business year 2018. General Assembly renders no decision under this Agenda item.

Ad 3. Explanation of the proposed profit distribution

The Management Board and the Supervisory Board propose to the General Assembly the decision to distribute the net profit from 2018, in the total amount of HRK 6,284,497.84, to the retained earnings and mandatory reserves.

The Management Board sets up an appropriate liquidity risk management framework to manage short-term, medium-term and long-term financing and liquidity requirements with the risk of refinancing or interest rate risk arising from long-term loans with a variable interest rate.

In the medium term, the Company also expects regulatory requirements that include the cost of ballast water treatment equipment, which can be in the range of \$ 450,000 to \$ 550,000 per ship (excluding shipping and installation costs).

The Management continuously monitors the plan and the realized cash flow, however, the Company must be prepared to face the risk of facing difficulties in the collection of funds.

In addition to significant amounts of long-term debt obligations that affect the cash flow risk, the Company also has obligations towards financial institutions that require minimum liquidity to be maintained per transaction accounts per ship.

The decision not to pay dividends in 2019 for 2018, among other things, is based on the business outcomes achieved in the previous year, as well as overheads related to monitoring the regulatory environment.

Ad 4. and 5. Explanation of the Decision proposal on granting discharge of liability to the Management Board and the Supervisory Board members for the business year 2018.

Pursuant to Article 280, paragraph 3 of the Companies Act, Management and the Supervisory Boards propose to the General Assembly to adopt a decision which grants discharges of liability to the Management Board member and Supervisory Board members for business year 2018. Approval of an individual member of the Management Board or Supervisory Board may be voted separately if so decided by the General Assembly or if the shareholders holding at least a tenth of the share capital of the company.

Ad 6. Explanation to the election of members of the Supervisory Board of the Company

The Supervisory Board of the Company continues to comprise of five members elected for a term of four years. After the end of the initial public offering and listing on a regulated market, the ownership structure has been diversified. Since the entry of institutional investors and small shareholders in accordance with market practice and regulatory framework, and the corporate governance standards, it is proposed to appoint the Supervisory Board of the Company with the involvement of representatives of institutional shareholders who have participated in the increase of the Company's capital.

Ad 7. Explanation of the proposal for the appointment of auditors for the business year 2019.

Pursuant to Article 280, paragraph 3 of the Companies Act, the Supervisory Board proposes to the General Assembly to adopt decisions on the appointment of Deloitte Ltd., Zagreb Tower, Radnička cesta 80, 10 000 Zagreb, as the auditor of the Company for the business year 2019.

Ad 8. Explanation of the proposal for Appointment of the members of the Audit Committee

Along with the previously appointed member of the Audit Committee, Mr. Mario Pavić, who is also a member of the Supervisory Board, the Supervisory Board proposes the former members Mr. Serge Dolezil and Mr. Genarij Sutlović as independent members. Mr. Dolezil and Mr. Sutlović are independent of the Company, are experts in the field of accounting and auditing and have knowledge of the sector in which the audited entity operates.

INVITATION AND INSTRUCTIONS FOR SHAREHOLDERS GENERAL ASSEMBLY

(Hereinafter – Invitation, Instructions)

Invitation, time and venue of the General Assembly

1. The shareholders of Tankerska Next Generation are invited to participate in the Annual General Assembly to be held on July 4th 2019 at the Company headquarters, Božidara Petranovića 4, Zadar, beginning at 11:00.
2. Registration of participants of the General Assembly shall take place on July 4th 2019 at the entrance to the Company's headquarters, Božidara Petranovića 4, Zadar, from 9:45 to 10:45 hours, as final. Registration after that will not be possible and we kindly ask shareholders to register in due time. After the completion of the registration, those shareholders or their proxies, who were not registered on the list of participants, but are registered in the share register, are entitled to participate in the General Assembly, but cannot exercise the right to vote.
3. When registering, shareholders or their proxies or representatives have to show legally proscribed valid ID, while the attorneys who are legal persons have to submit an excerpt from the court register or other appropriate register in which the legal entity is recorded, or other appropriate public documents, if it is not submitted with the application for participation in the General Assembly.

Participation and voting at the General Assembly

4. Each shareholder of the Company has the right to participate at the General Assembly, provided that the participation is announced, in person or through their proxy or representative, by submitting a written application to the Company, not later than six days before the General Assembly, excluding the date of receipt of the application by the Company, i.e. by June 27th 2019 the latest. A legal or natural person who is a shareholder of the Company registered in the Central Depository and Clearing Company Inc. Zagreb, on the last day for application for participation in the General Assembly, i.e. on June 27th 2019 considered a shareholder of the Company. The share capital is divided into 8,733,345 ordinary shares, of which each has one vote minus 13,200 Company shares held by Tankerska Next Generation.
5. The application shall have the following contents and attachments:
 - I. Application for shareholder - natural person
 - The name, residence, address, number of account with the Central Depository and Clearing Company Inc. and the total number of shares of the shareholder
 - II. Application for shareholder - legal person
 - Company name of the legal person, seat and address, OIB
 - The number of account with the Central Depository and Clearing Company Inc. and the total number of shares of the shareholder
 - Attached to the application, excerpt from the court register or other register in which legal person is entered or a copy, certified copy or other appropriate public document clearly showing that the application was signed by a person who is legally authorized to represent the legal person
 - III. Application submitted by the shareholder's proxy
 - a) **Proxy - natural person:**
 - Name and surname, residence and address of the proxy, OIB
 - List of shareholders which are being represented, for each, the number of their account with the Central Depository and Clearing Company Inc. and the total number of shares of all represented shareholders
 - Attached to the application all the individual powers of authority on the recommended form, shall be submitted

b) Proxy - legal person:

- Company name, seat and address and proxy OIB
 - List of shareholders represented, for each number of their account with the Central Depository and Clearing Company Inc. and the total number of shares of all represented shareholders
 - Individual powers of attorney are delivered in writing attached to the application, and if the shareholder is a legal person, the attachment shall contain an excerpt from the court register or other register in which legal person is entered or a copy, certified copy or other public document it is evident that the power of attorney signed by the person who is legally authorized to represent the legal person.
6. For minors and incapable or partially business capable persons the application is submitted and represented by an appointed guardian who has to enclose the original or a copy or a certified copy of the document that certifies the guardianship status.
 7. Shareholders at the General Assembly may be represented by proxy on the basis of a valid written power of attorney issued by the shareholder, or in case of legal entity proxy issued by a person who is legally authorized to represent the shareholder.
 8. At least 21 days before the General Assembly, the Company will inform credit or financial institutions and shareholder associations present at last year's General Assembly and voted on behalf of shareholders or have asked to receive the invitation. The invitation shall state the option for shareholders to vote at the General Assembly by proxy or by shareholder associations.
 9. Power of attorney for participation and/or voting at the General Assembly shall include the name and surname or company name, residence or seat and address of the issuer on the number of account with the Central Depository and Clearing Company Inc., the total number of shares, name and surname or company name, residence or seat and address of the proxy, signature authority or statutory representative or representative under law, if the proxy is a legal person. It is recommended to use forms for the application for participation in the General Assembly and the power of attorney, which may be obtained at the Company's headquarters and are also available on the website of the Company www.tng.hr.
 10. The application for participation in the General Assembly and authorization, and all attachments must be in the Croatian language or if in a foreign language must be translated into Croatian by a certified court interpreter.
 11. The application for participation in the General Assembly shall be submitted directly to the Company at its headquarters in Zadar, B. Petranovića 4, or sent to the Company by registered mail to the following address:
Tankerska Next Generation Inc.
B. Petranovića 4
23 000 Zadar
 12. The application for participation in the General Assembly shall be considered timely submitted if it is in accordance with these Instructions, submitted or sent by mail to the Company by 23:59 hours on June 27th 2019. Shareholders that did not submit their participation in General Assembly properly in accordance with these Instructions or who have not submitted their application shall not be entitled to participate in the General Assembly.
 13. General Assembly cannot pass valid decisions unless in person or by proxy shareholders present have shares representing at least half of the share capital of the Company (quorum). If the quorum is not met, the General Assembly will be held the same day at 13:00 hours in the same place with the same agenda and the General Assembly will pass valid decision regardless of the amount of the capital represented. Given proxies are also valid for this General Assembly.
- Shareholder rights to inquire, request amendments to the agenda, counter proposals and the right to be informed**
14. Shareholders intending to ask questions at General Assembly with reference to agenda items are hereby asked, for sake of the efficient organization of the General Assembly, to provide written notice when filing the application for participation at the General Assembly or at the latest during registration of participants before the General Assembly, thereby indicating the agenda item, as well as its content.

15. Shareholders who together hold shares in the amount of the twentieth part of the Company's share capital have the right to request, after the General Assembly is convened for a certain item to be added to the agenda of the General Assembly and to be announced, whereby with each new agenda item an explanation or a draft decision must be provided. The request to add items to the agenda is submitted by shareholders to the Company at the Company's headquarters (Tankerska Next Generation Inc., B.Petranovića 4, 23 000 Zadar). In order to have supplement to agenda validly announced, in accordance with the Companies Act, a request to add items to the agenda must be received at least 30 days before the General Assembly. In case the deadline is not observed the proposed agenda items are not properly announced and therefore the General Assembly cannot pass these decisions.
16. Shareholders have the right to put a counterproposal to the decision proposals submitted by the Management and/or Supervisory Board on a particular agenda item. The counterproposal, together with the names and surnames of shareholders, explanation and possibly, opinion of the Management Board, will be reported to credit or financial institutions and shareholder associations that voted on behalf of shareholders at last year's General Assembly and will be made available to shareholders on the website of the company (www.tng.com), if a shareholder submits a counterproposal, at least 14 days before the General Assembly, to the head office address of the Company (Tankerska Next Generation Inc., B. Petranovića 4, 23 000 Zadar). The Company will not consider the day of receiving the counterproposal in this 14-day deadline. If the shareholder does not exercise this right, it does not result in loss of the right to make a counterproposal at the General Assembly. This shall be appropriately applied to shareholders proposals regarding the election of the Supervisory Board or the appointment of the Company's auditor.
17. The Management Board will at the General Assembly give every shareholder at his/her request, information on the company's business, if it is necessary to evaluate items on the agenda.
18. Documents for the General Assembly, legally required, are available to the shareholders at the Company's headquarters in Zadar, every working day from the date of announcing the invitation for the General Assembly until the date of the General Assembly from 10:00 to 14:00 hours. These materials are made public on the same day and available on the Company's website (www.tng.hr).

Management Board



John Karavanić