

Na temelju članka 301. Zakona o trgovačkim društvima ("Narodne novine", 152/11 – pročišćeni tekst, 111/12 i 68/13, Nadzorni odbor trgovačkog društva TANKERSKA NEXT GENERATION brodarsko dioničko društvo sa sjedištem u Zadru, Božidara Petranovića 4, upisano u sudske registre Trgovačkog suda u Zadru pod brojem (MBS): 110046753, OIB: 30312968003 (dalje u tekstu „Društvo“), na svojoj sjednici koja je održana u Zadru, dana 1. kolovoza 2017. godine utvrdio je pročišćeni tekst Statuta Društva koji obuhvaća (1) Statut od 1. srpnja 2014. godine, (2) Odluku Glavne skupštine o izmjeni i dopuni Statuta od 25. rujna 2014. godine, (3) Odluku Glavne skupštine o izmjeni i dopuni Statuta od 19. studenog 2014. godine, (4) Odluku Glavne skupštine o povećanju temeljnog kapitala ulozima u novcu i izmjenama Statuta od 19. studenog 2014., (5) Odluke Nadzornog odbora o usklađenju Statuta Društva od 6. veljače 2015., (6) Odluke Nadzornog odbora o usklađenju Statuta Društva od 10. lipnja 2015., (7) Odluku Glavne skupštine o izmjeni i dopuni Statuta od 21. kolovoza 2015. godine, (8) Odluke Nadzornog odbora o usklađenju Statuta Društva od 21. kolovoza 2015., (9) Odluku Glavne skupštine o izmjeni i dopuni Statuta od 10. lipnja 2016. Godine, (10) Odluke Nadzornog odbora o usklađenju Statuta Društva od 10. lipnja 2016., (11) Odluku Glavne skupštine o izmjeni i dopuni Statuta od 1. kolovoza 2017. godine i (12) Odluke Nadzornog odbora o usklađenju Statuta Društva od 1. kolovoza 2017. glasi:

**STATUT**  
**DIONIČKOG DRUŠTVA**  
**TANKERSKA NEXT GENERATION**

(pročišćeni tekst)

**I. UVODNA ODREDBA**

Članak 1.

- 1.1. Ovim Statutom dioničari dioničkog društva TANKERSKA NEXT GENERATION (u dalnjem tekstu Društvo) uređuju:
1. tvrtku i sjedište Društva,
  2. predmet poslovanja,
  3. način i oblik objave priopćenja Društva,
  4. iznos temeljnog kapitala,
  5. nominalni iznos, broj i vrstu dionica,
  6. organe Društva,
  7. trajanje i prestanak Društva,
  8. druga pitanja značajna za poslovanje Društva.

**II. TVRTKA I SJEDIŠTE DRUŠTVA**

Članak 2.

- 2.1. Društvo posluje i sudjeluje u pravnom prometu pod tvrtkom:

TANKERSKA NEXT GENERATION brodarsko dioničko društvo.

- 2.2. Skraćeni naziv tvrtke glasi:

TANKERSKA NEXT GENERATION d. d.

- 2.3. U pravnom prometu s inozemstvom Društvo upotrebljava naziv tvrtke preveden na engleski jezik koji glasi:

TANKERSKA NEXT GENERATION Shipping Joint Stock Company

### Članak 3.

- 3.1. Sjedište Društva je u Zadru, Božidara Petranovića 4.

## III. PODRUŽNICE

### Članak 4.

- 4.1. Društvo može imati podružnice.
- 4.2. Podružnice se osnivaju odlukama Nadzornog odbora Društva na prijedlog Uprave.
- 4.3. Podružnice Društva posluju pod tvrtkom Društva i nazivom podružnica, uz naznaku sjedišta poslovnice.

### Članak 5.

- 5.1. Društvo može promijeniti tvrtku i sjedište Društva na osnovi odluke Skupštine Društva, a na prijedlog Uprave.

## IV. PEČAT I ZAŠTITNI ZNAK

### Članak 6.

- 6.1. Društvo u pravnom prometu rabi pečat koji sadrži puni ili skraćeni naziv tvrtke.
- 6.2. Uprava donosi odluku o dimenziji i obliku pečata, njihovu broju, numeraciji, načinu uporabe, čuvanju i uništenju.

### Članak 7.

- 7.1. Društvo može imati zaštitni znak i logotip.
- 7.3. Uprava Društva donosi odluku kojom se određuje oblik i sadržaj zaštitnog znaka i logotipa.

## **V. ODGOVORNOST ZA OBVEZE**

### **Članak 8.**

- 8.1. Društvo za svoje obveze odgovara cijelom svojom imovinom.
- 8.2. Dioničari Društva ne odgovaraju za obveze Društva, osim u slučajevima propisanima Zakonom.

## **VI. PREDMET POSLOVANJA**

### **Članak 9.**

- 9.1. Društvo će u svom poslovanju obavljati sljedeće djelatnosti:
  - \* Pomorski i obalni prijevoz robe
  - \* Pomorski i obalni prijevoz putnika
  - \* Uslužne djelatnosti u vezi s vodenim prijevozom
  - \* Spašavanje ili uklanjanje broda ili druge imovine koja može biti predmetom spašavanja na površini mora ili ako je uronjena, odnosno na morskom dnu
  - \* Tegljenje i potiskivanje brodova i drugi pomorski plovidbeni poslovi
  - \* Opskrba brodova, brodica odnosno jahti pogonskim gorivom
  - \* Peljarenje u obalnom moru Republike Hrvatske
  - \* Posredovanje u vezi s vodenim prijevozom
  - \* Iznajmljivanje plovnih prijevoznih sredstava
  - \* Prijevoz tereta u unutarnjem i međunarodnom cestovnom prometu robe
  - \* Obavljanje trgovačkog posredovanja na domaćem i inozemnom tržištu strojevima, industrijskom opremom, brodovima i zrakoplovima
  - \* Trgovina na veliko naftnim derivatima i srodnim proizvodima
  - \* Gradnja brodova i plutajućih objekata
  - \* Usluge nadzora gradnje brodova i plutajućih objekata
  - \* Popravak i održavanje brodova i čamaca
- 9.2. Društvo će bez upisa u sudski registar obavljati i druge djelatnosti koje služe djelatnosti koje su upisane u sudski registar i koje se uobičajeno obavljaju uz tu djelatnost u manjem opsegu ili povremeno, odnosno koje pridonose potpunijem iskorištanju kapaciteta koji se upotrebljavaju za obavljanje registrirane djelatnosti.

9.3. Odluku o promjeni predmeta poslovanja donosi Glavna skupština.

## VII. TRAJANJE DRUŠTVA

### Članak 10.

10.1. Društvo je osnovano na neodređeno vrijeme.

## VIII. PROKURA

### Članak 11.

- 11.1. Prokura se može dati svakoj punoljetnoj i potpuno poslovno sposobnoj fizičkoj osobi koja ima odgovarajuće kvalifikacijske i stručne sposobnosti u odnosu na djelatnosti kojom se Društvo bavi.
- 11.2. Prokura se daje u pisanim oblicima. Prokura se može dati jednoj ili više osoba.
- 11.3. Odluku o dodjeli prokure određenoj osobi donosi Uprava Društva na temelju prethodne suglasnosti Nadzornog odbora.

### Članak 12.

12.1. Prokurist se može ovlastiti za samostalno zastupanje Društva.

### Članak 13.

- 13.1. Prokura nije prenosiva na drugu osobu.
- 13.2. Prokurist ne može davati punomoć za zastupanje drugim osobama.

### Članak 14.

- 14.1. Prokurist se potpisuje u ime i za račun Društva navodeći svoje ime i prezime uz naznaku "prokurist" ili "p.p."

### Članak 15.

- 15.1. Neovisno o vremenu na koje je prokura dana, Uprava može opozvati prokuru u svako doba. Prije opoziva prokure Uprava je dužna dobiti suglasnost Nadzornog odbora za opoziv.
- 15.2. Prokura se opoziva pisanim putem, a opoziv djeluje od dana dostave opoziva.
- 15.3. Uprava je dužna bez odlaganja podnijeti registarskom sudu prijedlog za upis opoziva prokure.

## **IX. OBJAVA PODATAKA I PRIOPĆENJA DRUŠTVA**

### **Članak 16.**

- 16.1. Ako je zakonom ili statutom određeno da se objavljuju podaci i priopćenja Društva, oni se objavljuju na internetskoj stranici na kojoj se nalazi sudski registar kao i na drugi način, ukoliko je to propisano.

## **X. TEMELJNI KAPITAL DRUŠTVA**

### **Članak 17.**

- 17.1. Temeljni kapital Društva iznosi 436.667.250,00 kuna (slovima: četiristotridesetšest milijuna šestošezdesetsedam tisuća dvjestopedeset kuna), koji se sastoji od 368.173.848,30 kuna (slovima: tristošezdesetosam milijuna stosedamdesettri tisuće osamstočetrdesetosam kuna trideset lipa) uplaćenih u novcu, te unosom prava potraživanja a koja osnivač ima prema društvu Teuta Shipping Company Ltd (R.Liberija) u iznosu od USD 12.449.500,00 (slovima: dvanaest milijuna četrdeset devet tisuća petsto američkih dolara), kunske protuvrijednosti 68.493.401,70 (slovima: šezdeset osam milijuna četiristo devedeset tri tisuće četiristo jedna kuna i sedamdeset lipa).
- 17.2. Uprava je ovlaštena, u roku od pet godina od upisa izmjene Statuta u sudski registar jednokratno ili u nekoliko obroka i uz suglasnost Nadzornog odbora, povećati temeljni kapital Društva izdavanjem novih dionica uz uplatu u novcu ili u stvarima ili u pravima za nominalni iznos od najviše 200.000.000,00 kuna (slovima: dvjesto milijuna kuna) (odobreni temeljni kapital).
- 17.3. Uprava Društva može odlukom o povećanju temeljnog kapitala isključiti u cijelini ili djelomično pravo prvenstva pri upisu novih dionica koje se izdaju na temelju stavka 2. ovog članka. Nadzorni odbor je ovlašten uskladiti odredbe Statuta s promjenama koje su posljedica takvog povećanja temeljnog kapitala i izdavanja novih dionica. O vrsti dionica i sadržaju prava iz dionica koje se izdaju temeljem ovlasti iz stavka 2. ovog članka, kao i o uvjetima za izdavanje takovih dionica, odlučuje Uprava uz suglasnost Nadzornog odbora.

### **Članak 18.**

- 18.1. Temeljni kapital Društva podijeljen je na 8.733.345 redovnih dionica (slovima: osam milijuna sedamstotridesettri tisuće tristočetrdesetpet redovnih dionica).
- 18.2. Sve dionice Društva izdaju se bez nominalnog iznosa.
- 18.3. Dionice glase na ime.
- 18.4. Dionice Društva izdane su u nematerijaliziranom obliku i postoje samo u obliku elektroničkog zapisa na računu vrijednosnih papira u računalnom sustavu središnjeg depozitorija, u skladu s pozitivnim zakonskim propisima.

### Članak 19.

- 19.1. Temeljni kapital Društva može se povećati na način i pod uvjetima određenima Zakonom o trgovačkim društvima.
- 19.2. Odluku o povećanju temeljnoga kapitala donosi Glavna skupština Društva glasovima koji predstavljaju najmanje tri četvrtine temeljnoga kapitala zastupljenoga na Glavnoj skupštini pri donošenju odluke.

### Članak 20.

- 20.1. Temeljni kapital može se povećati ulozima u novcu, stvarima ili pravima u skladu sa zakonom.
- 20.2. Nove dionice upisuju se upisnicom iz koje mora biti vidljivo sudjelovanje upisnika s dionicama navedenim po broju. Upisnica mora sadržavati podatke navedene u Zakonu o trgovačkim društvima, inače se smatra ništavom.
- 20.3. Ako je Društvo prigodom izdavanja dionica dužno primijeniti poseban postupak, na izdavanje dionica primjenjuju se odredbe posebnog zakona kojim se uređuje tržište kapitala.

### Članak 21.

- 21.1. Odlukom Glavne skupštine Društva o izdavanju novih emisija dionica utvrđuju se i rodovi dionica prema sadržaju prava koja daju (redovite, povlaštene). Nove dionice mogu glasiti samo na ime.

### Članak 22.

- 22.1. Dioničari Društva imaju pravo prvenstva pri upisu dionica iz bilo koje sljedeće emisije.
- 22.2. Dioničari imaju prvenstveno pravo upisati onaj dio novih dionica koji odgovara njihovom udjelu u dotadašnjem temeljnog kapitalu društva.
- 22.3. Uprava je dužna na propisani način objaviti iznos za koji se dionice izdaju i rok za ostvarenje prava prvenstva pri upisu dionica koji ne može biti kraći od 14 dana.
- 22.4. Pravo prvenstvenog upisa ostvaruje se izjavom dioničara koja mora u ostavljenom roku prisjeti Društvu da bi bila valjana.
- 22.5. Pravo na upis novih dionica mogu se dati drugima samo pod uvjetom da su očuvana prava dioničara na upis.

### Članak 23.

- 23.1. Pravo dioničara iz prethodnog članka može se djelomično ili u cijelosti ograničiti odlukom Glavne skupštine o povećanju temeljnoga kapitala pod uvjetima određenima u Zakonu o trgovačkim društvima i statutom Društva.

#### Članak 24.

- 24.1. Temeljni kapital Društva može se smanjiti na način i pod uvjetima propisanima u Zakonu o trgovačkim društvima.
- 24.2. U odluci se mora odrediti svrha smanjenja temeljnoga kapitala, odnosno hoće li se dijelovi toga kapitala vratiti dioničarima.
- 24.3. U odluci o smanjenju temeljnoga kapitala mora se navesti način njegova smanjenja.
- 24.4 U slučaju povlačenja dionica na teret dobiti ili ostalih rezervi povećava se udio preostalih dionica u temeljnem kapitalu Društva sukladno odredbi članka 163. stavak 5. Zakona o trgovačkim društvima. U tom je slučaju Društvo dužno osigurati da se iz ostalih rezervi Društva u rezerve kapitala unese iznos koji odgovara iznosu temeljnog kapitala koji otpada na povučene dionice. U mjeri u kojoj je to dopušteno i uz uvjete propisane zakonom, ovlašćuje se Uprava da uz prethodnu suglasnost Nadzornog odbora donose odluke o povlačenju vlastitih dionica na teret dobiti ili ostalih rezervi.

#### Članak 25.

- 25.1. Društvo je dužno održavati vrijednost temeljnoga kapitala.

### XI. REGISTAR DIONICA

#### Članak 26.

- 26.1. Registrar dionica vodi središnji depozitorij kojim upravlja Središnje klirinško depozitarno društvo.
- 26.2. Društvo može za svoje potrebe voditi poseban registrar dionica.

#### Članak 27.

- 27.1. U odnosu prema Društvu vrijedi kao dioničar samo onaj tko je upisan u registru dionica.
- 27.2. Svojstvo dioničara dokazuje se potvrdom koju izdaje Središnje klirinško depozitarno društvo.

#### Članak 28.

- 28.1. Dionice Društva prenose se na način određen propisima kojima se uređuje promet nematerijaliziranih vrijednosnih papira.

## **XII. PRAVNI ODNOŠI IZMEĐU DRUŠTVA I DIONIČARA**

### **Članak 29.**

29.1. Dioničari pod jednakim uvjetima imaju ista prava u Društvu.

### **Članak 30.**

30.1. Redovite dionice daju dioničarima sljedeća temeljna prava:

- pravo sudjelovanja i pravo glasa na Glavnoj skupštini Društva
- pravo na isplatu dividende
- pravo na isplatu ostatka likvidacijske odnosno stečajne mase Društva
- druga prava određena zakonom

### **Članak 31.**

31.1. Svaka dionica daje pravo na jedan glas.

### ***Upotreba dobiti i politika isplate dioničarima***

### **Članak 32.**

32.1. Udjeli dioničara u dobiti određuju se prema temeljnog kapitalu društva koji otpada na njihove dionice.

32.2. Pravo na isplatu dividende imaju oni dioničari koji su na dan donošenja odluke o isplati dividende upisani u Registru Središnjeg klirinškog depozitarnog društva kao imatelji dionica, osim ako Glavna skupština Društva ne odluči drugačije.

32.3. Dioničari stječu prema Društvu tražbine na isplatu dividende najmanje deset dana nakon isteka dana kada je zaključena Glavna skupština na kojoj je odluka donesena. Dividenda dospijeva na isplatu u roku od 30 dana od dana održavanja Glavne skupštine na kojoj je utvrđena, osim ako Glavna skupština ne odredi kraći rok dospijeća. U odnosu na utvrđenu, a neisplaćenu dividendu, dioničar ima položaj vjerovnika društva. Zahtjevom za isplatu dividende dioničar može raspolagati u pravnom prometu.“.

32.4. Troškove isplate dividende snosi Društvo.

32.5 Glavna skupština Društva može donijeti odluku o isplati dobiti dioničarima u stvarima u smislu odredbe članka 220. stavka 9. Zakona o trgovackim društvima (nenovčana dividenda).

32.6 Glavna skupština, nakon što Uprava i Nadzorni odbor utvrde godišnja financijska izvješća, odlučuje o rasporedu dobiti. Glavna skupština može odlučiti da se dobit podijeli dioničarima, i/ili rasporedi u zakonske, statutarne ili ostale rezerve, i/ili upotrebi u druge svrhe.

32.7 Poslovna politika Društva bit će rukovoditi se najboljom svjetskom praksom u ostvarivanju koristi za svoje dioničare u nastojanju maksimalizacije dobiti iz

poslovanja, a politika isplata dioničarima, po uzoru na najuspješnija svjetska brodarska društva u istom segmentu poslovanja, bit će prožeta nastojanjem da se osigura kontinuitet i konzistentnost u politici isplate dividende. Uprava je dužna odrediti i provoditi dugoročnu politiku isplate dividende i o tome redovito obavještavati dioničare na primjereni način. Uprava je, nadalje, dužna radi maksimiziranja dobiti posvetiti naročitu pažnju učinkovitom upravljanju brodovima, jačanje svojih komparativnih prednosti u odnosu na slična brodarska društva koja posluju na svjetskom tržištu, zadržavajući pri tome troškove poslovanja na što nižoj razini, ali bez ugrožavanja sigurnosti, kvalitete usluga prijevoza i zaštite okoliša.

- 32.8 Društvo će, nadalje, nastojati ostvariti i dodatnu korist za svoje dioničare prodajom brodova u trenutku kada se ocjeni da su prilike na tržištu polovnih brodova takve da je povoljno unovčenje brodova učinkovitije od njihovog daljnje iskorištanja. Kod donošenja odluke o prodaji jednog ili više brodova, Društvo će zatražiti i uzeti u obzir i preporuke dioničara, a uzet će u obzir i praksu ostalih respektabilnih brodarskih društva koji posluju u istom segmentu brodarskog tržišta.
- 32.9 Ako Društvo proda jedan ili više brodova, tako ostvaren prihod će, nakon podmirenja svih obveza koje su povezane s prodanim brodom / brodovima (uključujući i pripadajuće troškove) isplatiti svojim dioničarima na jedan od zakonom dopuštenih načina. Ako prihodi od prodaje brodova to budu omogućavali, te ako dioničari iskažu interes za prodaju svojih dionica, Uprava Društva ovlaštena je sačiniti i provesti odgovarajući program otkupa vlastitih dionica, poštujući pri tome sva pravila postavljena zakonom, ovim Statutom i odlukama Glavne skupštine.

### Članak 33.

- 33.1. Uprava Društva može uz suglasnost Nadzornog odbora donijeti odluku da se po proteku poslovne godine iz predvidivoga dijela neto dobiti isplati dioničarima predujam na ime dividende.
- 33.2. Predujam iz prethodnog stavka moguće je isplatiti samo onda kad privremeni račun dobiti i gubitka za proteklu poslovnu godinu pokazuje dobit.
- 33.3. Na ime predujma može se isplatiti najviše polovinu iznosa dobiti umanjenog za iznose koji se prema zakonu i Statutu moraju unijeti u rezerve Društva.
- 33.4. Visina predujma ne može prijeći iznos polovine dobiti iz prethodne godine.

### Članak 34.

- 34.1. U slučaju emitiranja povlaštenih dionica, imatelji tih dionica kod isplate dividende imaju prednost u odnosu na imatelje redovitih dionica, u skladu s odlukom o izdanju tih dionica.

### Članak 35.

- 35.1. Društvo je dužno u zakonske rezerve unositi najmanje dvadeseti dio dobiti tekuće godine umanjene za iznos gubitka iz prethodne godine sve dok te rezerve zajedno s rezervama kapitala ne dosegnu visinu od 5% temeljnoga kapitala društva.
- 35.2 Nakon što utvrde godišnja finansijska izvješća, Uprava i Nadzorni odbor ovlašteni su u ostale rezerve Društva unijeti i više od polovine iznosa neto dobiti koji preostane nakon njezine upotrebe za namjene iz članka 220. stavak 1. Zakona o trgovackim društvima. Osim iz dobiti, sredstva za ostale rezerve mogu se pribavljati i uplatom dioničara za tu svrhu, pod uvjetom da o tome odluči Glavna skupština. Sredstva ostalih rezervi, bez obzira na to potječu li iz dobiti ili uplata dioničara, Uprava i Nadzorni odbor ovlašteni su koristiti za bilo koju svrhu, a naročito za isplate dioničarima, za unos u rezerve za vlastite dionice i za povlačenje vlastitih dionica na teret ostalih rezervi.
- 35.3 Ako godišnja finansijska izvješća u slučajevima određenim zakonom utvrdi Glavna skupština, ovlaštenja Uprave i Nadzornog odbora iz prethodnog stavka ovog članka koja se odnose na raspolaganje iznosom neto dobiti ima Glavna skupština.

## XIII. ORGANI DRUŠTVA

### Članak 36.

- 36.1. Organi Društva su:
  - a) Glavna skupština
  - b) Nadzorni odbor
  - c) Uprava.

#### a) **Glavna skupština Društva**

### Članak 37.

- 37.1. Dioničari svoja prava u stvarima Društva ostvaruju na Glavnoj skupštini.

#### aa) **Nadležnost Glavne skupštine**

### Članak 38.

- 38.1. Glavna skupština Društva odlučuje o pitanjima koja su joj zakonom i ovim Statutom stavljeni u nadležnost, a osobito:
  - o izmjenama i dopunama Statuta
  - o izboru i opozivu članova Nadzornog odbora
  - o upotrebi dobiti
  - o davanju razrješnice Upravi i Nadzornom odboru Društva

- o imenovanju revizora Društva
- o povećanju i smanjenju temeljnoga kapitala
- o imenovanju revizora za ispitivanje radnji obavljenih u osnivanju društva ili radnji vođenja poslova Društva i utvrđenju naknade za njegov rad
- o statusnim promjenama Društva
- o prestanku društva
- o drugim pitanjima u skladu sa zakonom i ovim Statutom.

38.2. Glavna skupština utvrđuje godišnja finansijska izvješća u slučaju kad joj Uprava i Nadzorni odbor prepuste da to učini ili ako Nadzorni odbor uskraći suglasnost na ta izvješća.

#### Članak 39.

39.1. Glavna skupština može odlučivati o pitanjima vođenja poslova Društva samo ako to od nje izričito zatraži Uprava Društva.

#### *ab) Sazivanje Glavne skupštine*

#### Članak 40.

40.1. Odluku o sazivanju Glavne skupštine donosi Uprava Društva.

40.2. Glavnu skupštinu saziva Uprava Društva najmanje jednom godišnje radi razmatranja godišnjih finansijskih izvješća, izvješća o stanju Društva i donošenju odluke o upotrebi dobiti te davanju razrješnice o radu Nadzornom odboru i Upravi.

40.3. Uprava je dužna sazvati Glavnu skupštinu bez odgađanja nakon što dobije izvješće Nadzornog odbora o godišnjim finansijskim izvješćima, izvješću o stanju društva i prijedlogu odluke o upotrebi dobiti.

40.4. Glavna skupština mora se održati u prvih osam mjeseci poslovne godine.

40.5. Uprava je dužna sazvati Glavnu skupštinu uvijek kada to zahtijevaju interesi Društva.

#### Članak 41.

41.1. Uprava je dužna sazvati Glavnu skupštinu ako to u pisanim obliku od nje zatraže dioničari koji zajedno imaju udjele u visini od najmanje dvadesetoga dijela temeljnoga kapitala te navedu svrhu i razlog sazivanja skupštine. Također mogu zatražiti od Uprave da se objavi predmet odlučivanja na Glavnoj skupštini.

41.2. Ako Uprava ne sazove Glavnu skupštinu na zahtjev dioničara iz st. 1. ovoga članka, isti dioničari mogu zatražiti od suda da ih ovlasti da sami sazovu Glavnu skupštinu odnosno da objave predmet odlučivanja.

41.3. Troškove tako sazvane Glavne skupštine, uključujući i sudske troškove ako sud udovolji zahtjevu dioničara, snosi Društvo.

#### Članak 42.

42.1. Glavna skupština saziva se pozivom na način propisan u članku 16. ovoga Statuta.

42.2. Odluka o sazivanju Glavne skupštine i poziv za Glavnu skupštinu moraju sadržavati podatke koji su propisani Zakonom o trgovačkim društvima.

#### Članak 43.

43.1. Ako na Glavnoj skupštini sudjeluju ili su zastupljeni svi dioničari, Glavna skupština može donositi odluke iako nije sazvana u skladu s odredbama Zakona o trgovačkim društvima, ako se ni jedan dioničar ne usprotivi donošenju odluka.

#### Članak 44.

44.1. Dioničari na Glavnoj skupštini sudjeluju osobno ili putem punomoćnika.

44.2. Pravo sudjelovanja i glasovanja na Glavnoj skupštini imaju samo oni dioničari koji ispunе slijedeće uvjete:

- da su u pisanom obliku prijavili svoje sudjelovanje Upravi. Prijava mora prispjeti Društvu najkasnije šest dana prije održavanja Glavne skupštine, u koji rok se ne uračunava dan prispijeća prijave Društvu niti dan održavanja Glavne skupštine;
- da su upisani u registru dionica Središnjeg klirinškog depozitarnog društva zaključno s danom podnošenja prijave sudjelovanja na Glavnoj skupštini.

44.3. Punomoćnik dioničara mora u pisanom obliku prijavili svoje sudjelovanje Upravi. Prijava i punomoć moraju prispjeti Društvu najkasnije šest dana prije održavanja Glavne skupštine, u koji rok se ne uračunava dan prispijeća prijave Društvu niti dan održavanja Glavne skupštine. Punomoć mora biti u pisanom obliku, te sadržavati naznaku punomoćnika, naznaku dioničara koji izdaje punomoć, broj dionica, ovlaštenje da sudjeluje i glasuje u ime dioničara i dan izdavanja. Punomoć se izdaje za svaku skupštinu posebno.

#### Članak 45.

45.1. Poziv za Glavnu skupštinu Društva mora se objaviti najmanje trideset dana prije isteka dana do kojeg dioničari moraju prijaviti svoje sudjelovanje na Glavnoj skupštini.

#### Članak 46.

46.1. Dnevni red Glavne skupštine objavljuje se zajedno s pozivom.

46.2. Ako se na Glavnoj skupštini treba odlučivati o izmjenama Statuta Društva, mora se objaviti i prijedlog izmjena Statuta.

- 46.3. Za svaku točku dnevnoga reda o kojoj Glavna skupština treba odlučiti, Uprava i Nadzorni odbor Društva dužni su pripremiti i objaviti prijedloge odluka.
- 46.4. Ako se radi o izboru revizora i članova Nadzornog odbora, prijedlog je dužan pripremiti i objaviti Nadzorni odbor Društva.
- 46.5. Odredbe stavka 3. i 4. ovoga članka neće se primjenjivati ako je predmet odlučivanja uvršten u dnevni red na zahtjev manjinskih dioničara.
- 46.6. Na Glavnoj skupštini ne može se odlučivati o točkama dnevnoga reda koje nisu valjano objavljenе.
- 46.7. Prijedlozi za izbor revizora i članova Nadzornog odbora trebaju sadržavati podatke propisane u Zakonu o trgovačkim društvima.

*ac) Kvorum*

Članak 47.

- 47.1. Glavna skupština može donositi valjane odluke ako su na njoj prisutni dioničari ili njihovi zastupnici čije dionice predstavljaju najmanje 50 (pedeset) posto temeljnoga kapitala Društva.
- 47.2. Pri svakom sazivanju Glavne skupštine Uprava će odrediti kada će se održati naredna Glavna skupština ako na Glavnoj skupštini ne bude osigurana prisutnost dioničara koji bi osigurali kvorum naveden u st. 1. ovoga članka i na toj narednoj Glavnoj skupštini se može o pitanjima, utvrđenima dnevnim redom za Glavnu skupštinu na kojoj nije bilo kvorama, odlučivati bez obzira na broj prisutnih dioničara, osim ako se radi o pitanjima za koja je zakonom predviđeno odlučivanje s posebnom većinom glasova.

Članak 48.

- 48.1. Članovi Nadzornog odbora i Uprave dužni su sudjelovati u radu Glavne skupštine.

*ad) Odlučivanje*

Članak 49.

- 49.1. Odluke se na Glavnoj skupštini donose većinom danih glasova, osim ako je za pojedinu odluku zakonom ili ovim Statutom određeno da je potrebna neka druga većina odnosno ispunjavanje dodatnih uvjeta.

Članak 50.

- 50.1. Glavnoj skupštini predsjeda predsjednik Nadzornog odbora Društva, koji za to može posebnom punomoći opunomoći i drugu osobu.

Predsjedavajući Glavne skupštine obavlja naročito sljedeće poslove:

- Predsjedava sjednicama Glavne skupštine, te utvrđuje redoslijed raspravljanja o pojedinim točkama dnevnog reda, odlučuje o redoslijedu glasanja o

pojedinim prijedlozima, o načinu glasovanja o pojedinim odlukama, te o svim ostalim proceduralnim pitanjima;

- Potpisuje zapisnike i odluke Glavne skupštine;
- Obavlja druge poslove u njegovoj nadležnosti sukladno zakonu i Statutu.

### Članak 51.

51.1. Prisutni dioničari i njihovi punomoćnici dužni su svojim ponašanjem omogućiti da se Glavna skupština održi u skladu sa odredbama ovog Statuta i Zakona.

Dioničar ili njegov punomoćnik koji želi raspravljati o pojedinoj točki dnevnog reda mora svoju namjeru prijaviti predsjedavajućem Glavne skupštine prije nego o toj točki Glavna skupština započne glasovanje. Predsjedavajući Glavne skupštine davati će riječ sukladno redoslijedu prijavljivanja.

Mir i red Glavne skupštine održavati će predsjedavajući Glavne skupštine te je u tu svrhu ovlašten oduzimati riječ.

51.2. Na Glavnoj skupštini se sastavlja popis svih prisutnih i zastupanih dioničara u skladu s odredbama Zakona o trgovackim društvima. Popis treba sastaviti na temelju popisa imatelja prava glasa dobivenog od Središnjeg klirinškog depozitarnog društva, odnosno na temelju punomoći za zastupanje dioničara na Glavnoj skupštini zaprimljenima u pisanim oblicima.

#### *ae) Zapisnik*

### Članak 52.

52.1. O radu Glavne skupštine vodi se zapisnik kojeg sastavlja javni bilježnik.

52.2. U zapisniku iz st. 1. ovoga članka navodi se svaka odluka Glavne skupštine.

52.3. U zapisniku se također navode mjesto i vrijeme održavanja Glavne skupštine, ime i prezime javnog bilježnika, način i rezultat glasovanja te utvrđenja predsjednika o donesenim odlukama.

52.4. Zapisniku se prilaže popis sudionika na Glavnoj skupštini i dokaz o sazivanju.

52.5. Javno ovjereni zapisnik s privicima Uprava dostavlja registarskom sudu.

#### *af) Mjesto održavanja*

### Članak 53.

53.1. Glavna skupština Društva održava se u pravilu u sjedištu Društva.

53.2. Ako postoje posebni razlozi, Glavna skupština se može održati i izvan sjedišta Društva, o čemu odluku donosi Uprava uz prethodnu suglasnost Nadzornog odbora.

53.3. Troškove sudjelovanja na Glavnoj skupštini snose dioničari, a troškove pripreme i održavanja Glavne skupštine snosi Društvo.

**b) Nadzorni odbor**

*ba) Broj, sastav i imenovanje Nadzornog odbora*

Članak 54.

54.1. Nadzorni odbor Društva ima neparan broj članova i to najmanje 3 (tri) do najviše 9 (devet) članova. O točnom broju članova Nadzornog odbora za svako mandatno razdoblje odlučuje Glavna skupština Društva većinom danih glasova.

54.2. Članovi Nadzornog odbora biraju se na vrijeme od četiri godine i nakon isteka mandata mogu biti ponovno birani.

54.3 Ako su radnici Društva, kada je to propisano posebnim zakonom, ovlašteni imenovati jednog predstavnika u Nadzorni odbor, tada će taj predstavnik biti imenovan i opozvan sukladno odredbama Zakonu o radu.

Članak 55.

55.1. Član Nadzornog odbora može biti fizička osoba koja ispunjava zakonom predviđene uvjete.

Članak 56.

56.1. Članove Nadzornog odbora običnom većinom glasova bira Glavna skupština Društva.

56.2. Članovi Nadzornog odbora mogu se opozvati i prije isteka mandata pod uvjetima predviđenima odredbama Zakona o trgovackim društvima.

Članak 57.

57.1. Član Nadzornog odbora može dati ostavku na svoj položaj.

57.2. Ostavka se u pisanim obliku daje Upravi Društva koja je dužna o ostavci obavijestiti ostale članove Nadzornog odbora i poduzeti mjere za upis promjena u sastavu Nadzornog odbora u sudske registre.

Članak 58.

58.1. Svaku promjenu u sastavu Nadzornog odbora Uprava i predsjednik Nadzornog odbora dužni su bez odgađanja objaviti onako kako se objavljuju priopćenja Društva i u propisanom roku podnijeti registarskom sudu prijavu s propisanom dokumentacijom za upis promjene u sudske registre.

*bb) Način rada Nadzornog odbora*

### Članak 59.

- 59.1. Nadzorni odbor bira iz svojih redova predsjednika i zamjenika predsjednika Nadzornog odbora na prvoj konstituirajućoj sjednici koja se mora održati najkasnije u roku od osam dana od dana održavanja Glavne skupštine na kojoj su izabrani članovi Nadzornog odbora.
- 59.2. Prvu konstituirajuću sjednicu Nadzornog odbora saziva i njome do izbora predsjednika Nadzornog odbora predsjeda najstariji izabrani član Nadzornog odbora.
- 59.3. O izboru predsjednika i zamjenika predsjednika Nadzornog odbora Uprava je dužna bez odlaganja podnijeti prijavu za upis registarskom sudu.

### Članak 60.

- 60.1. O sjednicama Nadzornog odbora vodi se zapisnik koji mora imati sadržaj određen odredbama Zakona o trgovačkim društvima.

### Članak 61.

- 61.1. Sjednice Nadzornog odbora saziva i njima rukovodi predsjednik Nadzornog odbora.
- 61.2. Svaki član Nadzornog odbora ili Uprave može zatražiti od predsjednika Nadzornog odbora da sazove sjednicu uz navođenje razloga za sjednicu. Ako se ne udovolji tom traženju, sjednicu može sazvati član Nadzornog odbora ili Uprava uz navođenje razloga za sazivanje te dnevног reda sjednice.
- 61.3. Sjednice Nadzornog odbora sazivaju se najmanje jednom u tri mjeseca.
- 61.4. Sjednica se u pravilu saziva pisanim pozivom najkasnije tri dana prije održavanja.
- 61.5. U hitnim situacijama sjednica se može sazvati i drugim načinom (telefon, e-mail, telefax, telegram, itd.) i održati se čim se članovi Nadzornog odbora mogu okupiti.

### *bc) Odlučivanje*

#### Članak 62.

- 62.1. Nadzorni odbor može donositi odluke ako u odlučivanju bilo osobno bilo putem odgovarajućeg telekomunikacijskog sredstva sudjeluje većina njegovih članova.
- 62.2. Nadzorni odbor donosi svoje odluke većinom od danih glasova. Svaki član Nadzornog odbora ima pravo na jedan glas. Ako su glasovi jednakо podijeljeni, odlučujući je glas predsjednika Nadzornog odbora.
- 62.3. Odsutni članovi Nadzornog odbora mogu sudjelovati u donošenju odluke i tako da svoj glas daju pisanim putem.
- 62.4. Glas se pisanim putem može dati i putem drugog člana Nadzornog odbora ili osobe koja umjesto spriječenoga člana prisustvuje sjednici, a na temelju punomoći spriječenoga člana.

62.5. Glas se može dati i putem telefona, telegrama, pisma i drugim načinima komunikacije, ako se tome ne usprotive drugi članovi Nadzornoga odbora.

### Članak 63.

63.1. U slučajevima propisanima Zakonom o reviziji društvo ima Revizorski odbor.

63.2. Revizorski odbor sastoji se od najmanje tri člana.

63.3. Visinu naknade za članove Revizorskog odbora imenovane od Nadzornog odbora određuje nadzorni odbor. Članovima Nadzornog odbora koji su članovi Revizorskog odbora ne pripada posebna naknada.

#### *be) Ovlasti Nadzornog odbora*

### Članak 64.

64.1. Nadzorni odbor nadzire vođenje poslova Društva.

64.2. U svrhu nadzora Nadzorni odbor može putem svojih članova ili angažiranjem stručnjaka za pojedino područje pregledavati i ispitivati poslovne knjige, dokumentaciju Društva, blagajnu, vrijednosne papire i druge dokumente.

### Članak 65.

65.1. Nadzorni odbor mora ispitati godišnja finansijska izvješća, izvješće o stanju društva i prijedlog odluke o upotrebi dobiti koja mu je podnijela Uprava Društva.

65.2. Ako Nadzorni odbor dade suglasnost na navedena izvješća, time su ih utvrdili Uprava i Nadzorni odbor.

65.3. Nadzorni odbor dužan je svoje izvješće dostaviti Upravi u roku od mjesec dana nakon što su mu podnesena sva izvješća koja treba ispitati. Ne postupi li tako, Uprava mu je dužna dati dodatni rok za dostavljanje spomenutog izvješća koji ne može biti dulji od mjesec dana. Ne dostavi li Nadzorni odbor svoje izvješće ni u tom roku, smatra se da nije dao suglasnost na izvješća Uprave.

### Članak 66.

66.1. Nadzorni odbor podnosi Glavnoj skupštini pisano izvješće o obavljenom nadzoru vođenja poslova.

66.2. U izvješću iz prethodnog stavka Nadzorni odbor je posebno dužan navesti:

- djeluje li Društvo u skladu sa zakonom i aktima Društva te odlukama Glavne skupštine,
- jesu li godišnja finansijska izvješća napravljena u skladu sa stanjem u poslovnim knjigama Društva i pokazuju li ispravno imovinsko i poslovno stanje Društva,
- vlastiti stav koji ima o prijedlogu Uprave glede upotrebe dobiti i pokrića gubitka u Društvu.

66.3. Članovi koji se ne slažu s nekim dijelom izvješća ili s izvješćem u cijelini dužni su u pisnom obliku dostaviti Glavnoj skupštini svoje primjedbe.

#### Članak 67.

67.1. Nadzorni odbor ima pravo sazvati Glavnu skupštinu Društva, a to je dužan učiniti kada je to potrebno radi dobrobiti Društva.

#### Članak 68.

68.1. U postupcima Društva prema članovima Uprave Društvo zastupa Nadzorni odbor.

#### Članak 69.

69.1. Vođenje poslova Uprava ne može prenijeti na Nadzorni odbor.

#### Članak 70.

70.1. Nadzorni odbor, osim za u ovom Statutom navedene slučajevе davanja prethodne suglasnosti na odluke Uprave, daje prethodnu suglasnost Upravi i za poduzimanje sljedećih poslova odnosno odluka:

- otuđivanje i opterećivanje nekretnina Društva
- otuđivanje i opterećivanje pokretnina čija vrijednost prelazi jedan milijun kuna
- otuđivanje i opterećivanje poduzeća Društva ili nekog njegovog bitnog dijela
- osnivanje, stjecanje ili raspolaganje udjelima odnosno dionicama u drugim trgovačkim društvima
- osnivanje društava kćeri te imenovanja i opoziv članova njihovih organa
- osnivanje i prestanak podružnica Društva.

70.2. Nadzorni odbor može odlučiti da i određene druge vrste poslova ili poslove koji prelaze određenu vrijednost izraženu u kunama ili drugoj valuti Uprava može poduzeti samo uz prethodnu suglasnost Nadzornog odbora.

70.3. Ako u slučaju iz st. 1. i 2. ovoga članka Nadzorni odbor odbije dati suglasnost, Uprava može zatražiti suglasnost od Glavne skupštine. Glavna skupština donosi odluku o davanju suglasnosti većinom od najmanje tri četvrtine danih glasova.

#### Članak 71.

71.1. Članovi Nadzornog odbora dužni su u nadzoru vođenja poslovanja Društva postupati s pozornošću urednog i savjesnog gospodarstvenika.

71.2. Članovi Nadzornog odbora obvezni su čuvati kao poslovnu tajnu sve ono što saznaju u nadzoru vođenja poslovanja Društva kao i sve podatke i dokumente koji se smatraju poslovnom tajnom.

71.3. Nadzorni odbor donosi poslovnik o svome radu.

## Članak 72.

- 72.1. Članovi Nadzornog odbora mogu primati naknadu za svoj rad koja se može odrediti i sudjelovanjem u dobiti Društva. Naknada mora biti primjerena poslovima koje obavlja član Nadzornog odbora i stanju Društva.
- 72.2. Visina naknade određuje se odlukom Glavne skupštine.
- 72.3. Odluku o sudjelovanju članova Nadzornog odbora u dobiti Društva i iznosu naknade po toj osnovi donosi Glavna skupština.

### c) Uprava društva

#### ca) Sastav Uprave

## Članak 73.

- 73.1. Uprava Društva može se sastojati se od jednog člana - direktora Društva ili više članova Uprave. Višečlana Uprava sastoji se od predsjednika Uprave – glavnog direktora i najviše do 5 (pet) članova Uprave.
- 73.2. Upravu Društva imenuje Nadzorni odbor Društva.
- 73.3. Mandat Uprave Društva traje do četiri (4) godine, uz mogućnost ponovnog imenovanja.
- 73.4. Nadzorni odbor može opozvati svoju odluku o imenovanju predsjednika ili člana Uprave kada za to postoji važan razlog.

## Članak 74.

- 74.1. Član Uprave može biti fizička osoba koja ispunjava sljedeće uvjete:
  - posjeduje visoku stručnu spremu,
  - posjeduje odgovarajuće stručne kvalifikacije i sposobnosti potrebne za vođenje poslova Društva
  - ispunjava uvjete predviđene Zakonom o trgovačkim društvima.

#### cb) Vođenje poslova i zastupanje Društva

## Članak 75.

- 75.1. Uprava vodi poslovanje Društva i zastupa Društvo.

## Članak 76.

- 76.1. Predsjednik Uprave u višečlanoj Upravi, odnosno direktor Društva ako se uprava sastoji od jednog člana, zastupa Društvo u pravnom prometu pojedinačno i samostalno.
- 76.2. Ako se Uprava sastoji od više članova, svaki član Uprave zastupa Društvo u pravnom prometu pojedinačno i samostalno.
- 76.3. Članovi Uprave dužni su se u zastupanju i vođenju poslova držati ograničenja koja su postavljena odlukama Glavne skupštine, Nadzornog odbora i odredbama poslovnika o radu Uprave.

76.4. Ako se Uprava sastoji od više članova, odluke donosi većinom glasova, a ako su glasovi podijeljeni, odlučujući je glas predsjednika Uprave.

76.5. Ako se Uprava sastoji od više članova, odluke u pravilu donosi na sjednicama, ali može i svakim drugim prikladnim načinom komunikacije i koristeći tehnička sredstva.

#### Članak 77.

77.1. Kada se potpisuju u ime Društva, predsjednik Uprave ili direktor Društva odnosno članovi Uprave navode tvrtku Društva i svojstvo predsjednika Uprave ili direktora Društva odnosno člana Uprave.

#### *cc) Dužna pozornost i odgovornost članova uprave*

#### Članak 78.

78.1. Uprava je dužna voditi poslove Društva s pozornošću urednog i savjesnog gospodarstvenika i čuvati poslovne tajne Društva.

78.2. Povrijede li svoje obveze u vođenju poslova i zastupanju, članovi Uprave odgovaraju Društvu kao solidarni dužnici za štetu koju mu takvim postupanjem počine.

78.3. Obveza naknade štete ne postoji ako se radnja Uprave temelji na odluci Glavne skupštine.

#### Članak 79.

79.1. Članovi Uprave dužni su se u odnosu na Društvo u vođenju poslova držati ograničenja koja su im postavljena ovim Statutom, odlukama Nadzornog odbora i Glavne skupštine te Poslovnikom o radu Uprave.

#### Članak 80.

80.1. Međusobni odnosi članova Uprave i način njihova rada uređuju se poslovnikom koji donosi Uprava Društva.

#### Članak 81.

81.1. Nadzorni odbor sa svakim članom Uprave zaključuje ugovor kojim se uređuju međusobna prava i obveze (dužnosti člana Uprave, plaća, dodaci na plaću, naknada plaće, naknada izdataka, premije osiguranja, ostala materijalna prava, moguće sudjelovanje u dobiti Društva, zabrana konkurenčije te ostala prava).

#### *cd) Izvješća Nadzornom odboru Društva*

#### Članak 82.

82.1. Uprava je dužna izvješćivati Nadzorni odbor o:

- poslovnoj politici i o drugim načelnim pitanjima budućeg vođenja poslova te odstupanjima od ranijih predviđanja s navođenjem razloga za to - najmanje

jednom godišnje, ako izmjena stanja ili nova pitanja ne nalažu da se o tome izvijesti bez odgađanja,

- rentabilnosti poslovanja društva, a napose rentabilnosti upotrebe vlastitoga kapitala - na sjednici nadzornog odbora na kojoj se raspravlja o godišnjim financijskim izvješćima,
- tijeku poslova, napose prihoda i stanja društva - najmanje tromjesečno,
- poslovima koji bi mogli biti od velikog značaja za rentabilnost poslovanja i za likvidnost društva - pravodobno kako bi nadzorni odbor mogao o njima zauzeti stav.

82.2. Izvješća koja Uprava podnosi Nadzornom odboru moraju biti istinita, pravodobna, savjesno sastavljena te u pravilu u pisanim oblicima.

82.3. Nakon što sastavi godišnja finansijska izvješća i izvješća o stanju Društva, Uprava ih je bez odgađanja dužna podnijeti Nadzornom odboru.

82.4. Istodobno s podnošenjem godišnjih finansijskih izvješća Uprava je dužna Nadzornom odboru podnijeti i prijedlog odluke o uporabi dobiti koji namjerava predložiti Glavnoj skupštini za donošenje (prijedlog podjele dobiti, unosa u rezerve, neraspoređene dobiti).

*ce) Dužnosti Uprave prema Glavnoj skupštini Društva*

Članak 83.

83.1. Uprava je dužna:

1. na zahtjev Glavne skupštine pripremiti odluke i opće akte čije je donošenje u nadležnosti Glavne skupštine,
2. pripremiti ugovore koji se mogu sklopiti samo uz suglasnost Glavne skupštine,
3. izvršavati odluke koje Glavna skupština doneše u okviru svoje nadležnosti
4. zajedno s Nadzornim odborom utvrditi godišnja finansijska izvješća.

Članak 84.

84.1. Uprava društva dužna je jednom godišnje u pisanim oblicima podnijeti Glavnoj skupštini izvješće o stanju društva.

84.2. U godišnjem izvješću o stanju društva Uprava mora korektno prikazati najmanje razvitak i rezultat poslovanja društva te finansijsko stanje u kome se ono nalazi uz opis glavnih rizika i nesigurnosti kojima je izloženo. To mora biti uravnotežen prikaz i potpuna analiza razvoja i rezultata poslovanja te položaja društva u skladu s opsegom i složenošću njegova poslovanja. U mjeri u kojoj je to potrebno za razumijevanje razvoja, rezultata poslovanja i finansijskog položaja društva analiza

mora uključiti finansijske, a ako je to potrebno, i druge pokazatelje koji se odnose na pojedine poslove uključujući i obavijesti o zaštiti okoliša i o radnicima. Kada je to potrebno, u analizi se mora dodatno objasniti iznose navedene u godišnjim finansijskim izvješćima.

84.3. U izvješću moraju se prikazati i:

- svi važniji poslovni događaji koji su se pojavili nakon proteka poslovne godine,
- očekivani razvoj društva u budućnosti,
- djelovanje društva na području istraživanja i razvoja,
- obavijesti o stjecanju vlastitih dionica društva,
- postojanje podružnica društva,
- podaci o upotrebi finansijskih instrumenata te podaci važni za prosudbu stanja imovine društva, njegovih obveza, finansijskog položaja, dobiti i gubitka, ciljeva upravljanja finansijskim rizicima i politikama uključujući i politiku poduzimanja mjera zaštite od gubitka u pojedinim važnijim vrstama predviđenih poslova koji se posebno računovodstveno iskazuju kao i izloženost društva cjenovnom riziku, kreditnom riziku, riziku likvidnosti i riziku tijeka gotovine.

#### Članak 85.

85.1. Uprava je dužna osigurati da Društvo:

- posluje u skladu s ekonomskim načelima vođenja poslovanja te da se u poslovanju pridržava dobrih poslovnih običaja i poslovnog morala
- vodi poslovne i druge knjige i poslovnu dokumentaciju, sastavlja knjigovodstvene dokumente, realno procjenjuje imovinu i obveze, sastavlja finansijska i druga izvješća u skladu s pozitivnim propisima.

#### *c) Ostavka i opoziv predsjednika i članova Uprave*

#### Članak 86.

86.1. Predsjednik i član Uprave mogu dati ostavku na svoj položaj.

86.2. Ostavka se daje u pisanom obliku Nadzornom odboru koji mora o podnesenoj ostavci obavijestiti ostale članove Uprave.

86.3. Ne proizlazi li iz izjave kojom je ostavka dana što drugo, ona djeluje, ako za nju postoji važan razlog, od dana kada je izjavljena društву, u protivnom tek po proteku 14 dana od dana davanja izjave.

86.4. Dana ostavka može se povući samo uz suglasnost Nadzornog odbora.

#### Članak 87.

87.1. Nadzorni odbor može opozvati svoju odluku o imenovanju predsjednika odnosno člana Uprave kada za to postoji osobito važan razlog.

#### Članak 88.

88.1. Uprava je dužna bez odlaganja prijaviti registarskom суду sve promjene u sastavu odnosno u ovlastima za zastupanje pojedinih članova Uprave radi upisa tih promjena u sudski registar.

### XIV. POSLOVNA TAJNA

#### Članak 89.

89.1. Poslovnom tajnom smatra se svaki dokument ili podatak čije bi priopćavanje trećim osobama moglo nanijeti štetu poslovnim interesima i ugledu Društva.

89.2. Poslovnom tajnom smatraju se osobito:

- poslovni plan Društva
- podaci u vezi s poslovnom politikom Društva
- podloge za komercijalne ponude
- svi dokumenti koji nose oznaku "povjerljivo"
- svi dokumenti ili podaci koje Uprava ili neki drugi organ Društva proglaši poslovnom tajnom.

89.3. Neće se smatrati povredom obveze čuvanja poslovne tajne priopćavanje sadržaja dokumenata ili podataka koji se smatraju poslovnom tajnom ako se dokumenti odnosno podaci priopćavaju osobama, organima ili organizacijama na temelju posebnih propisa odnosno naloga izdanih na temelju propisa ili na osnovi ovlaštenja koja proizlaze iz funkcije koju određene osobe obavljaju ili položaja u kojem se nalaze.

89.4. Ako se podaci koji se smatraju poslovnom tajnom iznose na Glavnoj skupštini, odnosno sjednicama Uprave ili Nadzornog odbora, a tim sjednicama prisustvuju osobe koje nisu zahvaćene obvezom čuvanja poslovne tajne prema drugim odredbama ovoga Statuta ili nekog drugog propisa, voditelj sjednice te će osobe posebno upozoriti na obvezu čuvanja poslovne tajne.

89.5. Ako se o tijeku sjednice vodi zapisnik, upozorenje o obvezi čuvanja poslovne tajne unosi se u zapisnik.

89.6. Društvo će donijeti poseban akt kojim će se pobliže urediti način određivanja, zaštite, čuvanja i priopćavanja tajnih podataka i dokumenata te osobe ovlaštene da drugim osobama priopćavaju te podatke.

## **XV. UREĐENJE ODNOSA U DRUŠTVU**

### **Članak 90.**

90.1. Odnosi u Društvu uređuju se ovim Statutom te pravilnicima i odlukama kojima se uređuju opća pitanja.

### **Članak 91.**

91.1. Ovaj Statut je osnovni akt Društva.

91.2. Svi ostali akti Društva moraju biti u suglasnosti sa Statutom.

91.3. Odredbe drugih akata, bilo općih bilo pojedinačnih, koje bi bile u suprotnosti s ovim Statutom neće se primjenjivati.

### **Članak 92.**

92.1. Akti Društva moraju se objaviti.

92.2. Akti Društva objavljuju se na oglasnoj ploči Društva.

### **Članak 93.**

93.1. Akti Društva ne mogu stupiti na snagu prije objavljivanja.

93.2. Aktom Društva može se urediti da određene odredbe akta ili cijeli akt ima povratno djelovanje samo ako to dozvoljava priroda odnosa što ih uređuje taj akt i ako to nije u suprotnosti s pozitivnim propisima.

### **Članak 94.**

94.1. Tumačenje akata Društva daje onaj organ koji ih je donio.

94.2. Na isti način na koji je objavljen akt mora biti objavljeno i tumačenje tog akta.

## **XVI. PRESTANAK DRUŠTVA**

### **Članak 95.**

95.1. Društvo može prestati zbog provođenja postupka stečaja ili likvidacije te u svim drugim slučajevima predviđenima zakonom.

95.2. Društvo može prestati i na temelju odluke Glavne skupštine Društva.

95.3. Odluka Glavne skupštine o prestanku Društva može se donijeti glasovima koji predstavljaju najmanje tri četvrtine temeljnoga kapitala zastupljenoga na Glavnoj skupštini Društva na kojoj se donosi odluka o prestanku.

## **XVII. POSTUPAK IZMJENE I DOPUNE STATUTA**

### **Članak 96.**

- 96.1. Odluku o izmjenama i dopunama Statuta donosi Glavna skupština Društva na prijedlog Uprave.
- 96.2. Odluka o izmjenama i dopunama Statuta donosi se većinom od najmanje tri četvrtine temeljnoga kapitala zastupljenoga na Glavnoj skupštini prigodom donošenja odluke.
- 96.3. Glavna skupština može ovlastiti Nadzorni odbor da izmijeni ovaj Statut samo ako se radi o usklađivanju njegova teksta.

### **Članak 97.**

- 97.1. Uprava je dužna svaku izmjenu Statuta prijaviti registarskom sudu radi upisa izmjene.
- 97.2. Izmjena Statuta proizvodi pravni učinak od upisa tih izmjena u sudski registar.

## **XVIII. PRIJELAZNE I ZAVRŠNE ODREDBE**

### **Članak 98.**

- 98.1. Troškove osnivanja Društva, Društvo će nadoknaditi osnivaču prema priloženim računima i potvrdoma, najviše do iznosa od 100.000,00 (slovima: sto tisuća) kuna.

### **Članak 99.**

- 99.1. Odredbe ovog Statuta stupaju na snagu i primjenjuju se od dana upisa Društva u sudski registar.

### **Članak 100.**

- 100.1. Originalnim primjerkom ovog Statuta smatra se tekst u kojemu je svaka stranica parafirana i koji je potписан od strane ovlaštenog predstavnika dioničara.
- 100.2. Originalan primjerak Statuta čuva se uvezan kao posebna knjiga.
- 100.3. Predsjednik Uprave odnosno direktor Društva donosi odluku o izradi i broju kopija Statuta.

Predsjednik  
Nadzornog odbora



IVICA PIJACA

Pursuant to the Article 301 of Company Law (Official Gazette № 152/11 – consolidated text, 111/12 and 68/13) the Supervisory Board of the Company TANKERSKA NEXT GENERATION, shipping joint stock company, with its registered office in Zadar, Božidara Petranovića, 4, entered in the Commercial Court of Zadar under number (MBS): 110046753, OIB: 30312968003 (hereinafter “Company”) on its meeting held on 10 June 2015, adopted the amended Articles of Association consisting of (1) Articles of Association of 1 July 2014, (2) Decision of the General Assembly on Amendments to the Articles of Association of 25 September 2014, (3) Decision of the General Assembly on Amendments to the Articles of Association of 19 November 2014, (4) Decision of the General Assembly about increasing the share capital by contributions in cash and on Amendments to the Articles of Association of 19 November 2014, (5) Decision of the Supervisory Board on the consolidation of Articles of Association of 6 February 2015, (6) Decision of Supervisory Board on the consolidation of Articles of Association of 10 June 2015, (7) Decision of the General Assembly on Amendments to the Articles of Association of 21 August 2015, (8) Decision of Supervisory Board on the consolidation of Articles of Association of 21 August 2015, (9) Decision of the General Assembly on Amendments to the Articles of Association of 10 June 2016, (10) Decision of Supervisory Board on the consolidation of Articles of Association of 10 June 2016, (11) Decision of the General Assembly on Amendments to the Articles of Association of 1 August 2017 and (12) Decision of Supervisory Board on the consolidation of Articles of Association of 1 August 2017 and reads as follows:

**ARTICLES OF ASSOCIATION OF  
THE JOINT STOCK COMPANY  
TANKERSKA NEXT GENERATION**

*(Consolidated text)*

**I. PRELIMINARY**

Article 1

1.1. With these Articles the shareholders of the joint stock company TANKERSKA NEXT GENERATION (hereinafter: COMPANY) stipulate:

1. Name and the registered office of the Company
2. Company activities
3. Disclosure of information of the Company
4. Amount of share capital
5. Nominal value, number and type of shares
6. Company bodies
7. Duration and liquidation of the Company
8. Other issues important for the Company business

**II. NAME AND REGISTERED OFFICE**

Article 2

- 2.1. The Company operates and participates in legal transactions under the name:  
TANKERSKA NEXT GENERATION shipping joint stock company.
- 2.2. The abbreviated name of the Company is:  
TANKERSKA NEXT GENERATION d.d.
- 2.3. In its legal transactions abroad the Company uses its name translated into English,  
which is:  
TANKERSKA NEXT GENERATION Shipping Joint Stock Company

### Article 3

- 3.1. The Registered office of the Company is in Zadar, Božidara Petranovića 4.

## III. BRANCHES

### Article 4

- 4.1. The Company may establish branches.
- 4.2. The branches are established by the decisions of the Supervisory Board on the Management Board's proposal.
- 4.3. The branches operate under the name of the Company, its own name, with the registered office indicated.

### Article 5

- 5.1. The Company can change the name and the registered office by the decision of the General Assembly, after the Management Board's proposal.

## IV. SEAL AND TRADEMARK

### Article 6

- 6.1. The Company in legal transactions uses a seal which contains the full or abbreviated name of the Company.
- 6.2. The Management Board decides about the dimensions and the shape of the seal, its number, numeration, methods of use, storage and annihilation.

### Article 7

- 7.1. The Company can have its trademark and logo.
- 7.2. The Management Board decides about the shape and the content of the trademark and the logo.

## **V. LIABILITY**

### Article 8

- 8.1. The company is liable for its obligations with all its assets.
- 8.2. The shareholders are not liable for the obligations of the Company, except in cases prescribed by the Law.

## **VI. COMPANY ACTIVITIES**

### Article 9

- 9.1. The Company's activities cover:
  - \* Transport of freight overseas and in coastal waters
  - \* Transport of passengers overseas and in coastal waters
  - \* Service activities incidental to water transportation
  - \* Salvage and removal of ships or other properties that can be objects of salvation whether on the sea surface or immersed, or on the sea bottom
  - \* Towing and pushing of ships with other maritime navigational operations
  - \* Fuel supply for ships, vessels and yachts
  - \* Coastal piloting in the Republic of Croatia
  - \* Mediation incidental to water transportation
  - \* Renting and leasing means of waterway transportation
  - \* International and domestic road transport of cargo
  - \* Trade mediation in domestic and international market of machinery, industrial equipment, ships and aircraft
  - \* Wholesale trade services of oil fuels and related products
  - \* Building of ships and floating structures
  - \* Building supervision of ships and floating structures
  - \* Repair and maintenance services of ships and boats
- 9.2. Without being entered into the court register, the Company will perform other activities related to the activities already listed in the court register and to a minor extent or temporarily performed along with such activities, i.e., which contribute to the broader utilization of capacities used in performing the registered activities.
- 9.3. The decision about changing the activities shall be made by General Assembly.

## **VII. DURATION**

### **Article 10**

- 10.1. The Company is established for an indefinite period.

## **VIII. PROXIES**

### **Article 11**

- 11.1. Proxy rights may be given to an each adult and business capable natural person who has the appropriate qualifications and professional skills in relation to the activities of the Company.
- 11.2. Proxy rights are given in writing. Proxy rights can be given to one or more persons.
- 11.3. The decision on assigning the proxy rights to a particular person is made by the Company's Management Board, previously approved by the Supervisory Board.

### **Article 12**

- 12.1. A proxy can be authorized to represent the Company independently.

### **Article 13**

- 13.1. Proxy rights are not transferable to another person.
- 13.2. A proxy cannot give power of attorney to others.

### **Article 14**

- 14.1. A proxy can sign documents for and on behalf of the Company by using his or her name accompanied with the indication "proxy" or "p.p."

### **Article 15**

- 15.1. Regardless of the period of time assigned to the proxy, the Management Board can revoke the proxy's appointment at any time. Before revoking the proxy, the Management Board is required to obtain the consent of the Supervisory Board for the revoking.
- 15.2. Proxy rights are revoked in writing as is valid from the day of delivery.
- 15.3. The Management Board is required without delay to submit to the registration court the proposal for the revocation of a proxy.

## **IX. DISCLOSURE OF INFORMATION AND STATEMENTS**

### **Article 16**

16.1. If the law or the Articles of Association stipulate that the data and the announcement of the company should be disclosed, it is to be done on the Internet page where the court register is located, or otherwise if prescribed so.

## **X. AMOUNT OF SHARE CAPITAL**

### **Article 17**

- 17.1. The share capital of the Company is HRK 436,667,250.00 (four hundred thirty six million Kuna), which consists of HRK 368,173,848.30 (three hundred sixty eight million one hundred seventy three thousand eight hundred forty eight Kuna and thirty Lipa) paid in cash and by assigning claim rights of the founder towards Teuta Shipping Company Ltd (Liberia) in the amount of USD 12,449,500.00 (twelve million four hundred forty nine thousand five hundred dollars), equivalent in HRK 68,493,401.70 (sixty eight million four hundred ninety three thousand four hundred and one Kuna and seventy Lipa).
- 17.2. The Management Board is authorised, in the course of five years after registering these Articles of Association into Court Register to increase the share capital of the Company, once or in several instalments, and with prior consent of the Supervisory Board, by payment with money, things or rights, up to the nominal amount of HRK 200,000,000.00 (two hundred million Kuna) (authorized share capital).
- 17.3. By deciding to increase the share capital, the Management Board can exclude totally or partly pre-emptive rights to subscribe new shares issued on the basis of paragraph 2 of this Article. The Supervisory Board is authorized to adjust the provisions of the Articles of Association with the changes resulting from such an increase in share capital and the issuance of new shares. The type of shares and the quality of rights deriving from the shares issued on the basis of powers from paragraph 2 of this Article and the conditions for issuing such shares are to be decided about by the Management Board and with the consent of the Supervisory Board.

### **Article 18**

- 18.1. The share capital of the Company is divided into 8,733,345 (eight million seven hundred thirty three thousand, three hundred forty five) ordinary shares.
- 18.2. All shares are issued without nominal value.
- 18.3. All shares are registered shares.
- 18.4. All shares are registered shares, issued in a dematerialized form and exist only in electronic form on a securities account in the computer system of the central depository, in accordance with applicable regulations.

## Article 19

- 19.1. The share capital of the Company can be increased in accordance with the Company Law.
- 19.2. The decision about increasing the share capital is made by the General Assembly of the Company with the votes that constitute at least three quarters of the share capital represented at the General Assembly in the moment of voting.

## Article 20

- 20.1. The share capital may be increased by contributions in cash, property or rights in accordance with law.
- 20.2. New shares shall be entered through a subscription form which must make evident the participation of the subscriber's shares listed by number. The subscription form must contain the data entered in the Company Law, or otherwise will be considered null and void.
- 20.3. If the Company when issuing shares is obligated to apply a special procedure to issue such shares, the provisions of a special law regulating the capital market shall be applied.

## Article 21

- 21.1. The decision of the General Assembly on issuing new shares shall also determine the type of shares under the rights they provide (regular, preferred). New shares can only be registered shares.

## Article 22

- 22.1. The Company's shareholders have pre-emptive right to subscribe for new shares from any of the next issue of shares.
- 22.2. The shareholders have priority to subscribe for only the part of new shares corresponding to their share in the share capital of the Company.
- 22.3. The Management Board is required in the prescribed manner to publish the amount for which the shares are issued and the deadline to exercise the right of priority in the subscription of shares, which cannot be shorter than 14 days.
- 22.4. The right of priority subscription is achieved by a declaration of the shareholder, which in the given time limit must reach the Company in order to be valid.
- 22.5. The right to subscribe for new shares can be given to others, provided that the rights of shareholders to subscribe are preserved.

## Article 23

- 23.1. The shareholders' rights from the previous article can be limited partly or entirely by the decision of the General Assembly on increasing the share capital under conditions prescribed by the Company Law and the Company's Articles of Association.

Article 24

- 24.1. The share capital of the Company can be decreased under conditions prescribed by the Company Law.
- 24.2. The decision must stipulate the purpose of decreasing the share capital and define whether the parts of the share capital should be returned to the shareholders.
- 24.3. The decision about decreasing the share capital must contain the method of its decreasing.
- 24.4. In case the shares are withdrawn at the expense of profits and other reserves, the proportion of other shares in the share capital of the Company is increased pursuant to the Article 163 of the Company Law. In that case the Company is obliged to ensure that the amount corresponding to the amount of the share capital related to the withdrawn shares is entered in the reserve capital from other reserves of the Company. To the extent allowed and prescribed by law, the Management Board is authorized, with prior consent of the Supervisory Board, to obtain a resolution to withdraw the Company's own shares from profits or other reserves.

Article 25

- 25.1. The Company is obliged to maintain the value of the share capital.

**XI. REGISTER OF SHARES**

Article 26

- 26.1. Register of Shares is maintained by the central depository and clearing company.
- 26.2. The Company can maintain its own register of shares for its own purposes.

Article 27

- 27.1. In relation to the Company, the shareholders can only be those who are listed in the Register of Shares.
- 27.2. The shareholding capacity is proved with a certificate issued by the central depository and clearing company.

Article 28

- 28.1. The Company's shares are transferred in a manner determined by the regulations governing the circulation of dematerialized securities.

## **XII. LEGAL RELATIONS BETWEEN THE COMPANY AND SHAREHOLDERS**

### **Article 29**

29.1. The shareholders have the same rights under same conditions in the Company.

### **Article 30**

30.1. Ordinary shares give shareholders the following fundamental rights:

- right to participate and vote at the General Assembly
- right to dividend payment
- right to receive payment from the liquidation or bankruptcy estate of the Company
- other rights stipulated by law.

### **Article 31**

31.1. Each share entitles to one vote.

### ***The use of profit and the policy of payments to shareholders***

### **Article 32**

- 32.1. The profit share of the shareholders is determined according to the share capital of the Company which accounts for their shares.
- 32.2. The right to receive dividend payment is given to those shareholders who on the day of the decision on dividend payment are registered in the Registry of the central depository and clearing company as shareholders, unless decided otherwise by the General Assembly of the company.
- 32.3. The shareholders acquire the claim to receive dividend payment from the Company upon the expiry of the closing day of the General Assembly meeting when such a decision was made. The dividend is due for payment within 30 days from the date of the General Assembly meeting at which it is established, unless the General Assembly decides otherwise. In relation to the established but unpaid dividend, the shareholder holds the position of the Company's creditor. The shareholder may use the Request for dividend payment in other legal affairs.
- 32.4. The Company shall bear the costs of dividend payments.
- 32.5. The General Assembly of the Company can make a decision about dividend payment in things to the shareholders pursuant to the Article 220, paragraph 9 of the Company Law (non-cash dividend)
- 32.6. When the Management Board and the Supervisory Board have generated annual financial reports the General Assembly will decide about the distribution of the profit.

The General Assembly may decide that the profit is distributed to the shareholders, and/or to legal, statutory and other reserves, and/or used for other purposes.

- 32.7. The business policy of the Company shall be guided by the best world practices to bring benefits to its shareholders in an effort to maximise business profit. The policy of payments to shareholders, following the example of the world's most successful shipping companies in the same business segment, will be permeated by efforts to maintain the continuity and consistency in the policy of dividend payments. Management is required to determine and implement a long-term policy of dividend payment and shall regularly inform the shareholders about it in an appropriate manner. In order to maximize profit, Management is further obliged to devote special attention to the effective management of ships, to strengthen its comparative advantages compared to similar shipping companies operating in the global market, while keeping operational costs as low as possible, but without compromising safety, quality of service and environmental protection.
- 32.8. The Company will continue its efforts to realize the added benefit for its shareholders by selling ships at a time when it is deemed that the situation in the market of second hand vessels is such that a favourable sale of ships is more efficient than their further exploitation. When making a decision on the sale of one or more ships, the Company will seek and take into account the recommendations of shareholders, and will take into account the practices of other respected shipping companies operating in the same segment of the shipping market.
- 32.9. If the Company sells one or more ships, the revenue earned will, after settling all the obligations associated with the sold ship / ships (including associated costs) be paid to its shareholders in a manner permitted by law. If revenues from the sale of ships allow it, and if the shareholders express interest to sell their shares, the Management Board is authorized to prepare and carry out the appropriate program of purchasing its own shares, taking into account all the rules set by law, these Article of Association and the decisions of the General Assembly.

### Article 33

- 33.1. The Management Board may, with the consent of the Supervisory Board make a decision that at the expiration of the fiscal year an advance dividend should be paid to shareholders from the forecast net profit.
- 33.2. An advance payment in the preceding paragraph may be made only when the interim profit and loss account for the past year shows a profit.
- 33.3. Such an advance payment can be made up to the maximum of half of the amount of profit, reduced by the amounts which by law and the Articles of Association must be entered in the Company's reserves.
- 33.4. The amount of advance payment may not exceed half the amount of profit from the previous year.

## Article 34

- 34.1. In the case of issuing preferred shares, the holders of such shares at the dividend payments have priority over the holders of ordinary shares, which is in line with the decision to issue such shares.

## Article 35

- 35.1. The Company is obligated to enter in its legal reserves at least the twentieth part of the profit for the current year, minus the amount of loss from the previous year until the reserve together with the capital reach the amount of 5% of the share capital of the Company.
- 35.2. Once they generate annual financial reports, the Management Board and the Supervisory Board are authorized to enter into other reserves of the Company more than half of the net profit that remains after its use for the purposes referred to in Article 220, paragraph 1 of the Company Law. Apart from the profit, funds for other reserves can be acquired through the shareholders' payments for this purpose, provided that the General Assembly decides to do so. The Management and the Supervisory Board are authorized to use the funds of other reserves, regardless of whether they come from the profit or shareholders' payments, for any purpose, especially for payments to shareholders, for reserves for transfer into the reserves for own shares and for the withdrawal of own shares at the expense of other reserves.
- 35.3. If the annual financial reports in cases specified by law are generated by the General Assembly, the powers of the Management Board and the Supervisory Board in the preceding paragraph of this Article relating to the disposal of the net profits are passed to the General Assembly.

## **XIII. COMPANY BODIES**

### Article 36

- 36.1. The bodies of the Company are:
  - a) General Assembly
  - b) Supervisory Board
  - c) Management Board

#### **a) General Assembly of the Company**

### Article 37

- 37.1. The shareholders exercise their rights in the Company matters at the General Assembly.

#### ***aa) The competence of the General Assembly***

### Article 38

- 38.1. General Assembly decides on matters which are by law and these Articles of Association put under its jurisdiction, especially on:
  - the modifications and amendments of the Articles of Association
  - the election and recall of the Supervisory Board members

- the distribution of the profit
  - granting clearance to the Management and Supervisory Board
  - the appointment of the Company's auditor
  - the increase and decrease of the share capital
  - the appointment of an auditor for testing the actions taken during the establishment of the Company or the actions taken in business management of the Company and determining the compensation for its work
  - the status changes of the Company
  - the Company liquidation
  - other matters according to the law and these Articles of Association
- 38.2. The General Assembly generates annual financial reports in cases when the Management and Supervisory Board decide to pass that to General Assembly or if the Supervisory Board withholds the consent to those reports.

### Article 39

- 39.1. The General Assembly may decide on the Company's business matters, but only if it is explicitly requested by the Company's Management Board.

*ab) C convening the General Assembly*

### Article 40

- 40.1. The decision of convening the General Assembly is brought by the Management Board of the Company.
- 40.2. The General Assembly is convened by the Company' Management Boardn at least once a year to consider the annual financial reports, the Company status reports and to bring the decision regarding the profit distribution and granting clearance on the work of the Supervisory Board and Management Board.
- 40.3. The Management Board is required to convene the General Assembly without delay after receiving annual financial reports from the Supervisory Board with the report on the state of the Company and the proposal for the allocation of profits.
- 40.4. The General Assembly must be convened in the first eight months of the fiscal year.
- 40.5. The Management Board is required to convene the General Assembly whenever it is in the interests of the Company

### Article 41

- 41.1. The Management Board is required to convene the General Assembly if a written requirement is made by the shareholders who together possess the amount of the twentieth part of the share capital at least and if they state the purpose and reason for summoning the Assembly. They can also ask the Management Board to announce the subject of decision at the General Assembly.
- 41.2. If the Management Board does not convene the General Assembly at the request of the shareholders from the Paragraph 1 of this Article, the same shareholders can ask the court to authorize them to convene the General Assembly or to announce the subject of decision making.

- 41.3. The costs of the General Assembly convened in that way, including the court costs if the court complies with the shareholders' request, are borne by the Company.

#### Article 42

- 42.1. The General Assembly is convened in the manner prescribed in Article 16 of these Articles of Association.
- 42.2. The decision of convening the General Assembly and the invitation to the General Assembly must contain the information prescribed by the Company Law.

#### Article 43

- 43.1. If all the shareholders are represented or attend the General Assembly, the General Assembly can make decisions although it is not convened in accordance to the regulations of the Company Law, if none of the shareholders oppose.

#### Article 44

- 44.1. The shareholders attend the General Assembly in person or through an authorized representative.
- 44.2. The right to attend and vote at the General Assembly have only those shareholders who meet the following requirements:
- if they have applied for attendance in writing to the Management Board. The application must reach the Company no later than six days before the General Assembly meeting, within the period that does not include the day when the Company receives the application, nor the date of the General Assembly meeting.
  - if they have been registered in the register of shares of the central clearing depository company by the day of applying for attendance at the General Assembly.
- 44.3. The authorized representative of the shareholder has to report his attendance in writing to the Management Board. The application and authorization must reach the Company no later than six days before the General Assembly meeting, within the period that does not include the day when the Company receives the application, nor the date of the General Assembly meeting. The authorization has to be in writing and contain the name of the authorized representative, the name of the shareholder issuing the authorization, number of shares and the authorization to participate and vote on behalf of the shareholder and the date of issue. The authorization is issued for each Assembly meeting separately.

#### Article 45

- 45.1. The invitation for the General Assembly of the Company has to be announced at least thirty days before the expiry of the date by which the shareholders have to register their participation in the General Assembly.

#### Article 46

- 46.1. The agenda of the General Assembly is announced along with the invitation.

- 46.2. If the General Assembly has to discuss the Articles of Association amendments, then the proposed amendments of the Articles of Association should be presented.
- 46.3. For each item of the agenda which the General Assembly must decide, the Management and Supervisory Board of the Company are required to prepare and announce the proposed decisions.
- 46.4. In case of election of the auditor and Supervisory Board members, the proposal should be prepared and announced by the Supervisory Board of the Company.
- 46.5. The regulations in Paragraphs 3 and 4 of this Article shall not apply if the subject of decision is listed in the agenda at the request of minority shareholders.
- 46.6. The General Assembly cannot discuss the items of the agenda which are not properly announced.
- 46.7. Proposals for the election of the auditor and Supervisory Board members should contain the information prescribed in the Company Law.

*ac) Quorum*

Article 47

- 47.1. The General Assembly can make valid decisions if it is attended by shareholders or their authorized representatives whose shares represent at least 50 % of the share capital of the Company.
- 47.2. While convening the General Assembly the Management will decide about the date of the next General Assembly if the number of shareholders attending the General Assembly is not sufficient for Quorum stated in the Paragraph 1 of this Article. At the next General Assembly the matters determined with the agenda of the General Assembly with no Quorum can be decided about regardless of the number of present shareholders, except about the matters which by law require deciding with a special majority of votes.

Article 48

- 48.1. The members of the Supervisory Board and Management Board are required to participate in the work of the General Assembly.

*ad) Decision making*

Article 49

- 49.1. Decisions are passed at the General Assembly by the majority of given votes, unless it is determined by the law or these Articles of Association for a specific decision that some other majority is necessary or meeting the additional terms.

Article 50

- 50.1. The General Assembly is chaired and managed by the President of the Supervisory Board of the Company, who for that purpose can authorize another person with a special authorization.  
The person presiding the General Assembly performs the following tasks in particular:

- Chairs the sessions of the General Assembly and determines the order of discussions about particular items of the agenda, determines the order of voting on particular suggestions, type of voting on particular decisions and all the other procedural matters;
- Signs the records and decisions of the General Assembly;
- Performs other tasks under his authority according to law and the Articles of Association.

Article 51

- 51.1. The present shareholders and their authorized representatives are obliged to enable with their behaviour the hold of the General Assembly in accordance with the regulations of these Articles of Association and law.

The shareholder or his authorized representative who wants to discuss the particular item on the agenda has to report his intent to the person presiding the General Assembly before the General Assembly starts the vote on that item. The person presiding the General Assembly shall give the word according to the order of registration.

Peace and order at the General Assembly shall be maintained by the person presiding the General Assembly and for this purpose he is authorized to take someone's word.

- 51.2. A list of all the present and represented shareholders is composed at the General Assembly in accordance with the regulations of the Company Law. The list should be composed on the basis of the list of holders of the right to vote received from the central clearing depository company or based on the authorizations received in writing to represent the shareholders at the General assembly.

*ae) Minutes*

Article 52

- 52.1. The minutes, composed by a notary public, are kept on the work of the General Assembly.
- 52.2. The minutes from the Paragraph 1 of this Article should state every decision of the General Assembly.
- 52.3. The minutes also indicate time and venue of the General Assembly, name and surname of the notary public, type and result of the vote and determinations of the President regarding the made decisions.
- 52.4. The minutes are attached to the list of participants at the General Assembly and the evidence of its convening.
- 52.5. The minutes sealed by the notary public with the attachments are delivered by the Management to the Register Court.

*af) The venue*

Article 53

- 53.1. The General Assembly of the Company generally takes place at the registered seat of the Company

- 53.2. If there are special reasons, the General Assembly may be held outside the seat of registration of the Company, which is the Management's decision with the prior approval of the Supervisory Board.
- 53.3. The costs of participating at the General Assembly are borne by the shareholders and the costs of preparation and holding the General Assembly are borne by the Company.

**b) Supervisory Board**

***ba) Number, Composition and Appointment of the Supervisory Board***

**Article 54**

- 54.1. The Supervisory Board of the Company has an odd number of members and has at least 3 (three) and not more than 9 (nine) members. The precise number of members of the Supervisory Board for each mandate period is decided by the General Assembly of the Company who hold the majority of votes.
- 54.2. The members of the Supervisory Board are elected for a period of up to four years and after the mandate expires they can be re-elected.
- 54.3. If the employees of the Company, when it is prescribed by a specific law, are authorized to appoint one representative in the Supervisory Board, then such a representative will be appointed and revoked pursuant to provisions of the Labour Law.

**Article 55**

- 55.1. A member of the Supervisory Board can be a natural person who meets the legal requirements.

**Article 56**

- 56.1. The Supervisory Board members are elected by a simple majority vote at the General Assembly of the Company.
- 56.2. The Supervisory Board members can be revoked even before their mandate expires under the circumstances prescribed by the Company Law.

**Article 57**

- 57.1. The Supervisory Board member may resign from his position.
- 57.2. The resignation is given in writing to the Company Management which is responsible for informing the other members of the Supervisory Board about the resignation and for taking measures in entering the changes of the Supervisory Board composition into the Court Register.

**Article 58**

- 58.1. Every change in the Supervisory Board composition should be announced by the Management Board and the President of the Supervisory Board with no delay and in the same manner as the Company Announcements and submitted to the Court Register by an application accompanied with prescribed documentation introducing the change into the Court Register within the prescribed period.

***bb) Operating Mode of the Supervisory Board***

Article 59

- 59.1. The Supervisory Board elects a President and a Vice President of the Supervisory Board among its members on the first constitutional session, which must be held no later than eight days from the day of the General Assembly at which the members of the Supervisory Board were elected.
- 59.2. The first constitutional session of the Supervisory Board is convened and chaired by the oldest elected member of the Supervisory Board until the election of the President of the Supervisory Board.
- 59.3. The Management Board is responsible for submitting the application of entry into the Court Register without delay regarding the election of the President and Vice President of the Supervisory Board.

Article 60

- 60.1. The Minutes of the Supervisory Board sessions are kept with the content determined by the regulations of the Company Law.

Article 61

- 61.1. The Supervisory Board sessions are summoned and chaired by the President of the Supervisory Board.
- 61.2. Every member of the Supervisory Board or Management Board can require from the President of the Supervisory Board to summon the session with pointing out the reason for the session. If such a requirement is not met, the session can be summoned by a member of the Supervisory Board or the Management Board indicating the reason for the summoning and the agenda of the session.
- 61.3. The sessions of the Supervisory Board are summoned at least once in three months.
- 61.4. The session is generally convened by a written notice at least three days before its holding.
- 61.5. In emergency situations the session can be convened in different ways (by telephone, e-mail, fax, telegram, etc.) and be held as soon as the members of the Supervisory Board can gather up.

***bc) Decision making***

Article 62

- 62.1. The Supervisory Board can make decisions if the majority of its members take part in deciding either personally or through appropriate means of telecommunication.
- 62.2. The Supervisory Board makes decisions with the majority of given votes. Each member of the Supervisory Board has the right to a single vote. If the votes are divided equally, the deciding vote is the vote of the Supervisory Board President.

- 62.3. Absent members of the Supervisory Board can participate in making decision by giving their vote in writing.
- 62.4. The vote can be given in writing through another member of the Supervisory Board or by a person who is attending the session instead of the prevented member based on the authorization given from the prevented member.
- 62.5. The vote can be given by telephone, telegram, letter or by other means of communication, if other members of the Supervisory Board do not object.

Article 63

- 63.1. In subjects prescribed by the Auditing Law, the Company has an Audit Committee.
- 63.2. The Audit Committee consists of at least 3 members.
- 63.3. The fee for the members of the Audit Committee appointed by the Supervisory Board is determined by the Supervisory Board. The Supervisory Board members who are members of the Audit Committee are not entitled to a fee.

*be) Authority of the Supervisory Board*

Article 64

- 64.1. The Supervisory Board supervises the business operations of the Company.
- 64.2. For the purpose of supervision the Supervisory Board may, through its members or by hiring experts in specific fields, view and examine the business books, Company's documentation, Cash Register, Securities and other documents.

Article 65

- 65.1. The Supervisory Board has to audit the annual financial reports, status report of the Company and the decision proposal regarding the profit distribution submitted by the Company Management Board.
- 65.2. If the Supervisory Board gives its consent to the suggested reports, thereby they are determined by the Management and Supervisory Board.
- 65.3. The Supervisory Board is required to submit its report to the Management Board within a month after they have been submitted all the reports to be audited. If it does not act in that manner, the Management is required to give it additional time for submitting the mentioned report which cannot be longer than a month. If the Supervisory Board does not submit the report even by that time, it shall be considered that it does not agree with the reports of the Management Board.

Article 66

- 66.1. The Supervisory Board submits to the General Assembly a written report on the performed supervision of business operations.
- 66.2. In the report from the previous Paragraph, the Supervisory Board is especially required to specify:

- whether the Company is acting in accordance with the law and bylaws of the Company and the decisions of the General Assembly.
  - whether the annual financial reports are made in accordance with the business records of the Company and whether they show fairly disclosed assets and the business status of the Company,
  - its own opinion towards the Management Board proposal regarding the use of profit and loss coverage of the Company.
- 66.3. The members who do not agree with some parts of the report or with the report in whole, are required to submit their remarks in writing to the General Assembly.

#### Article 67

- 67.1. The Supervisory Board has the right to summon the General Assembly of the Company and it is required to do so when it is necessary for the benefit of the Company.

#### Article 68

- 68.1. The Company is represented by the Supervisory Board in the Company's procedures towards the members of the Management Board

#### Article 69

- 69.1. The managing of business operations cannot be transferred to the Supervisory Board by the Management Board.

#### Article 70

- 70.1. The Supervisory Board, except in cases specified by these Articles of Association of giving preliminary approval to the decisions of the Management, gives the preliminary approval to the Management Board for undertaking the following tasks or decisions:
- alienation and encumbrance of the Company's real estate
  - alienation and encumbrance of movable property exceeding the value of one million Kuna
  - alienation and encumbrance of the Company's enterprise or its substantial part
  - the establishment, acquisition or disposal of shares or stocks in other companies
  - the establishment of subsidiary companies and appointing and revoking the members of their bodies
  - the establishment and termination of the Company's branches.
- 70.2. The Supervisory Board may decide that even other particular types of tasks or tasks that exceed the certain amount expressed in Kuna or some other currency, the Management Board may undertake only with the previous consent of the Supervisory Board.
- 70.3. In the cases from the Paragraphs 1 and 2 of this Article if the Supervisory Board refuses to give consent, the Management may ask consent from the General Assembly. The General Assembly makes decisions on giving consent with the majority of at least three quarters of given votes.

#### Article 71

71.1. The members of the Supervisory Board are required during the supervision of business operations of the Company to act with the diligence of an orderly and conscientious businessman.

71.2. The members of the Supervisory Board are required to keep as a business secret everything they find out during the supervision of the business operations of the Company as well as all the information and documents which are considered to be a business secret.

71.3. The Supervisory Board brings the Rules of Procedure for its work.  
Article 72

72.1. The members of the Supervisory Board may receive a fee for their work which can be determined by participating in the Company's profit. The fee has to be appropriate to the tasks which the member of the Supervisory Board performs and to the state of the Company.

72.2. The fee amount is determined by the General Assembly.

72.3. The decision regarding the participation of the Supervisory Board members in the Company profit and the fee amount based on that is made by the General Assembly.

c) **Company Management**  
*ca) The Management Board structure*

73.1. The Management Board of the Company may consist of one member – Company Manager or more members of the Management Board. A multi-member Management Board consists of a President of the Management Board – General Director and up to 5 (five) members of the Management Board.  
Article 73

73.2. The Management Board of the Company is appointed by the Supervisory Board of the Company.

73.3. The mandate of the Company Management lasts up to 4 (four) years with the possibility of re-election.

73.4. The Supervisory Board may revoke its decision on appointing the President or member of the Management when there is an important reason for that.

74.1. The member of the Management may be a private person who meets the following criteria:  
- possesses a University degree,  
- possesses appropriate professional qualifications and abilities required for business management of the Company,  
- fulfils the conditions prescribed by the Company Law  
Article 74

*cb) Conduct of business and the Company representation*

75.1. Article 75  
The Management Board conducts business operations of the Company and represents

the Company.

76.1. Article 76  
The President of the Management in a multi-member Management i.e. the Company

Manager, if the Management consists of one member, represents the Company in legal affairs individually and independently.

76.2. If the Management consists of more members, each member of the Management represents the Company in legal affairs individually and independently.

76.3. The members of the Management Board are required to follow the restrictions determined by the decisions of the General Assembly, Supervisory Board and the regulations of the Management Rules of Procedure in representing and conducting business operations.

76.4. If the Management Board consists of more members, the decisions are brought by the majority of votes and when the votes are divided, the deciding vote is the vote of the Management President.

76.5. If the Management Board consists of more members, the decisions are generally made at sessions but it is also possible with other suitable means of communication and by using technical means.

77.1. Article 77  
When signing on behalf of the Company, the President of the Management Board and

the Company Director or the members of the Management Board indicate the name of the Company and the capacity of the Management Board President or the Company Director or the member of the Management Board.

*cc) Due attention and responsibility of the Management Board members*

78.1. Article 78  
The Management Board is required to run the business operations of the Company

with the diligence of an orderly and conscientious businessman and keep the business secrets of the Company.

78.2. If they violate their obligations in the conduct of business operations and representation, the Management Board members are responsible towards the Company as solidary debtors for the damage done by that kind of act.

78.3. The damage reimbursement commitment does not exist if the Management Board's act is based on the decision of the General Assembly.

79.1. Article 79  
The Management Board members with regard to the Company are required to hold on

restrictions stipulated in these Articles of Association, the Supervisory Board and General Assembly decisions and the Management Rules of Procedure in conducting business operations.

Article 80

80.1. Relations between Management Board members and their work methods are regulated by the Rules of Procedure brought by the Management Board of the Company.

Article 81

81.1. The Supervisory Board signs a contract with every member of the Management Board regulating mutual rights and duties (duties of the Management Board member, salary, salary supplements, salary reimbursement, reimbursement of expenses, insurance premiums, other material rights, possible participation in the Company profit, prohibition of competition and other rights).

*cd) The reports to the Supervisory Board of the Company*

- Article 82
- 82.1. The Management Board is required to inform the Supervisory Board on:
- business policies and other general issues of the future business management and deviations from previous predictions while specifying the reasons for that – at least once a year, unless the change of conditions or new issues impose informing without delay.
  - the profitability of the Company and especially on the profitability of using its own capital – at the Supervisory Board session when debating about annual financial reports,
  - the progress of operation, especially income and the Company status – at least quarterly,
  - operations that might be of great importance for the profitability and liquidity of the Company – in due time for the Supervisory Board to take a stand about them.
- 82.2. The reports submitted to the Supervisory Board by the Management Board, have to be true, in due time, conscientiously composed and in general submitted in writing.
- 82.3. After composing the annual financial reports and the Company status reports, the Management Board should submit them to the Supervisory Board without delay.
- 82.4. At the same time when submitting the annual financial reports, the Management Board is also required to submit to the Supervisory Board the decision proposal for the profit distribution which it intends to propose to the General Assembly (profit distribution proposal, reserve entry, undistributed profit).

*ce) The Management Board duties towards the General Assembly of the Company*

- Article 83
- 83.1. The Company Management Board is required to:
1. prepare decisions and general acts within the competence of the General Assembly and upon the request of the General Assembly,
  2. prepare the contracts which may be signed only with the approval of the General Assembly,
  3. execute the decisions brought by the General Assembly within its competence,

4. determine annual financial reports together with the Supervisory Board.

#### Article 84

- 84.1. The Company Management Board is required to submit the Company's status report to the General Assembly once a year.
- 84.2. In the Company's annual status report the Management Board has to display properly at least the development and results of the Company's business operations along with the present financial state with the description of major risks and uncertainties to which it is being exposed to. It has to be a balanced presentation and complete analysis of the development and business results and the position of the Company in accordance with the scope and complexity of its operations. To the extent necessary for understanding the development, business results and financial position of the Company, the analysis has to include financial and if necessary, even other indicators referring to particular operations including the information about the environment protection and the workers. When necessary, the amounts indicated in the annual financial reports have to be further explained in the analysis.
- 84.3. **The report should also include:**
  - all major business events which occurred after the expiry of the business year,
  - the expected development of the Company in the future,
  - activities of the Company in the research and development field,
  - the announcements of acquisition of own Company's shares,
  - the existence of branch offices of the Company,
  - the information about the use of financial instruments and the information important for the assessment of the Company's property status, its obligations, financial position, profit and loss, objectives of the financial risk management and policy management including the policy of loss protection measures in particular more important types of scheduled activities that are presented in specific accounting, as well as the Company's exposure to the price risk, credit risk, liquidity risk and cash flow risk.

#### Article 85

- 85.1. The Management Board is required to ensure that the Company:
  - operates in accordance with the economic principles of business management and that it complies with the good business practices and business ethics.
  - keeps business and other books and business documentation, prepares bookkeeping documents, realistically estimates the assets and duties, prepares financial and other reports in accordance with positive regulations.

#### *cf) The resignation and revocation of the President and members of the Management Board*

#### Article 86

- 86.1. The President and the member of the Management Board may resign from their position.
- 86.2. The resignation is given in writing to the Supervisory Board, which has to inform other members of the Management Board about the resignation.

86.3. Unless the resignation's statement indicates differently, the resignation takes effect, if there is an important reason for it, from the day it was announced to the Company, otherwise, only after 14 days expire from the day of the announcement.

86.4. The given resignation may be withdrawn only with the consent of the Supervisory Board.

#### Article 87

87.1. The Supervisory Board may revoke its decision on the appointed President i.e. the Management Board member, when there is an especially important reason.

#### Article 88

88.1. The Management Board is required to report to the Register Court without delay all changes in its composition i.e. in the individual authorities to represent of the members of the Management Board in order to introduce those changes into the Commercial Court Registry.

### **XIV. BUSINESS CONFIDENTIALITY**

#### Article 89

89.1. Business confidentiality is considered when any document or information whose disclosure to third parties could harm the business interests and the reputation of the Company.

89.2. Business confidentiality involves in particular:

- the business plan of the Company
- the information regarding the business policy of the Company
- the bases for commercial offers
- all the documents carrying a sign confidential
- all the documents or information that the Management Board or other Company bodies declare as business confidentiality.

89.3. It shall not be considered as a violation of the obligation in keeping business confidentiality, the announcement of document content and information considered business confidentiality if the documents i.e. the information is announced to persons, bodies or organizations based on special regulations i.e. orders issued under the regulations or under the authority as a result of the function that certain individuals perform or the position in which they are in.

89.4. If the information considered business confidentiality is carried out at the General Assembly i.e. at the sessions of the Management or Supervisory Board, and persons who are not under the obligation of keeping business confidentiality in accordance to other determinations of these Articles of Association or some other regulation, the President of the session shall warn those persons particularly about the obligation of keeping business confidentiality.

89.5. In case minutes are recorded during the session, the warning about keeping the business confidentiality shall be entered into the minutes.

- 89.6. The Company shall adopt a special act which shall closely regulate the method of determining, protection and announcement of confidential information and documents as well as persons who shall be authorized to pass that information to other persons.

## **XV. REGULATION OF RELATIONS WITHIN THE COMPANY**

### **Article 90**

- 90.1. The relations in the Company are regulated by these Articles of Association, rules and decisions that regulate general matters.

### **Article 91**

- 91.1. These Articles of Association is the fundamental Act of the Company.
- 91.2. All other Acts of the Company have to be in accordance with the Articles of Association.
- 91.3. The regulations of other Acts, either general or individual, which are in contradiction with these Articles of Association, shall not apply.

### **Article 92**

- 92.1. The Acts of the Company must be announced.
- 92.2. The Acts of the Company are announced on the bulletin board of the Company.

### **Article 93**

- 93.1. The Acts of the Company cannot be in force before their announcement.
- 93.2. The Act of the Company may arrange that specific regulations of the Act or the whole Act can have a retroactive effect only if the nature of relations regulated by that Act allows that, and if it is not inconsistent with the positive regulations.

### **Article 94**

- 94.1. The interpretation of the Acts of the Company is given by the body which brought them.
- 94.2. In the same manner in which the Act was announced, the interpretation of that Act must also be announced.

## **XVI. LIQUIDATION OF THE COMPANY**

### **Article 95**

- 95.1. The Company may stop existing because of the process of bankruptcy or liquidation and in all other cases foreseen by the law.
- 95.2. The Company may be terminated by the General Assembly decision.
- 95.3. The decision of the General Assembly on the termination of the Company can be made by votes that represent at least three quarters of the share capital represented at the General Assembly of the Company which is to decide on the termination.

## **XVII. THE AMENDMENT PROCEDURE OF THE ARTICLES OF ASSOCIATION**

- Article 96
- 96.1. The decision on amendments to the Articles of Association is made by the General Assembly of the Company after the Management Board's proposal.
  - 96.2. The decision on amendments to the Articles of Association is brought by the majority of at least three quarters of the share capital represented at the General Assembly when making a decision.
  - 96.3. The General Assembly may authorize the Supervisory Board to change these Articles of Association only in case of the text consolidation.

- Article 97
- 97.1. The Management is required to report every change of the Articles of Association to the Court Register in order to register the change.
  - 97.2. The change of Articles of Association produces a legal effect starting from the change entry into the Registry of the Commercial Court.

## **XVIII. TRANSITIONAL AND FINAL REGULATIONS**

- Article 98
- 98.1. The costs of establishing the Company, shall be compensated to the founder by the Company according to the enclosed invoices and confirmations up to a maximum of HRK 100,000.00 (one hundred thousand).

- Article 99
- 99.1. The provisions of these Articles of Association are in force and apply from the day the Company is registered at the Commercial Court Registry.

- Article 100
- 100.1. The original copy of these Articles of Association is considered a text in which each page is initialled and signed by the authorized representative of the shareholders.
  - 100.2. The original copy of these Articles of Association is bound as a separate book.
  - 100.3. The President of the Management Board i.e. the Company Director decides about drafting these Articles of Association and the number of their copies.

**President of the  
Supervisory Board**

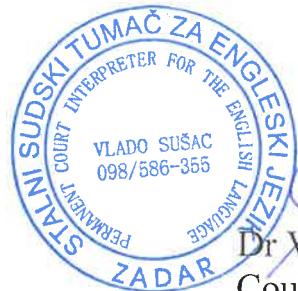
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I, Vlado Sušac, court interpreter for English, as appointed by the President of the County Court in Zadar, Decree No 4. Su-480/19-4 of 23 December 2019, do hereby certify that the above translation is a faithful and complete translation of the original document written in the Croatian language.

Zadar, 24 October 2020

N°: OV- 30/20



Dr Vlado Sušac  
Court Interpreter

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