

# VIKTORLENAC

## **ANNUAL REPORT 2014**

**April 2015** 

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#### > Foreword

The Management Board of the Viktor Lenac Shipyard j.s.c. presents its Annual Report for 2014 to all its shareholders, clients, employees, business partners and the entire public.

The Annual Report 2014 contains a detailed review of the financial results for the year, an assessment of the Company's situation, a review of the Company's business operations, revised consolidated and non-consolidated financial statements and the Auditor's Report. In a separate enclosure to this Report, the corporate governance rules applied by the Company are described.

#### > Annual Report in Croatian and English

The Viktor Lenac Shipyard's Annual Report 2014 has been issued both in Croatian and English. The Annual Report is submitted to the Company's shareholders at the General Assembly and is published on the Company's website.

#### Legal Form

According to the Companies Act, Article 250.a and 250.b, in this document to the General Assembly the annual financial statements and report on the Company's situation are submitted, while the Supervisory Board's report to the General Assembly is submitted as a separate document.

The annual financial statements have been made in accordance with the Law on Accounting and International Financial Reporting Standards and have been revised according to the International Standards on Auditing.

This Annual Report has been made in accordance with the Law on Accounting and Companies Act and gives an objective assessment of the Company's situation and development with its business results as well as other important information for the Company.

#### Subsidiary Company and Consolidation

Viktor Servisi d.o.o. Rijeka is an entity owned by the Viktor Lenac Shipyard. The consolidated and non-consolidated financial statements form an integral part of this Report. The difference between the consolidated and the non-consolidated financial statements is not significant in material terms, as the results and assets of the Company's subsidiary company (Viktor Servisi d.o.o. Rijeka) participate with less than 1% in the Group's results and assets. In this Annual Report, the emphasis is, therefore, put on the business results of the mother company - Viktor Lenac Shipyard.

#### Abbreviations

In this Annual Report, the Viktor Lenac Shipyard j.s.c. is called the "Shipyard" or "Viktor Lenac" or the "Company" respectively, together with its subsidiary company, the "Group".

#### Foreign Exchange Rates

The amounts of assets, liabilities and equity have been converted to foreign currency (EUR) at the midpoint exchange rate of the Croatian National Bank as at 31 December of the reference year. The items from the income statement have been converted at the average of midpoint exchange rates of the Croatian National Bank determined on the last day of the month for the reference year.

Exchange rate as of 31 Dec	Average exchange rate
7,6615	7,6344
7,6376	7,5755
7,5456	7,5265
7,5304	7,4412
	7,6615 7,6376 7,5456

## President's Address to Shareholders

Dear Shareholders,



Business year 2014 was marked by several large-scale projects that opened opportunities for future development and charted new directions in business.

At the beginning of the year a contract was concluded for the conversion of the barge Cable Enterprise, reaching a value of 20 million EUR, for Prysmian Powerlink Services Ltd, part of the multinational company Prysmian Group. This project is one of the most complex projects in the history of Viktor Lenac from technical, technological, organizational and financial aspect. It was successfully completed and delivered to the Owner in March 2015. This complex and highly demanding project was executed to the highest quality standards both on Owner's satisfaction and of its client Exxon Mobile,

allowing Viktor Lenac to stand side by side with the world's leading shipyards specialized to perform the most complex conversions of ships.

In mid-year, Viktor Lenac completed construction and delivered the platform Ika SW onto its work location. All the works were carried out within the agreed timeframe with high quality, which once again confirmed that Viktor Lenac is a reliable partner with extensive experience in the construction of offshore facilities. With IKA SW, Viktor Lenac has added a fifteenth project to its row of major gas production platform construction projects intended for gas fields in the area of the Northern Adriatic, and has confirmed its ability and announced its readiness to contract new jobs in the future projects of exploitation of oil and gas in the Adriatic Sea and beyond.

An important confirmation of the quality and reliability in the provision of its services, Viktor Lenac obtained in September 2014 when a contract for a major overhaul and modification of the US flagship USS Mount Whitney was signed. After a successful completion of the repairs of the same ship in 2011, the US Navy has awarded Viktor Lenac with a new, more demanding and more comprehensive project, having a contract value of 21 million USD. After concluding the contract Viktor Lenac immediately started with the preparatory activities and procurement of equipment and materials, and the works themselves will take place on board the vessel during the first half of 2015.

In the field of shiprepair, 2014 was marked by the largest number of repairs, ever realized during one financial year. With the total 79 projects completed during 2014 Viktor Lenac has managed to compensate still low margins that result from still low prices and reduced work scopes. It should be noted that during 2014 Viktor Lenac's docking capacities were limited since the Dock RI 38 was still in the lease the entire first half of the year, and Dock 11 was occuiped with the barge conversion.

The total consolidated revenues generated in 2014 amounted to 366.6 million Croatian Kuna, or the equivalent of 48.0 million EUR, while consolidated operating expenses amounted to 366.1 million Croatian Kuna, or the equivalent of 47.9 million EUR, producing a net profit of 0.5 million Croatian Kuna. Such modest net profit in relation to the amount of realized income is the result of increased maintenance of assets in 2014 compared to the previous two years, and the result of an increase in depreciation and financial expenses. The consolidated net profit before depreciation totaled 24.3 million Croatian Kuna, which is 5.4 million Croatian Kuna more than in the previous year 2013.



In the subsequent period, Viktor Lenac is ready to develop in all three areas - shiprepair, conversion and offshore - and to satisfy any market demands with its flexible organizational and personnel potential. By selecting cost-effective projects and implementing further measures to reduce costs and allow for a better utilization of working capacity it is expected to achieve a more stable moderate growth of revenues in the coming years, with significant financial results compared to the previous.

President of the Board

Robert Škifić





2014



### Shiprepair

The crisis in the shipping market lasting several years and unpredictability of the freight rate recovery marked the business of shipping during 2014. Although somewhat better in the market of liquid cargoe transportation, freight rates have remained at a low level and generally below operating costs of shipping companies. In such circumstances, no significant financial recovery of shipping can be expected, still facing strong competition, in which smaller and financially weaker shipping companies disappear from the market. Shipping companies' budgets are still limited, and they tend to spend the minimum necessary amount for maintenance of their fleets.

The environment in the maritime shipping market is directly reflected in the ship repair market, so Viktor Lenac is forced to fight in the market with low prices and short deadlines, trying to win over shipowners with the maximum flexibility, not only in terms of its production capacity but also its approach to frequent changes in scope of works in relation to the planned, all in the interest of meeting the specific needs of individual customers.

In 2014 Viktor Lenac completed the biggest number of shiprepair projects in its history, which to some extent compensated for still very low average value of the works for each individual job.

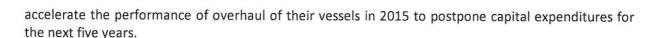


competitors Viktor Lenac continued to be the Turkish shipyards, cost-favorable shipowners, and situated closer to the navigational routes in the Mediterranean, resulting in lower route deviation costs.

Despite the slight revival of maritime activities felt in the second half of 2014, there are still discrepancies between demand for, and supply of shipping space, so it is not

likely to achieve a significant recovery in the shipping market even in 2015, and thus neither a significant recovery in the shiprepair market, at least not in terms of prices.

However, there are some elements that make the expected slight increase in the number of shiprepair jobs for 2015. The increase in the fleet that started six or seven years ago will result in an increased number of docking, but many shipping companies could choose to do only underwater overhaul instead of docking, so an increase demand for berths within the shipyard can be expected. Furthermore, it is expected that the new regulations to take effect in 2016 and which provide for the obligation of installing devices for the treatment of ballast water, affect shipping companies to



In relation to Turkey's main competitors whose prices of services are related to the US dollar, the increase in the exchange rate of the US currency will bring to Viktor Lenac, which is linked to the EUR exchange rate, an increased competitiveness, while at the same time a drop in fuel prices reduces the cost advantage to shipowners due to the geographical position of Viktor Lenac that requires deviation from the major navigational routes.

It is expected that Viktor Lenac will achieve a high number of shiprepair jobs in 2015 as it was in 2014, with a slight increase in prices, which should lead to an increase in the average value of shiprepair works and profitability in this business segment.

#### Offshore projects

In the offshore project market, there was a downturn due to the sharp drop in oil prices on the world market. Nevertheless, Viktor Lenac is continuously present in the offering of such projects but on a reduced scale. The fact remains that due to their complexity and size, Viktor Lenac, because of its own limited capacity, can not independently compete in this segment, but its appearance on the market can be realized in cooperation with other companies. Independent appearance in the market of

offshore projects, can be achieved in certain segments of repair and modernization and the construction of smaller offshore facilities. In case of the opening of works on drilling and exploitation of oil and gas in southern and central Adriatic, new perspectives will open in offshore activities which will require investments in human and material resources.

Certainly, in case Viktor Lenac chooses best strategic



response to intensify its activities in this business segment, this will require a number of preparatory activities and investments in the organization and technology, and the selection of strategic partners to compete with such projects. Actually, Viktor Lenac has entered preliminary negotiations for a major contract for the construction of accommodation module for an oil terminal in Iraq (EPCI), which would be a completely new step forward for Viktor Lenac in the offshore market.

2014

In summer 2014 Viktor Lenac delivered a process module for Ika SW platform for the end-client Inagip Ltd. intended for a gas field in the northern Adriatic. The contract for the construction of Ika SW platform had an option to construct another platform (Ilene), but the contract never entered into force by the client's decision.

Reduction of activity in the oil exploitation market may be compensated with offshore activities related to alternative energy sources such as floating wind parks or underwater plants or modular units for process industry, for which projects Viktor Lenac also has specific contacts.

#### **Conversions**

Growth of activity in the ship conversion market which was observed during 2013 had the effect of intensification of the shipyard's marketing activities in this field, which resulted in success in concluding a major contract for the conversion of the barge Cable Enterprise in February 2014. This highly complex project of upgrading a dumb cable lay barge with dynamically positioning capabilities, having a value of more than 22 million euros, was completed on time and to high quality standards. This put Viktor Lenac side by side with all the western European shipyards, which are the main competitors of Viktor Lenac in ship conversion activities. This recently completed major conversion of Cable Enterprise will open even greater possibilities of contracting such projects. In the future, Viktor Lenac counts on one or two conversion projects per year, depending on the extent and value of works.







## **Business Activities**

#### Sales

#### Realized Revenues

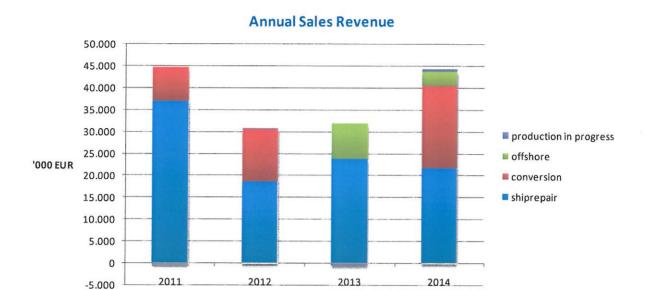
HRK	2011	2012	2013	2014
Shiprepair	275.421.116	140.442.090	180.557.056	165.820.853
Conversions	57.374.612	90.077.043	0	143.793.961
Offshore		115.691	61.346.394	25.334.411
Realized revenues	332.795.729	230.634.824	241.903.450	334.949.226
Production in progress	-1.710.526	1.485.152	-3.244.332	3.376.577
Realized scope of works	331.085.203	232.119.976	238.659.118	338.325.802

During 2014 Viktor Lenac generated revenues from all its three core activities. In offshore field, the shipyard completed the construction of Ika SW gas exploitation platform. The conversion activity was marked by a major contract for the conversion of the cable lay barge Cable Enterprise, completed in most part till the end of the year. This contract, won in a competition of the world's most reputable shipyards, was concluded with a British client Prysmian Powerlink Services Ltd., which is part of a multinational company Prysmian Group based in Milan, one of the leading companies in the high tech industry of cables and engineering and telecommunications systems.

The shiprepair activities produced a number of 79 shiprepair jobs, which is the biggest annual number of shiprepair projects completed so far in the history of shipyard, of which 4 projects were contracted and have started in the previous year, and 75 were contracted and completed in 2014. In the end of December, Viktor Lenac reported 3 shiprepair jobs in production in progress.

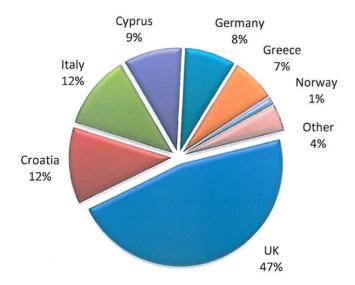
EUR	2011	2012	2013	2.014
Shiprepair	37.013.037	18.680.734	24.012.833	21.817.778
Conversions	7.710.406	11.968.051	0	18.810.720
Offshore		15.450	8.097.959	3.318.440
Realized revenues	44.723.443	30.664.234	32.110.791	43.946.938
Production in progress	-229.873	196.823	-424.782	440.722
Realized scope of works	44.493.571	30.861.057	31.686.009	44.387.660





#### Market share analysis 2014

### Sales Revenue per Market Share



Market	Revenue in EUR	Number of projects
UK	20.455.324	5
Croatia	5.311.636	19
Italy	5.166.973	13
Cyprus	4.042.453	7
Germany	3.554.262	17
Greece	3.035.093	8
Norway	520.914	1
Other	1.860.283	11
Total	43.946.937	81

In 2014 Viktor Lenac earned almost half of the revenue generated from core activities on the British market on the account of the major conversion of the barge Cable Enterprise for Prysmian Powerlink Services Limited.

The domestic market participated with 12% with over 5 million euros of revenues generated from the construction of Ika SW platform, a number of shiprepair jobs for domestic clients such as Jadrolinija and Jadranski pomorski servis, and a number of new building dockings for domestic shipyards Uljanik and 3. maj. It should also be mentioned an extensive shiprepair job carried out onboard the ship Orsula for Atlantska plovidba.



Among other foreign markets, measured by the revenue generated, the Italian market was also significant participating with a share of 12% or a total of 13 vessels that underwent repairs. Measured by the number of ships repaired in 2014 the German market was also significant, with a more modest scope of work for each individual ship.

As in the previous 2013, the revenue generated from core activities in 2014 were dispersed to clients from 15 different countries.

#### Sales

During 2014 Viktor Lenac received nearly 350 inquiries from shipowners for various shiprepair works. Viktor Lenac has not responded to thirty inquiries due to unavailability of dry dock facilities in the required period or because other available technological facilities were not adequate for the required tasks.

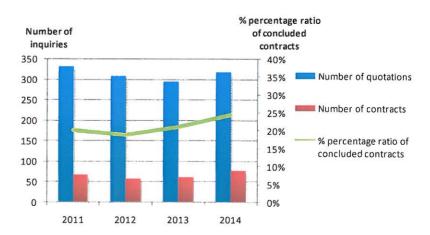
In addition to concluding a major contract for the conversion of the barge Cable Enterprise in February 2014, another great success was achieved in September 2014 when Viktor Lenac was awarded with a contract for an extensive repair and conversion of the US 6th Fleet flagship USS Mount Whitney, undergoing repairs at Viktor Lenac for the second time, after 2011. The project is worth 21 million USD and the repair work will start in January 2015. Such comprehensive and valuable works will ensure good capacity employment and the achievement of high revenue for the first half of 2015.

#### Quotation Issued/Contract Concluded

	2011	2012	2013	2014
Number of quotation issued	332	308	295	317
Number of contract concluded	67	58	62	77
% contracting	20%	19%	21%	24%

The relationship between quotation issued and contract concluded reveals a slight increase in contracting performance. In 2014 Viktor Lenac increased the number of contracts concluded by 24% resulting from the company's marketing policy to concentrate on more certain jobs while increasing the quality of processing customers' inquiries and quotation specifications.

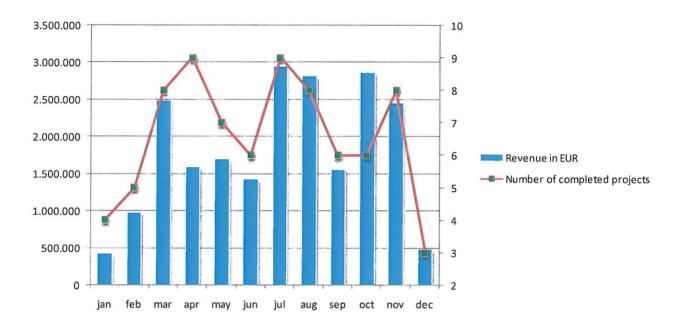
#### Quotation issued/Contract concluded



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In any case, a large number of quotation issued and a low rate of contracting is the result of increasing competition and a growing number of shipyards in the race for each job, as well as the fact that shipowners are seeking to obtain more offers from different shipyards aimed at selecting the best offer and lowering shiprepair prices.



The analysis of the realization of shiprepair jobs by months 2014 indicates fluctuations in employment, with revenue generated at the beginning and the end of the year being at a lower level as expected. In the first half of the year the company generated revenues in the amount of 8.6 million Euros from 39 shiprepair jobs, and 13.2 million Euros were earned in the second half of the year from 40 shiprepair jobs.

#### Production

#### **Production Activity**

In 2014 Viktor Lenac realized 81 various projects completed by the end of the year (including 3 projects under progress) that included the following types of vessel:

- ✓ 26 tankers (oil tankers, chemical tankers, LPG tankers)
- √ 10 general cargo ships
- √ 7 bulk carriers
- √ 6 ferry boats
- √ 6 container ships
- √ 6 barges
- √ 5 pusher tug boats
- √ 4 ro-ro vessels

and other types of ships including 5 newbuildings drydocked for local shipyards.

Major ship repair projects involved ro-ro cargo ship Oil Tender owned by Cyprus's client and pusher tub boat Corona Australe for Italy's Ilva Servizi Marittimi, each reaching a value of more than 1 million Euros.

2014 was marked by completion of the construction of Ika SW gas production platform for INAGIP Ltd., built in cooperation with the Italy's Rosetti Marino SpA, Ravenna and Croatia's Rosetti Ltd., Rijeka. The construction of Ika SW platform was contracted in November 2012, and most of the work was carried out during 2013. The works consisted of the construction of steel legs or jackets (delivered in 2013) and process module or deck that was delivered in the second half of 2014, followed by hook up and final testing for commissioning. The contract also included Ika A platform revamping to modify Ika A to receive gas from IKA SW.



The most important and most complex project was the conversion of the cable lay barge Cable Enterprise, which was contracted in February 2014. During the preparatory stage from signing the contract until the arrival of the barge, part of Classification and complete As Built documentation was produced, purchasing activities for supply of material and sophisticated equipment started and fabrication of steel sections in cooperation with 3. Maj shipyard (part of Uljanik Group) commenced. From arrival of the barge in July 2014 until the end of the year, it was installed a total of 1,400 tons of steel involving new Aft Engine Room Section to accommodate two diesel engine driven Voith Schneider propellers, two new Forward Engine Room Sections with two diesel electric generating sets, powering two Wartsila azimuth thrusters, and two tunnel thrusters, new bulbous bow and new superstructure

2014

section. It was installed a total of 155 tons of pipeline and 150 km of electric cables. A sophisticated cable lay equipment was installed including production and installation of the pick up arm. Beginning 2015 all propulsion equipment and automation systems were integrated, commissioned and completed including DP proving trials.

The barge has been upgraded with dynamically positioning capabilities (DP-2 Class). The barge was redelivered in March 2015 to execute its first cable laying job in an oil field in California for Exxon Mobile, one of the largest world's companies.





Other repair projects consisted of typical works mainly steel renewal and surface preparation and coating.

It should also be mentioned a major scope of renewal of steel structure on the shipyard's floating Dock 11, involving 235 t of new built-in steel.

Major surface preparation and coating works involve ORSULA with 22,600 sq m of sandblasted surface and 53,250 sq m of coated area. m2 of paint, and ATALANDI with 15,200 sq m of sandblasted surface and 40,300 sq m of coated area.





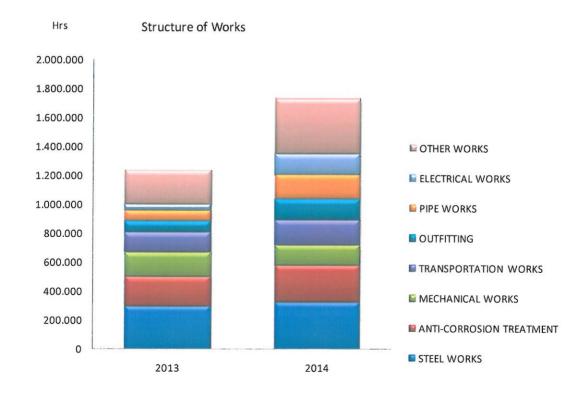




## Structure of Works

<b>经验的基本金融机构</b>	2013	2014	% 2013	% 2014	2014/ 2013
STEEL WORKS	298.728	326.351	24,2%	18,8%	109,2%
ANTI-CORROSION TREATMENT	206.497	252.380	16,7%	14,6%	122,2%
TRANSPORTATION WORKS	136.015	173.138	11,0%	10,0%	127,3%
PIPE WORKS	73.592	169.123	6,0%	9,8%	229,8%
ELECTRICAL WORKS	39.779	144.323	3,2%	8,3%	362,8%
OUTFITTING	77.816	142.280	6,3%	8,2%	182,8%
MECHANICAL WORKS	168.700	142.229	13,6%	8,2%	84,3%
OTHER WORKS	234.774	382.810	19,0%	22,1%	163,1%
	1.235.901	1.732.634	100,0%	100,0%	140,2%

The structure of works in production primarily depends on project structure, and intensified activity in conversions and offshore. The conversion of Cable Enterprise largely determined the scope of certain types of work during 2014, mainly electrical, pipe, and outfitting that have recorded the highest growth compared to the previous year. During 2014, an increase in transportation works was recorded, for the most part also due to the barge conversion. An increased number of ships under repairs had an effect on the increase in anti-corrosion treatment works.





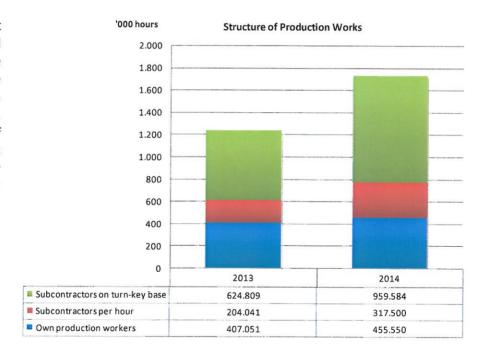


## **Production Capacity and Cost**

The annual production capacity of Viktor Lenac is measured in effective work hours deriving from working orders in main activities, maintenance works and self-investment. Apart from its own permanent production workers, depending on needs, Viktor Lenac uses subcontractors for all its production activities. Subcontractors workers are mainly contracted on turn-key base, and in lesser scope per hour, noticeably during periods of oscillations where own labour is not sufficient.

Of 1.7 million effective hours produced in core activities and own investment, own production workers participated with 26.3% down by 6.6% comparing to the last year as a result of an increase in the total production activity characterised by a stable own production worker capacity.

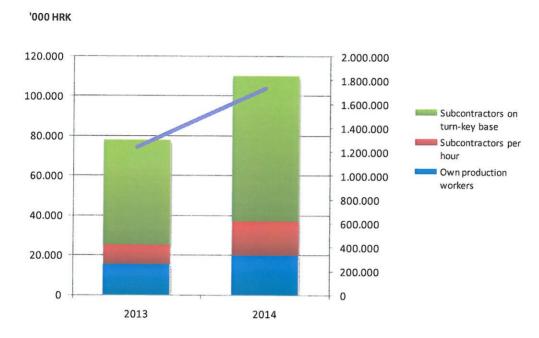
Comparing to the last year, the shipyard recorded a rise of the number of effective hours produced by own workers by 11.9%, while the number of effective hours produced by subcontractors in total grew by 54%.



In figures, the total cost of production work incorporated in working orders from main, auxiliary and investment activities in 2014 amounted to 110 million Croatian Kuna, of which Viktor Lenac's own production workers' salaries made 19.7 million Croatian Kuna. Share of direct labor in core business revenue was 30%, up by 1% compared to the previous year. The increase in own production cost by 25.7% and increase in the number of effective hours by 11.9% compared to the previous year reveals an increase in the unit production cost primarily on the account of increased incentive pay and larger scope of overtime hours.



## Production Cost and Total Direct Production Hours



## **Employment of Docks and Berths**

Viktor Lenac disposes of three floating drydocks: Dock 5 and Dock 11, and new-built Dock RI-38 put into operation in July 2012.









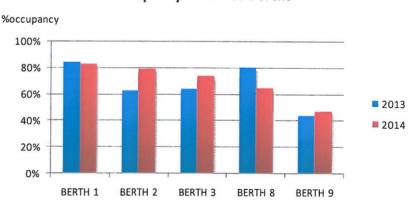
	2014	
DOCK	Total amount in EUR	Number of projects
Dock 5	11.286.118	38
Dock 11	26.375.326	24
Dock RI 38	2.050.796	9
Without docking	916.258	9
Platform ( without docking )	3.318.440	1
Total	43.946.938	81

During the year, of total 79 ships that underwent repairs at Viktor Lenac shipyard, 70 ships were docked. Cable Enterprise was docked in Dock 11 for a month and a half to execute conversion works. Dock RI 38 which was leased in April 2013 for a period of one year to France's Foselev Marine for

cutting the ships of the French Navy was returned in June 2014 to be reused by the shipyard.

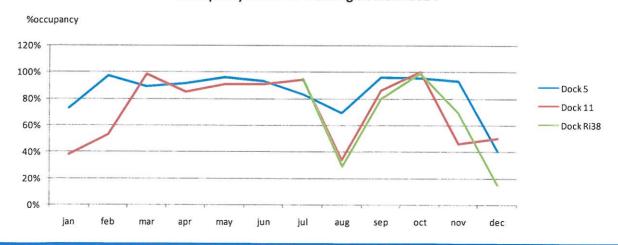
As the ship repair activity characterized by fluctuations in capacity employment, so the dock employment during the year varied. Periods of lowest dock occupancy were the beginning and the end of the year as well as August. In other months the shipyard recorded high occupancy rates. Dock 11 and Dock 5 recorded each ten cases of double-

## **Occupancy Rates for Berths**



docking, and it was a case that three ships were docked simultaneously at Dock 11.

## Occupancy Rates for Floating Docks in 2014



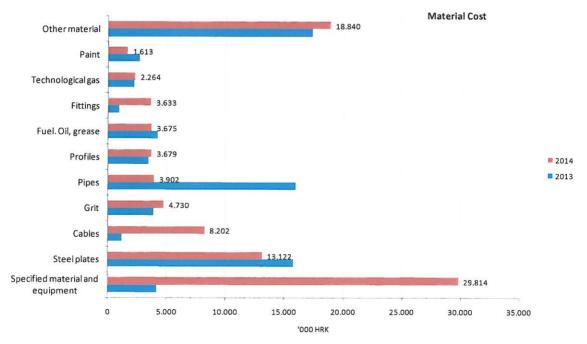
In 2014 Dock 5 recorded an occupancy rate of 85% (2013: 83%), and Dock 11 occupancy rate was 72% (2013: 81%). Dock RI-38 occupancy rate counting for the second half only was 66% (2013 first half: 66%).

The shipyard's main operative berths are 1, 2 and 3 that are situated next to the shipyard's plants, workshops and warehouses. The operative berths 8 and 9 are of special purpose and are used when main operative berths are not sufficient to cover the shipyard's needs. During the past few years the operative berths 4, 5 and 6 have been accommodating vessels on which no particular shiprepair activity has been carried out; in 2014 these berths were used also for execution of shiprepair works according to the need on the account of increased number of ships undergoing repairs.

Occupancy of operative berths as well of docks indicate the level of employment of repair facilities. The average occupancy of the main operational berths in 2014 was 70%, which is the highest rate in the past four years as a result of the significantly larger number of ships under repair during 2014 compared to the previous years. The highest occupancy rate was recorded in September when there were 12 ships at the shipyard.

## Raw material and Energy Source Cost

The total cost of material and energy source in main activities in general participate with 20 to 30% in the total operating revenues. In conversions and offshore projects, installed material and equipment participated with a larger percentage. Value of used material in 2014 related to the value of realized projects was around 30%, somewhat higher comparing to the last year, resulting from higher share of material in Cable Enterprise conversion the same as it was with Ika SW platform construction project in the previous year.



In 2014 it was used a total of 105 million Croatian Kuna of raw material and equipment in production process or built-in on vessel under repairs, or up by around 35% compared to the previous year, resulting from an increase in sales.



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The structure of materials used varies depending on the structure of works Viktor Lenac performed for customers. The most important groups of materials that are built-in on vessel under repairs or used in the technological process are ferrous materials (sheets, profiles and tubes), grit or sand for blasting in anti-corrosion treatment, technical gases and fuel. In 2014 it was recorded a significant consumption of cables and electric materials. In terms of the value, the most significant group involved various commercial equipment that was purchased and installed on the Cable Enterprise barge.

During 2014, it was used a total of 2,500 tons of sheet metal, 550 tons of profile and 250 tons of pipe, and 7,200 tons of grit for anti-corrosion treatment works. It was used a total of 200 km of cables, of which 150 km was installed on the Cable Enterprise barge.

Viktor Lenac uses significant amounts of energy such as electric power, fresh water, technological water and gas.

A part of electric energy and fresh water represent fixed costs, while part is calculated as variable production costs that depend on scope of production activity. Technological water which is not used for drinking and technological gas such as liquid oxygen and acetylene are variable costs, which depend in whole on scope of production activity.

Technological water is used in washing and high pressure jetting, steel cutting and assembly. Liquid oxygen and acetylene are used in steel cutting and machining.

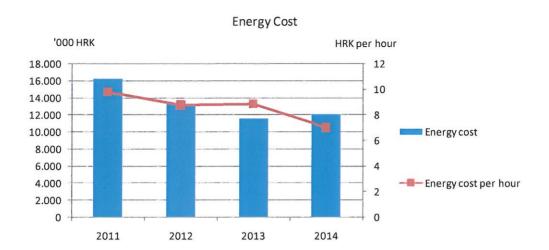
Energy source	Unit	2011	2012	2013	2014	2014/2013
Electric power	kWh	13.060.720	13.906.640	10.867.568	11.806.000	108,6%
Fresh water	m3	293.578	79.786	60.818	64.818	106,6%
Technological water	m3	176.402	178.158	185.271	199.001	107,4%
Oxygen and acetylene	kg	651.620	564.596	602.084	589.771	98,0%
Light fuel oil	kg	589.280	544.720	523.400	449.960	86,0%

Annual energy costs indicate a trend of continuous reduction of costs, primarily due to the savings in the amount of energy that is consumed in the process of work.









The savings in electricity are achieved primarily by planning and monthly contracting required power using energy monitoring system which plans and controls the peak power and load. In addition, compressed air system leaks are systematically fixed, and it is taken care that consumers which are not related to operational processes are disconnected.

Additional savings in electricity costs are expected to be achieved by increasing energy efficiency, Viktor Lenac started an energy efficiency project according to the ESCO program in collaboration with HEP ESCO Ltd. Existing indoor and outdoor lighting and temporary lighting need to be replaced with new fluorescent and LED sources. In addition to the savings in energy costs and the additional supplies, this project is expected to further increase efficiency due to better working conditions and time savings in installation and maintenance of lighting, especially temporary lighting used on board vessel under repair.

In order to assure proper management of water resources any leaks are promptly eliminated, and consumption monitoring devices have been installed. The existing technological distribution system enables the use of technological water instead of more expensive water from the public water supply. More reduction will be achieved by installing additional technological water pipelines aimed at technological water at larger scope.

During 2014 electricity costs had the largest share in total energy costs. Technological whose water, consumption is three times higher than

Light fuel oil 15% Acetylene 7% Technological water 1%

Energy Cost Structure 2014

the water from the public water supply in the cost structure has a share of only 1%, as opposed to drinking water with the participation of as many as 9% of the total costs of all energy sources.



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## Technological Development and Investment

After having invested significant funds in modernization and expansion of technological capacity during the past two years, in 2014 investments have continued but at reduced scope. During 2014, emphasis was placed on investment in existing equipment, primarily Dock 11 and horizontal and vertical transport means, with the aim of enhancing functions and extending lifetime of the equipment. The total of such investments in 2014 amounted to 23 million Croatian Kuna, while a total of 4.6 million Croatian Kuna was invested in the purchase of new equipment, primarily manufacturing and IT equipment.

Investments completed during the past few years allowed for the flexibility the shipyard needs to meet clients' demands aimed at maintaining and strengthening its competitive advantage and growth in operating income within the existing core business of ship repair and conversion of ships.

In November 2014, Viktor Lenac and HEP ESCO d.o.o. concluded a contract for the modernization of indoor and outdoor lighting and temporary lighting system onboard ship applying energy efficiency measures according to the ESCO model that offers intelligent energy solutions for the planning, implementation and financing of energy efficiency projects. The project worth over 12 million Croatian Kuna provides for the replacement of existing sources of lighting with fluorescent and LED sources, which will allow for better working conditions, increase operational efficiency and reduce supplies in lighting. In addition, Viktor Lenac will realize significant savings in electricity from which the project will be self-financing in the next seven years.

## Organisational Development, Quality Management System, Information&Communication

Organization of business processes is continuously controlled, analyzed and reviewed with the aim to increase productivity and reduce activities that do not generate additional value.

During 2014 Viktor Lenac conducted 43 internal audits in an effort to analyze in detail and resolve problems and non-compliances reported in business processes, and to accelerate feedback cycle from organizational unit managers.

Internal audits cover all organizational units and business processes. The analysis of the results of the internal audits revealed a significant drop in documented feedback from clients.

As part of the Cable Enterprise conversion project, Viktor Lenac conducted external audit of all major subcontractors who participated in the project.

In July 2014, an external audit was conducted by London Offshore Consultants' Group involving the Cable Enterprise project, in accordance with JH143A criteria (Risk Assessment).

Viktor Lenac's Quality Management System was successfully recertified by Bureau Veritas for the next period of three years according to ISO 9001: 2008.

A number of projects was launched:

- Upgrading existing server infrastructure and its migration to a virtual environment with the high-availability option.

The aim of launching this project was the consolidation of software infrastructure by upgrading current versions of software server, improving the Active Directory system, and enabling more efficient data recovery, as well as increasing the availability of information infrastructure and services using cluster systems and virtualization. The project in which it was invested about 300 thousand Croatian Kuna, included the acquisition of three new servers for the purposes of the virtualization of the required services using the VMware vSphere products.

- Upgrading existing hardware infrastructure based on Fortinet and Extreme Networks products, which comprise a wide range of functionality to significantly improve system and information security through protection and control of network traffic.

The project includes the acquisition of UTM devices, switches and controllers, wireless access points

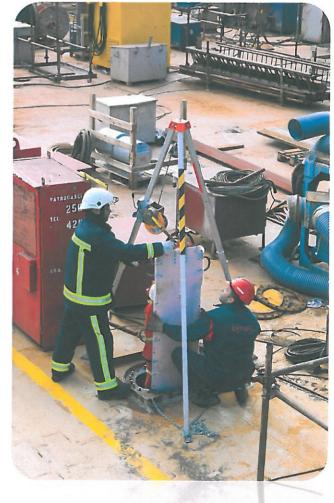
and software solutions for monitoring and controlling network traffic - NetSight, and investments amounted to about 250 thousand Croatian Kuna.

## Safe Work, Health and Safety at Work and Fire Protection

The system of occupational health and safety, determined by legislation, is an integral part of the organization and execution of production and other tasks, and included in a comprehensive quality management system. Improving the safety system is carried out continuously by updating the existing processes and work procedures and prescribing new procedures, and controlling compliance documented system. On an international level in recent years an increasing emphasis has been placed on meeting and improving standards in the field of occupational safety and health. In addition to price and quality of service, health and safety is becoming increasingly important to the customers of Viktor Lenac.

During 2014, the department of Occupational Safety performed a number of health and safety at work activities:

- A total of 136 workers and students who performed their professional practice in Viktor Lenac were trained for safe work,





- A total of 118 mandatory machine and device testing for high level of danger was performed in cooperation with Build Protect Ltd.,
- A total of 1,140 permits were approved and issued for safe work in specific conditions with specific dangers, to enter the closed and limited space on a variety of projects, of which 609 permits were issued on the Cable Enterprise project,
- HSE officials were on duty throughout the year in overtime according to production needs.
- Distribution of personal protective equipment was carried out according to established timelines and actual needs, with full control over the use of personal protective equipment, and not just workers Viktor Lenac, but also employees of subcontractors.

Shipyard's workers employed at posts characterized with special work conditions pass obligatory medical examination at the Institute of Occupational Medicine. Aware of the importance of preventive healthcare, Viktor Lenac has renewed its agreement with a reputable medical establishment for seven years in a row for annual preventive medical exams and other medical services for the benefit of its employees.

### Funds spent in employee healthcare:

	2011	2012	2013	2014
Annual preventive medical exams	719.280	907.091	376.875	618.546
PPE	820.559	665.333	653.745	783.165
	1.539.839	1.572.424	1.030.620	1.401.711

Constant efforts in implementing safety procedures have led to a decrease in number of injuries, compared in absolute numbers of injures, or when compared with respect to number of workers. The work-injury index indicates that the injuries mainly had to do with light injuries such as contusions, wounds or sprains.

During 2014, Viktor Lenac recorded 18 injuries at work with a total of 556 lost working days. The lowest number of injuries in the last five years resulted in the lowest frequency index that is represented by number of injuries with respect to effective hours. Compared to the previous year, all injury indicators were significantly improved.

Od ukupnih 18 ozljeda na radu nastalih tijekom 2014. godine, samo su dvije bile teže, a ostale ozljede bile su lakše prirode koje su rezultirale vremenom bolovanja do 100 sati.

#### **Injury indicators:**

- J					
	2010	2011	2012	2013	2014
Effective hours	1.077.765	1.090.191	1.019.687	925.669	957.147
Number of injuries	25	29	23	23	18
Total lost days due to sick leave	892	636	557	738	556
Frequency index Number of injuries/Effective hours	23,20	26,60	22,56	24,85	18,81
Work-injury index Total lost days due to sick leave/Total effective hours	89,26	58,34	54,62	79,73	58,10
Number of injuries as against number of workers	4,31	5,00	4,03	4,44	3,58

In subsequent periods, Viktor Lenac will take further measures to boost the education of all employees in order to reduce the number of work-related injuries. This will be particularly important for training newly arrived workers to work in a safe manner, but also workers who will, following organizational changes be trained to work in a safe manner when performing activities of different crafts.

The Shipyard's Fire Protection System integrates a spectrum of preventive measures among which inspecting work sites for issuing of permits for work with open flame, making emergency evacuation plan for each vessel, educating and training new employees, inspecting, maintaining and renewing fire fighting equipment and practicing periodic fire fighting exercises.

Hot works such as welding and cutting can be carried out only after a preventive inspection has been performed and a hot work permit has been issued. In 2014, a total of 6,500 hot work permits were issued. A total of 300 gas free certificates were issued for tank works.

During 2014, the fire brigade was equipped with a number of necessary equipment among which the foam generator with 1000 liters of fluorsynthetic foam concentrate, fire-fighting pressure pipes of different diameters with a total length of 1,750 meters, a large number of breathing apparatus, handheld devices for initial fire extinguishing of various types, as well as a large number of fire armature.

Part of firefighting equipment from the fire department store has been deployed at different production sites of the shipyard thus increasing equipment availability and readiness of Viktor Lenac's Fire brigade in emergency situations. Fire drills are held in every shift at least once a month according to the plan, and in addition at shipowner's request. During 2014 three fire drills were held on board Cable Enterprise at shipowner's request (rescue from tank, water and foam fire-fighting).

In June a fire drill involving all members of the shipyard's fire brigade was held with the participation of other municipality units (City Police, Ambulance and Fire Brigade).

During 2014, there were 10 initial fires in which there was no damage to property. The total damage was 4,300 Croatian Kuna, which can be considered very small damage when related to potential risks and threats of fire.



#### **Environmental Protection**

By adhering to environmental policy, Viktor Lenac opted for corporate social responsibility. The environmental management system has been included in the Quality Management System according to ISO 9001:2008. The environmental management system is also used as a starting point for further development of the organization, in order to ensure the quality of co-existence with the local community. It is based on sustainable development designed integrate technological achievements and professional rules in the basic technological process in compliance with the law.





Environmental aspects are systematically analyzed through internal projects and programs aimed at setting new goals and implementing clean technologies and appropriate environmental protection measures in the process of work.

In order to determine the impact on the environment, Viktor Lenac uses its own measuring equipment to continuously monitor the quality of the components of the environment, especially water, sea and air. Based on the findings, as interpreted by certified laboratories, Viktor Lenac is taking necessary actions aimed at reducing emissions.

The waste management system is being adjusted to new possibilities of waste disposal compliant with the waste management hierarchy. Activities carried out are aimed at reducing waste generated and increasing recovery of valuable waste properties. Waste is separated at source, and in case this is not possible the separation is carried out on the temporary waste storage within the shipyard. Waste disposal is carried out by authorized waste collection, transportation, treatment and disposal companies.

During 2014, the shipyard generated 15,400 tons of waste, of which 6,300 tons of hazardous and 9,100 tons of non-hazardous waste. Of the total quantity, 47% of waste was disposed, mainly abrasive sand (grit waste) that is used at the landfill as top layer. About 40% of the total quantity of waste refers to waste water accepted from ships, which are treated before final disposal through water separation process to reduce the quantity of waste. A total of 12% of waste is recycled, and only 1% of waste is intended for incineration in Austria.

The most unfavorable way of waste management, both in ecological and economic terms, is disposal.

In order to reduce the quantity of waste for disposal, Viktor Lenac performs waste sorting through separate collection with process waste separated at source. This continuous requires employee training, modern equipment and constant surveillance to be able to meet new possibilities of treatment waste recovery which are opening up.

## Waste management in 2014 706 kg waste for disposal 1.904 kg of waste for recycling 70 kg of waste for incineration in 6,179 kg of waste foreign country treated to reduce quantity 55 kg of waste used for energy recovery





Viktor Lenac disposes of necessary equipment and resources to stop or prevent pollution or take remedial action. Apart from its own resources, the shipyard uses services provided by specialized companies.

To determine the effectiveness of the system, the shipyard continuously monitors the impact of the activities on the environment and especially the impact on the sea, water, air, biota, as well as noise. Environmental monitoring is carried out in cooperation with the County Public Health Institute and other entities authorized to test environment.

#### **Human Resources**

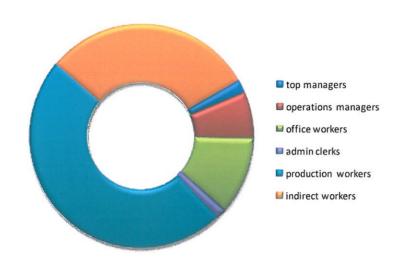
#### Number and Structure of Employees

On the day of 31st December 2014 Viktor Lenac had 521 employees, up by 26 with respect to the previous year. The average number of employees in 2014 was 503 down by 12 in average compared to 2013.

Of total number of employees, production workers participated with 251, plus 159 indirect workers involving HSE department, Maintenance, QC, foremen in production and other overhead workers. The remaining number of employees included technical and commercial staff and other experts (58



employees), administrative staff (8 employees) and project managers and managers of organisational units of all level (45 employees).



Put in the perspective of the total structure of employees, there have been no significant changes in the past few years. Direct and indirect workers made almost 80% of the total number of workers. In order achieve greater labor flexibility and improve utilization of working time, Viktor Lenac continued with multi skilled worker training, with indirect workers who have a lot of potential.

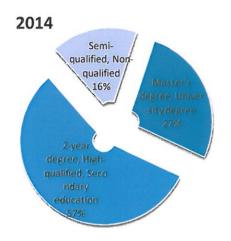


On 31st December 2014, Viktor Lenac's subsidiary company (Viktor Servisi d.o.o.) had total 16 employees, of which 12 maintenance and repair workers.

Viktor Lenac's personnel structure in terms of qualification and profession is satisfactory. A small number of employees refer to non-qualified workers and those are mostly workers occupied with cleaning works.



Qualification degree	Master's degree	University degree	Two-year degree	High- qualified	Secondary education	Qualified	Semi- qualified	Non- qualified
Number of men	50	72	21	150	120	14	66	493
Number of women	16	5	0	7	0	0	0	28
Total	66	77	21	157	120	14	66	521

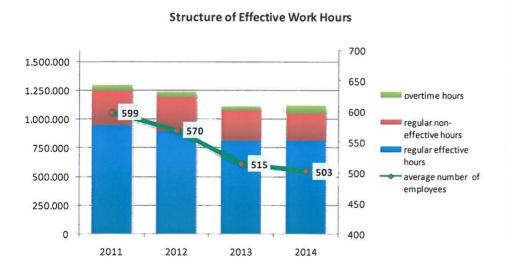


Of total number of employees at the end of 2014, 86% or 448 employees had employment contracts for an indefinite period of time, which is down compared to the previous year primarily on the account of an increase in the number of workers and new employed during 2014.

The average age of the Shipyard's employees at the end of 2014 was 44.9 years.

## Structure of Effective Work Hours and Salaries

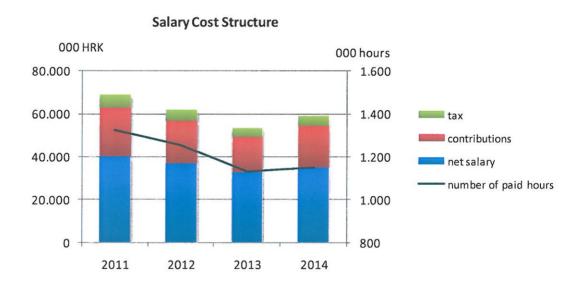
In 2014, Viktor Lenac's employees produced total 1,050,008 work hours in normal working hours, of which 77.5% or 814,000 were effective work hours, which is an improvement of 2% compared to the previous year. The remaining hours mostly referred to vacation and national holidays. A total of 54,680 hours or 5.2% referred to sick leave. Also, during 2014 Viktor Lenac's employees produced total 72,159 thousands of overtime work hours, which is an over 80% increase compared to the previous year as a result of intensified production activities in certain months and paralel activities on



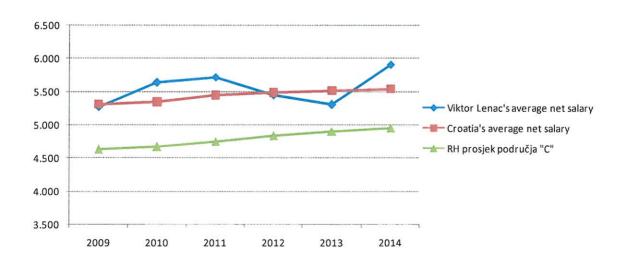
several projects. general, a significant decrease overtime in hours has been observed during the past four years resulted from company policy compensation hours as agreed between Management and Unions in February 2010 in order to obtain bigger flexibility and better utilization of working hours considering oscillation in employment of capacity.



In 2014, Viktor Lenac paid total 63.8 million Croatian Kuna on the account of salaries and other employee material rights, of which 59.1 million Croatian Kuna referred to salaries, while 4.7 million Croatian Kuna referred to other material rights to which employees are entitled based on the Collective Agreement and Works Regulations. Compared with the previous year, the total salaries and other employee material rights increased by 10.6% primarily resulting from an increase in incentive pay. The incentive pay was decreased in 2013 due to loss produced in 2012. Improved and stable business situation in 2014 enabled Company's Management to return incentive pay to the level it was before the decrease.



Calculated in accordance with the State Statistics Institute's calculation methods, the average net salary per month in 2014, after deduction of contributions and taxes, amounted to HRK 5,903.00, up by 11.4% compared to the previous year, or higher by 6.7% compared to the average net salary in Croatia, or higher by 19.1% compared with the average net salary in the shipbuilding industry (Sector C).

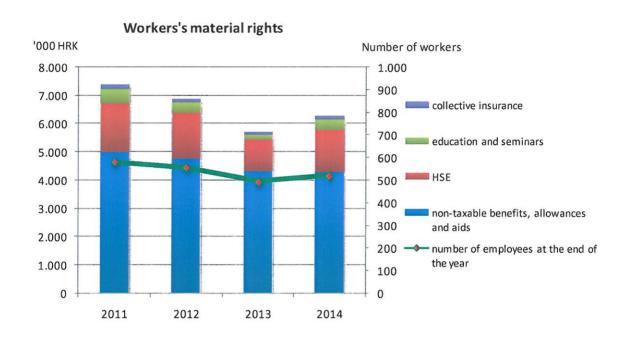






Analysis of trends in annual average monthly net salaries shows that salaries in Viktor Lenac were growing with respect to Croatia's average salary until 2011 where a drop had occurred as a result of general trends in shipping activity that affected Company's results. Stable business and increased capacity employment in 2014 provided the basis for the regrowth of salaries.

In addition to the regular payment of salaries, with all appropriate taxes and contributions, other workers' material rights, to which they are entitled pursuant to the Collective Agreement and the Rules of procedure have been maintained at a high level during the past years.



## **Employee Education**

During 2014 Company continued with permanent education activities at all business levels.



During the year, various educational activities through seminars and workshops were carried out.

In the production process, education programs involved energy and energy efficiency, professional training in the field of NDT, acquiring skills to use new equipment and new technologies, and a variety of training to acquire multiskill knowledge, or training workers to perform activities of various crafts.

In support services education programs related to the field of security and safety, finance and accounting, information technology, quality assurance systems, training in foreign languages, as well as the area of procurement and customs operations related to changes in regulations by the Croatian accession to the EU.

The costs of education and training activities during 2014 directly amounted to 394,000 Croatian Kuna, which should be added the cost of travel-related educational activities.



## Social Dialogue

The year 2014 was traditionally marked with a social dialogue of mutual respect between the Viktor Lenac's Management Board and its social partners, the Unions and Workers' Council.

Cooperation between the Workers' Council and the Management Board is maintained at monthly meetings, where the Workers' Council is informed about actual situation and perspectives. The Workers' Council is regularly informed on all issues significant for employee economic and social status. In co-deciding processes, the Workers' Council participates in decision making in accordance with the provisions of the Labour Act.

In addition, on the Company's Intranet site the employees can find all important information about Viktor Lenac, new projects and other news and actualities.

At the Employee Meeting at the end of the year, the President of the Board informed employees on the Company's development plans.

Workers' representative is the fifth member of the Supervisory Board, being elected for the period of three years.

Generally, social dialogue between the Management Board and the Unions is made over collective issues. In December 2008 the Management and the Unions concluded the Collective Agreement. The Collective Agreement stipulates all employee rights in terms of working hours, minimal salary, salary structure, health and safety at work and other material rights.

During last year all provisions as adopted by the Collective Agreement were applied to mutual satisfaction of all interested parties.

## **Finance**

## Key Financial Figures

## **Consolidated Financial Figures:**

	in thousands of HRK			in thousands of EUR *		
	2014	2013	Index	2014	2013	Index
Total Revenues	366.639	283.121	1,29	48.024	37.373	1,29
Total Expenses	366.129	282.654	1,30	47.958	37.311	1,29
Operating Revenues	363.855	279.496	1,30	47.660	36.895	1,29
Operating Expenses	359.395	276.723	1,30	47.076	36.528	1,29
Operating Profit (or Loss)	4.460	2.773	1,61	584	366	1,60
Profit and Loss Before Tax	510	467	1,09	67	62	1,08
Net Profit and Loss	497	452	1,10	65	60	1,09
Total Assets	415.815	357.642	1,16	54.274	46.826	1,16
Equity	196.326	195.845	1,00	25.625	25.642	1,00

## Non-Consolidated Financial Figures:

	in thousands of HRK			in thousands of EUR *		
	2014	2013	Index	2014	2013	Index
Total Revenues	366.113	282.430	1,30	47.955	37.282	1,29
Total Expenses	365.634	282.009	1,30	47.893	37.226	1,29
Operating Revenues	363.367	278.858	1,30	47.596	36.810	1,29
Operating Expenses	358.921	276.103	1,30	47.013	36.447	1,29
Operating Profit (or Loss)	4.446	2.755	re-	582	364	
Profit and Loss Before Tax	479	421	-	63	56	-
Net Profit and Loss	479	421	-	63	56	-
Total Assets	414.043	356.215	1,16	54.042	46.639	1,16
Equity	193.440	192.997	1,00	25.248	25.269	1,00

<sup>\*</sup> All amounts expressed in Croatian Kuna, except for assets, share capital and reserves, have been converted into Euros according to the average midpoint exchange rate by the Croatian National Bank for 2014 (HRK 7.63) respectively 2013 (HRK 7.58). Assets, share capital and reserves have been converted into Euros according to the midpoint exchange rate by the Croatian National Bank on 31st December 2014 (HRK 7.66) respectively 31st December 2013 (HRK 7.54).



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The consolidated profit and loss statement and other financial statements include Viktor Lenac's subsidiary company Viktor Servisi d.o.o. Rijeka, which, during 2014, realized revenues from its normal business activities consisting in providing specialized services in shipbuilding.

In 2014 Viktor Lenac and Viktor Servisi realized together total revenues in the amount of 366.6 million Croatian Kuna and total expenses in the amount of 366.1 million Croatian Kuna, after annulment of their reciprocal transactions; after balancing positive and negative exchange rate differences, the total revenues amounted to 364.7million Croatian Kuna, while total expenses amounted to 364.2 million Croatian Kuna.

Comparing the consolidated financial statements with the non-consolidated ones, it can be concluded that the influence of Viktor Lenac's subsidiary company is irrelevant. Viktor Lenac's subsidiary company realized a profit before tax in the amount of 31,500 Croatian Kuna or net profit in the amount of 18,400 Croatian Kuna resulting in the total net profit of the Group in the amount of 497,000 Croatian Kuna.

Revenues and expenses of the mother company make more than 99% of revenues respectively expenses of the Group. Moreover, the assets of the mother company make 99% of the Group's assets.

Further in this Report, therefore, the emphasis will be put on the financial results, assets, equity and liabilities of the mother company.

#### Financial Results

### Realized Revenues and Expenses

In 2014 Viktor Lenac realized total revenues of 366.1 million Croatian Kuna with total expenses in the amount of 365.6 million Croatian Kuna, producing a profit before tax or net profit in the amount of 479,000 Croatian Kuna.

The operating revenues realized in 2014 amounted to 363.0 million Croatian Kuna, up by 30% with respect to the previous year both for total and operating revenues, and represent 99.2% of the total revenues.

	2011	2012	2013	2014
Sales	334.419	234.976	264.310	353.242
Insurance	292	22	4.747	2.575
Sale of Material and Waste	6.477	3.887	4.208	4.147
Other Operating Revenues	6.814	11.618	5.593	3.403
Total Operating Revenues *	348.002	250.503	278.858	363.367
Material Costs	240.211	187.863	190.468	260.268
Salaries	67.848	57.329	49.744	56.903
Depreciation	16.505	13.657	16.076	19.718
Other Expenses	20.952	19.848	19.815	22.032
Total Operating Expenses*	345.516	278.697	276.103	358.921

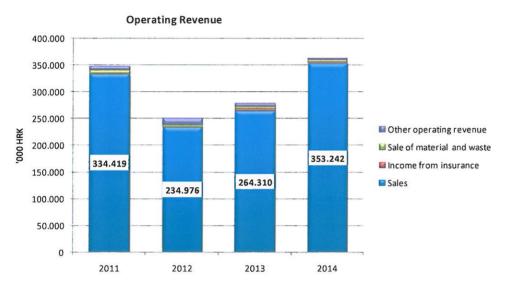
<sup>\*</sup> For purpose of comparison, revenues and expenses related to self-investment and production in progress are excluded.







Put in the perspective of the total structure of operating revenues, revenues from sales made over 97%. Of total 353 million Croatian Kuna of revenues from sales, 338 million Croatian Kuna refer to revenues from ship repair and offshore construction. Of the remaining amount of 15 million Croatian Kuna, over 9 million Croatian Kuna were realized from Dock RI38 charter, while 6 million Croatian Kuna refer to various minor repairs and services.

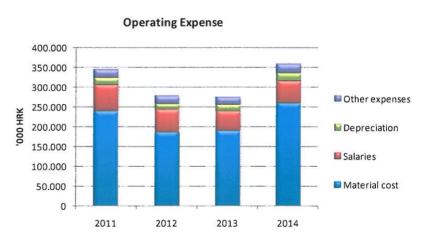


The remaining operating revenues were made of revenues from sale of material and waste produced, revenues from insurance, withdrawal of longterm reservations, surplus, debt write-off etc. Sale of material and waste produced in production process make regular income leaning against revenues from sales

(in 2014 Viktor Lenac realized 4.2 million Croatian Kuna). In 2014 the company recorded revenues from insurance on the basis of damages on the property in the amount of 2.7 million Croatian Kuna.

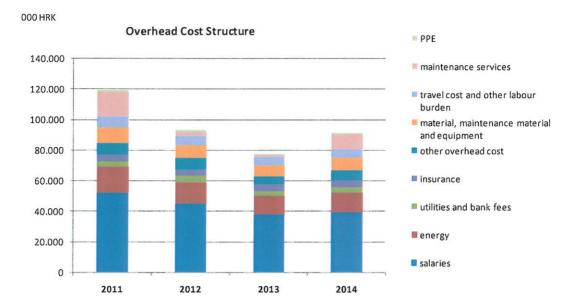
The operating expenses generated in 2014 amounted to 359 million Croatian Kuna, up by 30% compared with 2013.

Put in the perspective of the total structure of operating expenses, the material costs were the most important with an average proportion material costs and outside services of 35:65, depending on structure of contracted jobs. Due to the increased volume of material equipment built-in on board the barge Cable Enterprise, of total material costs generated in 2014 about 40%



referred to materials and equipment, and 60% on external financial services, which are mostly related to subcontractors in production.





Twenty five percent of operating expenses were overhead costs, mostly fixed. In spite of limiting overhead and fixed cost budget and decrease in overhead costs with respect to direct production costs, high overhead costs are very difficult to overcome, especially in periods of high oscillation in employment of capacities.

Total overhead costs realized during 2014 increased by 18% compared to the overhead costs incurred in 2013, which is significantly less than revenue growth.

The growth in overhead costs was mainly driven by growth in maintenance costs of production equipment, for which funding was reduced to strictly necessary for economic reasons in the past two years.

Overhead expenses such as employee salaries and allowances (pay of overhead workers, pay of production workers for indirect work and non-effective working hours) made 43% of total overhead cost. A slight increase in salary cost compared to the previous year was the result of an increase in incentive pay, which was reduced reduced in 2013.

The difference between operating revenues and expenses realized in 2014 produced an operating profit before depreciation in the amount of 24.2 million Croatian Kuna, up by 5.3 million Croatian Kuna compared to the previous year.

Depreciation cost amounted to 19.7 million Croatian Kuna, up by 3.6 million Croatian Kuna or 22.6% compared to the previous year.

After including depreciation cost, the operating profit for 2014 was 4.4 million Croatian Kuna, which is an increase in operating profit of 1.7 million Croatian Kuna, or 61.4% as compared to the previous year 2013.

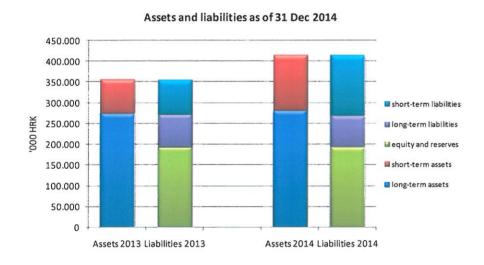


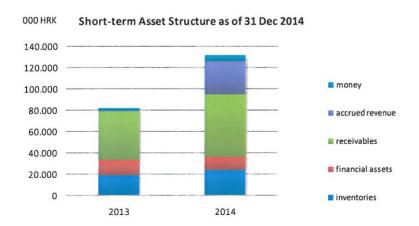


The most important item on the side of financial income and expenses are interest expenses on loans to banks in the total amount of 4.8 million Croatian Kuna, of which 2.8 million related to the investment loan to finance investment in fixed assets, which was realized during 2012 and 2013. Interest expenses were partially offset by the positive balance of foreign exchange gains in the amount of 0.4 million Croatian Kuna and income from interest on time deposits in the amount of 0.38 million Croatian Kuna, so the total negative balance of financial income and expenses in the amount of 3.9 million Croatian Kuna was recorded.

After calculating financial income and expenses, the profit before tax amounted to 479,000 Croatian Kuna; the consolidated profit before tax amounted to 510,000 Croatian Kuna. Profit tax in the amount of 13,000 Croatian Kuna entirely involved the Company's subsidiary company *Viktor Servisi* resulting in a total net consolidated profit in the amount of 497,000 Croatian Kuna. Viktor Lenac had no profit tax liability for 2013 on the account of transferring fiscal loss from 2012.

#### Assets and Liabilities



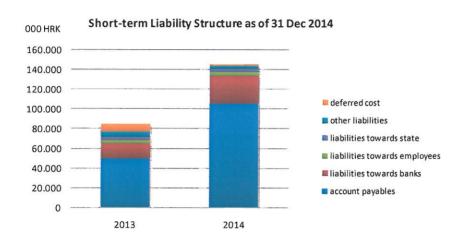


The total value of Viktor Lenac's assets on 31st 2014 December amounted 414.0 to million Croatian Kuna, of which 282.3 million Croatian Kuna of longterm assets. Comparing to the previous year, long-term assets increased by 7.6 million Croatian Kuna, and shortterm assets decreased by million Croatian 50.2 Kuna.

Of total long-term assets, tangible fixed assets made 94.7%, among which the most important being the Shipyard's Floating Drydocks. Land and buildings made only 8.9 million Croatian Kuna considering that Viktor Lenac's operations are located maritime property, based on Concession agreement.

The increase in current assets at the end of 2014

compared to the end of the year before, was mainly due to the accrual of income from Cable Enterprise conversion, which was mostly completed at the end of the year. Growth was also recorded in trade accounts receivable as a result of high employment in shiprepair in the last quarter, as well as stock materials containing the material that has been procured for a large-scale repair of USS Mount Whitney, which started in mid-January 2015.



Following the increase in current assets, during 2014, a significant increase short-term liabilities such as trade payables and liabilities to banks was recorded.

Trade payables accounted for 72% of total short-term liabilities and the decrease was recorded at the end of the first quarter of

2015 with redelivery of Cable Enterprise when the final instalment at redelivery was collected. Growth of liabilities to banks is a result of new loan to finance preparatory activities on the USS Mount Whitney project.

Investments in fixed assets in the past few years have impared relationships in the balance sheet and reduced working capital of which Viktor Lenac disposed in previous years. Total equity on the day of 31 December 2014 amounted to 193.4 Croatian Kuna, long-term liabilities amounted to 76 million Croatian Kuna, and short-term liabilities amounted to 144.5 million Croatian Kuna.

According to the consolidated financial reports, on 31st December 2014 the Group's assets totalled 415.8 million Croatian Kuna, of which 196.3 million Croatian Kuna of share capital and reserves and 219.5 million Croatian Kuna of liabilities, with an almost the same structure as the mother company alone.

More detailed information on Viktor Lenac's financial situation is contained in the financial statements and their associated notes, while information on the Group's business is contained in the consolidated financial statements and their associated notes, accompanied by an auditor's report (the Inženjerski biro – revizija company from Zadar).







### Main Risks

Having in mind the nature of Viktor Lenac's activities and its export orientation, the major effect to Viktor Lenac's business comes from the world's maritime market trends. When speaking about its productivity and production costs, it is expected that the entrance of Croatia into the European Union will pose significant challenges to further development of Viktor Lenac. Hence it follows that Viktor Lenac will mostly be exposed to market risk and competitive risk, with associated price risk, while it is believed that its exposure to financial risks will be of minor importance. It is not expected that entering into the European Union will bring significant change in Viktor Lenac's market position, considering that the shipyard already earns more than 80% of its revenues from foreign market, where EU countries make the biggest piece of the pie.

# Market Risk and Competitive Risk

The ship repair and conversion market is conditioned by cyclic changes on the shipping market and changes in freight rates. Considering the recovery of the global economy and world shipping trade, it is expected on the long-term that Viktor Lenac will get a sufficient number of vessels sailing within range of Viktor Lenac for ship repair. Issues of market risk and competitive risk with respect to Viktor Lenac's activities primarily have influence on changes in Viktor Lenac's prices arising therefrom.







### Price Risk

Croatia will become the 28th member of the European Union on 1st July 2013. The compliance with the European laws has been completed when speaking of environmental protection, health and safety at work, fire protection and safety, causing an increase of overhead workers as well as operative expenses deriving from fulfilment of such requirements.

Viktor Lenac can expect further increase of operative expenses, which will unavoidably lead to a need for increasing productivity and identifying internal resources. In other words, it is not likely to expect that raising prices could compensate for increased costs, having in mind that shipyards are under big pressure to decrease prices if they want to remain competitive.

Global factors, such as oscillation in oil price during the last few years, have also affected Viktor Lenac. The effect of these factors is not of major importance for Viktor Lenac's competitiveness for the reason that their impact is evenly spread across all Viktor Lenac's competitors.

Risks connected with changes in prices of raw material and other materials used in shipbuilding industry, such as steel, have no significant impact on Viktor Lenac. Specifically, Viktor Lenac's activities in terms of contracting and production process, particularly concerning ship repair activity, are characterized by short cycles, therefore, Viktor Lenac is not exposed to risk of firm fixed price contracts. Moreover, material cost participates in revenues with less than 20%.

### **Currency Risk**

Most of the revenues from sales have been generated on foreign markets, mainly in EUR. Changes in exchange rates (EUR/HRK) may therefore have an impact on operating results. However, due to a high receivable turnover ratio, currency risk is not significant, which means that Viktor Lenac does not require an active hedging strategy in foreign currency transactions. On the other hand, the Company's liabilities are not exposed to significant currency risk, since most of these liabilities are denominated in local currency. By contracting an extensive scope of works on the flagship USS Mount Whitney in US dollars, and following an assessment of the effects of exchange rate fluctuation (USD/EUR and USD/HRK) it is not likely that Viktor Lenac will be exposed to currency risk, especially since the completion of the project is expected in mid-2015. Depending on the assessment of future trends in USD/EUR exchange rates, Viktor Lenac will need to use hedging instruments.

### Personnel Risk and Risk of Price of Labour

EU membership brings a risk of increasing price of labour, though the price of labour in Croatia is already higher that in some EU members. Considerable skilled labour migration to countries of the Western Europe can also be expected. Consequently, more pressure will be felt that price of labour is increased in order to be able to acquire and maintain skilled workers.

Lack of skilled workers is a problem that has been present in the shipbuilding industry for a long time. Generally, during the last few years, there has been a lack of interest for shipbuilding trades. Seeking to avoid risk of skilled labour migration, reduce consequences of employee fluctuation and provide



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skilled labour, Viktor Lenac is continuously investing in education and training of human resources. In such circumstances, an increase of the price of labour is inevitable. Viktor Lenac is trying to compensate it through introduction of new technologies, aimed at the rationalization of production, and better performance in production and other business activities.

### Other Risks

Other risks affecting Viktor Lenac business include currency, credit, interest, solvency, cash flow, and litigation. Other risks are described in Non-Consolidated Annual Financial Statements and Consolidated Annual Financial Statements.







# **Ownership Structure**

On the day of 31 December 2014, the total share capital of the Company amounted to 168,132,470 Croatian Kuna, divided in 16.813.247 registered ordinary shares, with the ticker symbol VLEN-R-B, having a nominal value of 10.00 Croatian Kuna each, registered in the depository of the Central Depository & Clearing Company. The total of 13.844.447 shares have been included in quotation of public joint-stock companies on the Zagreb Stock Exchange.

During 2014, Viktor Lenac's shares were rarely traded resulting in low transactions (5) of 4.428 shares having a total value of 22,694.25 Croatian Kuna only.

On the day of 31 December 2014, ten largest shareholders of Viktor Lenac participated with almost 95% in the company share capital as follows:

		Shareholder's	
	Shareholder	equity	%
1	Tankerska Plovidba j.s.c. Zadar	62.127.380	36,95
2	Uljanik Shipyard j.s.c. Pula	58.297.850	34,67
3	Privredna Bank j.s.c. Zagreb / collective custody account	13.672.680	8,13
4	Croatian Restructuring and Sale Centre (CERP)	12.437.020	7,40
5	Shipyard Viktor Lenac j.s.c. Rijeka	8.251.870	4,90
6	JADROAGENT j.s.c.	3.247.660	1,93
7	R.L.E. Ltd. Drniš	1.052.110	0,63
8	List Gmbh Austria	459.920	0,27
9	JADRANSKI POMORSKI SERVIS j.s.c. Rijeka	358.740	0,21
10	MESSER CROATIA PLIN Ltd.	329.870	0,20
	Other	7.897.370	4,71
	Total	168.132.470	100,00

Until 2011, in accordance with the decisions made by the General Assembly, the Company acquired total 825.187 own shares, representing 4.91% of the company share capital.

### **Corporate Governance**

Corporate Governance is a frame for planning, organizing, directing and controlling of the company's business operations. Viktor Lenac's Management and Supervisory Board have been applying the corporate governance principles consistently with its fundamental objectives of successful and growing business and growing of share value for the benefit of its shareholders.



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Respecting the principles of corporate governance ensures protection of rights and equal treatment of shareholders, business transparency and responsibility toward all interested parties.

After the termination of the bankruptcy in April 2008, Viktor Lenac has obtained the status of the joint-stock company. On 12 September 2008, Viktor Lenac's shares were included in quotation of public joint-stock companies on the Zagreb Stock Exchange, preceded by issuance of the Short Prospectus approved by the Croatian Agency for Supervision of Financial Services.

Since inclusion of its shares in quotation of public joint-stock companies on the Zagreb Stock Exchange, Viktor Lenac has been voluntarily applying the Corporate Governance Code made by the Croatian Agency for Supervision of Financial Services and Zagreb Stock Exchange. Viktor Lenac has been applying recommendations of the Code, by publishing all information which is in the interest of its shareholders and as stipulated by regulations.

In accordance with the Capital Market Act, obligatory information is displayed to the Croatian Agency for Supervision of Financial Services through the Zagreb Stock Exchange's website and Company's website (<a href="www.lenac.hr">www.lenac.hr</a>). In addition, new information is announced through the Croatian News Agency OTS service.

In 2014, Viktor Lenac's Supervisory Board held six meetings, where its members discussed Viktor Lenac's financial results, its position on the market, business plans and key projects. The members of the Supervisory Board regularly receive detailed information on the Company's management and business to be allowed to efficiently supervise the Company. Also, in July 2014, an Audit Committee was established.

The Company's shareholders execute their rights at the General Assembly, where they decide on profit allocation, amendments to the company statute and appointment and revocation of members of the Supervisory Board. Furthermore, the General Assembly makes decisions over the Management and Supervisory Board performance, appointment of financial auditor and other important issues stipulated by law and company statute. General Assembly was held in June 2014.

By implementing the principles of the Corporate Governance Code, Viktor Lenac aims to create a high-quality and long-term relationship with the entire investment community.







# **Supervisory Board and Management Board**

### Supervisory Board

Supervisory Board of the Viktor Lenac Shipyard is composed of five members, of whom four members representatives of two largest individual shareholders and the fifth member is a representative of the workers.

The members of the Supervisory Board, except for the workers' representative, are appointed by the General Assembly for a term of office of four years. During the entire 2014, the Company's Supervisory Board has been composed of the following members: Mr. John Karavanić, Chairman, Mr. Elvis Pahljina, Vice-Chairman, and Mr. Hrvoje Markulinčić and Mr. Mate Valčić as members.

Workers' representative in the Supervisory Board is elected by the Workers' Council for the period of three years. In April 2014, with the new composition of the Workers 'Council for a new three-year term, new representative of workers in the Supervisory Board was elected, Mr. Božo Balen, replacing the former member Mr. Miljenko Čikulin.

# Biographies of Members of Supervisory Board

Mr. John Karavanić was born in New York in 1967. He attended the St Thomas the Apostles Primary School in Queens where he grew up. He returned to Croatia and finished secondary education in Zadar. He continued education at the Faculty of Economics in Zagreb and in 1992 he acquired master's degree in economics. In the same year he was employed as an intern in the marketing sector of the Tankerska Plovidba Company. In 1993 he became full-time employed in the commercial sector as Assisstant Manager in the Department for Transport of Petroleum Products and Chemicals. From 1997 to mid 1999 he held the position of Deputy Manager of the department. In 1999 he started his four-year term of office in London's affiliate of the Tankerska navigation Company, where he worked as a broker until 2004. On his return from London's Alan Shipping he continued to work in the commercial sector as Chartering Manager in the Department of crude oil tankers. Two years later, he became Head of Tankers Department and Deputy Commercial Director, that function is performed today.

Mr. Elvis Pahljina was born in Pula in 1971 where he completed secondary education. After graduation in economics and business in 1996 he begun to work as an intern in the Uljanik Shipyard (Common Affairs). His career in finance quickly brought him to a place where in 1998 he became Manager of Foreign Currency Loans. From 2001 to 2013 he performed functions of Assistant Financial Director, Assistant Director for Foreign Exchange Operations and Assistant General Director. In June 2013 he was appointed Director of Finance and then Financial Director of the Uljanik Group. He has been constantly upgrading his expert knowledge by participating in various seminars and training courses following the modern trends in financial operations, so in 2013 he participated in Project Finance Academy and obtained a certificate of Project Financing Advisor. He has also been developing other skills such as managing teams and projects.



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Mr. Hrvoje Markulinčić was born in Pula in 1975. After graduating from high school, in 1994 he entered the Faculty of Law in Rijeka, where he gained a law degree. After a number of different jobs, in 2001 he was employed in the Uljanik Shipyard as PR Manager working in all major communications projects and promoting Uljanik as a modern group, oriented to building sophisticated ships. In 2007 he became Head of General Affairs, and then Director of Common Affairs, which by reorganizing Uljanik Shipyard became Business Information Systems consolidating all supporting functions for the performance of the group, that function is performed today.

Mr. Mate Valčić was born in Zadar in 1975. After finishing elementary school and high school mathematics extensions in Zadar, he entered the Faculty of Mechanical Engineering and Naval Architecture in Zagreb and obtained a degree in mechanical engineering. The first working experience gained in the shipyard Walter Wolf in Lamjana on the island of Ugljan or today's Nauta Lamjana, where he worked for three years, of which most of the time as Project Manager. In early 2005, he was employed in the Tankerska Plovidba Company in the Department of Newbuildings. As Newbuildings Inspector he has been working most of his time as part of a team in supervising the construction of ships in domestic and foreign shipyards.

Mr. Božo Balen, was born in Gospić in 1958. After finishing elementary school, he obtained a scholarship from the Viktor Lenac Shipyard and continued his secondary education in the Shipbuilding and industrial school in Rijeka, where he graduated in 1979. He was employed at the Viktor Lenac Shipyard, where he has spent his entire working life. He acquired the fifth qualification degree as a specialist in labor, and since 1993 he has been holding the position of foreman (shipbuilding).

### Income and Ownership Interest of the Members of the Supervisory Board

In accordance with data obtained from the State Statistics Institute, the compensation of the Chairman of the Supervisory Board is established in a net amount equalling one average monthly net salary, while the compensation of the Vice-Chairman of the Supervisory Board is established in a net amount equalling 3/4 of the average monthly net salary in the Republic of Croatia. In 2014 total compensation in gross amount of 520,386.00 Croatian Kuna was paid to the members of the Supervisory Board.

Mr. Božo Balen, member of the Supervisory Board owns 848 company shares, which he, as former bankruptcy creditor, acquired by converting his monetary claim into the company share capital.

#### **Management Board**

The members of the Viktor Lenac's Management Board are: Mr. Robert Škifić, President of the Board and Mrs. Sandra Uzelac, member of the Board. The Management Board has been appointed by the Supervisory Board in March 2013 for a new term of office of five years from 8 April 2013 to 7 April 2018.



Mr. Robert Škifić, B.Sc. in Mechanical Engineering, was born in Zadar (Croatia) in 1956. After finishing primary and secondary education in Zadar, in 1981 he graduated at the Faculty of Mechanical Engineering and Naval Architecture of Zadar.

Upon graduation, in 1982 he was employed in the Rade Končar Institute, working in development of home electrical appliances, where he remained until 1984. From 1984 to 2000 he worked at SAS, a factory for special machine tools in Zadar, where he held various positions of Technologist, Operative Planning Manager, Production Manager and finally became Technical Director. In 1995 he was appointed General Manager of the SAS - Zadar Company and from 2000 to 2006 he held the position of General Manager of the SAS Strojogradnja Company. From 2006 to 2008 he held the position of General Manager of the Crosi Company, a consulting company. In 2008, he was elected President of the Management Board of the Viktor Lenac Shipyard.

In 2008 he passed exam at the Faculty of Economics of Zagreb for corporate governance for members of supervisory and management boards. He speaks fluently English and Italian.

Mrs. Sandra Uzelac, B.Sc. in Economics, was born in Rijeka (Croatia) in 1969. After finishing primary and secondary education in Rijeka, in 1994 she graduated at the Faculty of Economics in Rijeka. She has been employed in the Viktor Lenac Shipyard since 1994 at various positions: Office Worker in Salary & Economics of Work Department from 1994 to 1997, Financial Officer and Assistant Accounting Manager in Financial Department from 1997 to 2001 and Manager of Planning and Analysis Department from 2001 to 2004. From 2004 to 2008 she held the position of Manager of Financial Division. After termination of the bankruptcy, she has been appointed member of the Management Board, and has also been holding the position of Financial Director.

During the period from 1997 to 2006, she attended several specialized seminars and upgrading programmes. In 2013 she finished postgraduate economics (controlling) at the Faculty of Economics of Rijeka. She speaks fluently English.

### Income and Ownership Interest of the Members of the Management Board

Each member of the Management Board receives income, which is stipulated by employment contract concluded with each member and approved by the Supervisory Board. Incomes of the members of the Management Board are related to the average income of the Shipyard's employees. Accordingly, the President of the Management Board receives income, which equals five average incomes of the Shipyard's employees, while members of the Management Board each receive income, which equals four and a half average incomes of the Shipyard's employees. Furthermore, the President of the Management Board is entitled to a monthly net amount of 5,000.00 Croatian Kuna for covering his living costs in Rijeka, where the Company's headquarters is located. In 2014 total income in gross amount of 1,596,947 Croatian Kuna was paid to the members of the Management Board.

The President and members of the Management Board have not received any bonus or other income, either in money or in company shares, on the account of good performance results achieved by the Company in previous years, as the Company's Stimulation policy has not yet been developed.

As on the day of this Report, Mrs. Sandra Uzelac, member of the Management Board owns 1038 company shares, which she, as former bankruptcy creditor, acquired by converting her monetary claims into the company share capital.

The President of the Management Board, Mr. Robert Škifić owns 26601 company shares acquired during 2010 and 2012.







### For Information

# Management

Branko Mataija, Marketing and Sales Director

Mislav Klić, Production Manager

Aris Lazarić, Manager of Project Mngmt Department

Dražen Bevanda, Safety, Health and Environmental Protection Manager

Aleksandra Masar, Quality Control Manager

Anton Dujmović, Purchasing Manager

Alen Karnjuš, ICT and Quality Assurance Manager

Ljubica Linardić, Human Resources Manager

# Auditor

INŽENJERSKI BIRO - REVIZIJA d.o.o. Zadar

### Contact details

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Rijeka, April 2015



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Statement on Implementation
of the Corporate Governance
Code

On the basis of Article 272.p and with reference to Article 250.a of the Companies Act (Official Gazette No. 113/93, 34/99, 52/00, 118/03, 107/07 and 148/08, hereinafter referred to as 'CA'), the Management Board of the Viktor Lenac Shipyard (hereinafter referred to as 'Company'), on this April 20, 2015, makes the following

#### **STATEMENT**

### on Implementation of the Corporate Governance Code

- 1. Company's shares have been included in quotation of the Zagreb Stock Exchange since September 2008.
- 2. Since inclusion of its shares in quotation of the Zagreb Stock Exchange, the Company has been voluntarily applying the Corporate Governance Code made by the Croatian Agency for Supervision of Financial Services and Zagreb Stock Exchange. The Code was adopted by the Croatian Agency for Supervision of Financial Services' decision dated April 26, 2007, class 011-02/07-04/28, reg. no. 326-01-07-02 (Official Gazette No. 46/07, hereinafter referred to as 'Code'). The integral version of the Code has been published on the Zagreb Exchange Stock's website.
- 3. During 2014, the Company was applying recommendations of the Code, by publishing all information which is in the interest of its shareholders and as stipulated by regulations. During the last year, the Company published all information foreseen by regulations on the Company's website and on the Zagreb Stock Exchange's website, and informed the public on information availability through Croatian News Agency OTS service.
- 4. Supervision of the Company's business operations has been executed by the Supervisory Board in accordance with the Companies Act. The role of the Supervisory Board is defined by the Company's Statute. Members of the Supervisory Board are provided with detailed information on the Company's management and business operations in order to efficiently fulfil their supervisory role. Supervisory Board's report makes an integral part of the Annual Report submitted to the General Assembly.

The Supervisory Board has not established Committee for Appointment or Committee for Rewarding. In July 2014, a Committee for Audit, composed of three members, was established.

- 5. The Company is implementing rules of the accounting policy, which regulate application of methods and techniques in presenting assets, liabilities, capital, revenues, expenses and financial results in financial statements. Annual audit of financial statements is performed by an independent auditor appointed by the General Assembly.
- 6. As on the day of December 31, 2014, ten largest shareholders are the following ones:



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		Shareholder's	
	Shareholder	equity	%
1	Tankerska Plovidba j.s.c. Zadar	62.127.380	36,95
2	Uljanik Shipyard j.s.c. Pula	58.297.850	34,67
3	Privredna Bank j.s.c. Zagreb / collective custody account	13.672.680	8,13
4	Croatian Restructuring and Sale Centre (CERP)	12.437.020	7,40
5	Shipyard Viktor Lenac j.s.c. Rijeka	8.251.870	4,90
6	JADROAGENT j.s.c.	3.247.660	1,93
7	R.L.E. Ltd. Drniš	1.052.110	0,63
8	List Gmbh Austria	459.920	0,27
8	List Gmbn Austria	358.740	0,21
9	JADRANSKI POMORSKI SERVIS j.s.c. Rijeka		
10	MESSER CROATIA PLIN Ltd.	329.870	0,20
	Other	7.897.370	4,71
	Total	168.132.470	100,00

The right of the Company's shareholders to vote is not limited to a certain percentage or number of votes. The right to vote is recognized by number of shares registered on shareholder's account at the Central Depository & Clearing Company. Each ordinary share gives the right for one vote at the General Assembly. The Company is entitled to issue registered ordinary shares in accordance with positive legal regulations of the Republic of Croatia and Statute of the Company. In accordance with Article 172 of the Companies Act and Company's Statute, decision on share issue is made by the General Assembly. The Company's rights and obligations originating from acquisition of own shares are realized in accordance with the provisions of the Companies Act, hence it follows that the Company can acquire own shares on the basis of the General Assembly's authority for their acquisition.

Amendments to the Statute of the Company are made in accordance with the Companies Act.

7. The Company's Management Board is consisted of two members, Mr. Robert Škifić holding the position of President of the Board and Mrs. Sandra Uzelac as member of the Board. The members of the Management Board represent the Company independently and individually and run Company's business jointly or individually, in accordance with the Statute of the Company and Management Rules of Procedure (acquisition, abalienation or encumbrance to real estate; issuing, abalienation or acquisition of shares; issuing guarantees except for obligations of subsidiary company; taking loans and credits beyond normal business operations of the Company etc.) and in other cases, when required by law, can be undertaken by the Management Board, authorized by the Company's Statute or Supervisory Board's decision, only with previous consent of the Supervisory Board. The Management Board is appointed and revoked by the Supervisory Board for a term of office of five years.





The Supervisory Board of the Company is consisted of five members. The General Assembly elects and relieves of their office four members of the Supervisory Board, while one member is elected, appointed and revoked by the Company's employees in accordance with positive regulations of the Republic of Croatia. During the entire 2014, the members of the Supervisory Board were Mr. John Karavanić (Chairman), Mr. Elvis Pahljina (Vice-Chairman) and Mr. Hrvoje Markulinčić and Mr. Mate Valčić as members of the Supervisory Board.

In April 2014, Mr. Božo Balen replaced the former workers' representative in the Supervisory Board, Mr. Miljenko Čikulin.

The Supervisory Board acts as collegial body at sessions, which take place at least once quarterly, where all issues within its competence, as required by the Companies Act and Statute of the Company, are discussed and decided upon. Decisions of the Supervisory Board are made by majority of votes of present members.

8. In accordance with Article 250.a, item 4, and Article 272.p of the Companies Act, this Statement represents a separate section and makes an integral part of the Company's Annual Report 2014.

Robert Škifić

President of the Board

