Na temelju članka 277. stavka 2. Zakona o trgovačkim društvima te članka 28. st.2. Statuta Brodogradilišta Viktor Lenac d.d., Rijeka, Martinšćica bb, Uprava Društva dana 20.05.2022. godine donosi Odluku o sazivanju

REDOVNE GLAVNE SKUPŠTINE

društva BRODOGRADILIŠTE VIKTOR LENAC d.d. (u daljnjem tekstu: Društvo), koja će se održati dana 29. lipnja 2022. godine, s početkom u 13,00 sati, u prostorijama sjedišta Društva, Rijeka, Martinšćica bb.

I DNEVNI RED

1. Otvaranje glavne skupštine i utvrđivanje kvoruma, sastavljanje popisa nazočnih i zastupanih dioničara
2. Izvješće Uprave Društva o poslovanju i stanju Društva u 2021. godini
3. Izvješće Nadzornog odbora o obavljenom nadzoru vođenja poslova Društva u 2021. godini te o rezultatima ispitivanja godišnjih financijskih izvješća, godišnjih konsolidiranih financijskih izvješća, izvješća o stanju Društva, izvješća revizora o izvršenoj reviziji za 2021. godinu te prijedlogu Uprave Društva o upotrebi dobiti ostvarene u 2021. godini
4. Donošenje odluke o odobrenju Izvješća o primicima uprave i nadzornog odbora za 2021. godinu
5. Informacija o godišnjim financijskim izvješćima za 2021. godinu i godišnjim konsolidiranim financijskim izvješćima za 2021. godinu koje su usvojili Uprava i Nadzorni odbor Društva, s izvješćem revizora za 2021. godinu
6. Donošenje odluke o upotrebi dobiti ostvarene u 2021. godini
7. Donošenje odluke o davanju razrješnice članovima Uprave Društva za 2021. godinu
8. Donošenje odluke o davanju razrješnice članovima Nadzornog odbora Društva za 2021. godinu
9. Donošenje odluke o izboru članova Nadzornog odbora Društva
10. Imenovanje revizora Društva za 2022. godinu

II PRIJEDLOZI ODLUKA

Ad.2.

Prihvaća se izvješće Uprave Društva o poslovanju i stanju Društva u 2021. godini.

On 20 May 2022, pursuant to Article 277, paragraph 2 of the Companies Act and Article 28, paragraph 2 of the Articles of Association of SHIPYARD VIKTOR LENAC d.d., Rijeka, Martinšćica bb, the Management Board of the Company makes a decision on convoking a

REGULAR SESSION OF THE GENERAL ASSEMBLY

of SHIPYARD VIKTOR LENAC d.d. (hereinafter referred to as the Company), which shall be held on 29 June 2022, starting at 1 pm, in the premises of the Company headquarters (Conference hall), Rijeka, Martinšćica bb.

I AGENDA

1. Opening of the regular session of the General Assembly and determination of the quorum, compiling the list of present and represented shareholders
2. Management Board's Report on the Company's financial and business performance in 2021
3. Supervisory Board's Report on supervision of the Management Board's activities in managing business of the Company in 2021 and findings of the review of the annual financial statements issued by the Company's Management Board both consolidated and non-consolidated, including the Management Report, as well as Auditor's Report 2021 and Proposal for a Decision on the Use of Profits Generated in 2021
4. Adopting a decision on approval of the Report on remuneration of the Management Board and the Supervisory Board for 2021
5. Information on the Consolidated Annual Financial Statements and Non-Consolidated Annual Financial Statements for FY 2021 adopted by the Company's Management Board and Supervisory Board including Auditor's Report 2021
6. Adopting a decision on the use of profits generated in 2021
7. Adopting a decision on approval of the Management Board's performance in 2021
8. Adopting a decision on approval of the Supervisory Board's performance in 2021
9. Adopting a decision on appointment of members of the Company's Supervisory Board
10. Adopting a decision on appointment of external auditor of the Company for 2022

II PROPOSED DECISIONS

Ad. 2.

Management Board's Report on the Company's financial and business performance in 2021 is hereby approved.

Ad. 3.
Prihvaća se izvješće Nadzornog odbora Društva o obavljenom nadzoru vođenja poslova Društva u 2021. godini te o rezultatima ispitivanja godišnjih financijskih izvješća i godišnjih konsolidiranih financijskih izvješća za 2021. godinu, izvješća o stanju Društva, izvješća revizora o izvršenoj reviziji za 2021. godinu i prijedlogu Uprave Društva o upotrebi dobiti ostvarene u 2021. godini, koje priležі ovoj odluci.

Ad. 3.
The Supervisory Board's Report on supervision of the Management Board's activities in managing business of the Company in 2021 and findings of the review of the annual financial statements issued by the Company's Management Board both consolidated and non-consolidated, including the Management Report, as well as Auditor's Report 2021 and Proposal for a Decision on the Use of Profits Generated in 2021, enclosed to this decision, is hereby approved.

Ad. 4.
Usvaja se

ODLUKA
o odobrenju Izvješća o primicima uprave i nadzornog odbora za 2021. godinu

Odobrava se Izvješće o primicima uprave i nadzornog odbora za 2021. godinu, utvrđeno i revidirano u skladu sa zakonom, koje priležі ovoj odluci.

Ad. 4.
The following decision is hereby adopted:

Approval of the Report on remuneration of the Management Board and the Supervisory Board for 2021

The Report on remuneration of the Management Board and the Supervisory Board for 2021, established and revised in accordance with the law, is hereby approved.

Ad.5.
Primaju se na znanje godišnja financijska izvješća za 2021. godinu i godišnja konsolidirana izvješća za 2021. godinu usvojena od Uprave i Nadzornog odbora Društva zajedno s izvješćem revizora Društva o izvršenoj reviziji financijskih izvješća za 2021. godinu.

Ad. 5.
The Consolidated Annual Financial Statements and Non-Consolidated Annual Financial Statements for FY 2021 adopted by the Company's Management Board and Supervisory Board including Auditor's Report 2021 are hereby acknowledged.

Ad. 6.
Usvaja se

ODLUKA
o upotrebi dobiti ostvarene u 2021. godini

I Utvrđuje se da je Društvo na dan 31.12.2021. godine ostvarilo neto dobit (poslije oporezivanja) u iznosu od 18.841.634,09 kuna.

II Dobit Društva iz prethodne točke rasporedit će se na sljedeći način:

- za isplatu dividende dioničarima u iznosu od 18.706.030,20 kn odnosno 1,17 kn po dionici, bez prava na isplatu dividende s osnova vlastitih dionica,
- u zadržanu dobit iznos od 135.603,89 kn.

III Dividenda iz točke II. ove Odluke isplatit će se dana 21. srpnja 2022. godine (payment date) na račune dioničara prema stanju i izvodu SKDD d.d. na dan 11. srpnja 2022. godine (record date).

Ad. 6.
The following decision is hereby adopted:

Decision on the use of profits generated in 2021

I It is hereby established that the Company generated a net profit (after tax) in the amount of HRK 18,841,634.09 for the year ended on 31 December 2021.

II The Company's profits from the previous item shall be allocated in the following way:

- Total amount of HRK 18,706,030.20 shall be paid out to shareholders as dividend payments, or HRK 1.17 per share without the right to dividend payment based on the Company's own shares; and
- Total amount of HRK 135,603.89 shall be used as retained profits.

III Dividends referred to in item II. of this Decision shall be paid out on July 21, 2022 (payment date) to shareholders' bank accounts according to the Central Depository & Clearing Company's report as at July 10, 2022 (record date).

Ad. 7.
Usvaja se

ODLUKA
o davanju razrješnice članovima Uprave Društva za 2021. godinu

Utvrđuje se da je Uprava Društva u poslovnoj 2021. godini vodila poslove Društva u skladu sa zakonom i Statutom te se daje razrješnica za poslovnu godinu 2021. članu Uprave Sandri Uzelac.

Ad. 7.
The following decision is hereby adopted:

Decision on approval of the Management Board's performance in 2021

It is hereby established that the Management Board of the Company managed the operations of the Company in 2021 in accordance with the law and the Articles of Association and Member of the Management Board Sandra Uzelac is hereby granted approval for her performance in 2021.

Ad. 8.
Usvaja se

ODLUKA
o davanju razrješnice članovima Nadzornog odbora Društva za 2021. godinu

Utvrđuje se da je Nadzorni odbor Društva u poslovnoj 2021. godini obavljao nadzor nad poslovanjem Društva u skladu sa zakonom i Statutom te se daje razrješnica za poslovnu godinu 2021. članovima Nadzornog odbora:

Vittorio Carratu'- predsjednik Nadzornog odbora
Francesco Ciaramella – zamjenik predsjednika Nadzornog odbora
Giorgio Filippi- član Nadzornog odbora
Antonio Gennarelli – član Nadzornog odbora
Zoran Košuta – član Nadzornog odbora, predstavnik radnika (do 13.04.2021.)
Damir Amić – član Nadzornog odbora, predstavnik radnika (od 13.04.2021.)

Ad. 8.
The following decision is hereby adopted:

Decision on approval of the Supervisory Board's performance in 2021

It is hereby established that the Supervisory Board of the Company supervised the operating activities of the Company's throughout 2021 in accordance with the law and the Articles of Association and Members of the Supervisory Board are hereby granted approval for performance in 2021 as bellow.

Vittorio Carratù – President of the Supervisory Board
Francesco Ciaramella – Vice-President of the Supervisory Board
Giorgio Filippi – Member of the Supervisory Board
Antonio Gennarelli – Member of the Supervisory Board
Zoran Košuta – Member of the Supervisory Board, Workers' representative (until April 13, 2021)
Damir Amić - Member of the Supervisory Board, Workers' representative (from April 13, 2021)

Ad. 9.
Zbog isteka mandata članovima Nadzornog odbora (g. Francesco Ciaramella i g. Giorgio Filippi), a koji mandat im traje do 05.12.2022. godine, glavna skupština na temelju čl. 256. Zakona o trgovačkim društvima i čl. 20. st.1. Statuta Društva donosi sljedeću odluku

ODLUKA
o izboru članova nadzornog odbora Društva

I Izabiru se sljedeći članovi nadzornog odbora Društva:

1) Francesco Ciaramella s prebivalištem u Italiji, Aversa, Via Cilea 43, OIB:89248169885,

2) Giorgio Filippi s prebivalištem u Italiji, Napoli, Via Petrarca 26, OIB:00728288381.

II Članovi Nadzornog odbora Društva iz toč. I. ove odluke biraju se na razdoblje od četiri godine.

III Ova Odluka stupa na snagu 05.12.2022. godine.

Ad. 9.
Due to the expiration of the term of office of the members of the Supervisory Board, Francesco Ciaramella and Giorgio Filippi, the term expiring on December 5, 2022, pursuant to Article 256 of the Companies Act and Article 20, paragraph 1 of the Company's Articles of Association, the following decision is hereby adopted:

Decision on election of members of the Supervisory Board of the Company

I The following members of the Company's Supervisory Board are elected:

1) Francesco Ciaramella, resident in Italy, Aversa, Via Cilea 43, Personal Identification Number: 89248169885;

2) Giorgio Filippi, resident in Italy, Napoli, Via Petrarca 26, Personal Identification Number: 00728288381.

II The members of the Supervisory Board of the Company referred to in item I of this Decision are elected for a period of four years.

III This Decision shall enter into force on December 5, 2022.

Ad. 10.
Usvaja se

ODLUKA
o imenovanju revizora za 2022. godinu

Imenuje se revizor Društva za poslovnu 2022. godinu:
IRIS NOVA, d.o.o., Rijeka, Fiorella La Guardie 13.

Ad. 10.
The following decision is hereby adopted:

Decision on appointment of external auditor of the Company for 2022

IRIS NOVA, d.o.o., Rijeka, Fiorella La Guardia 13 is hereby appointed the external auditor of the Company for the business year 2022.

III POZIV DIONIČARIMA

1. Pravo sudjelovanja i glasovanja na glavnoj skupštini

Dioničar koji želi sudjelovati i ostvarivati svoja prava na Glavnoj skupštini mora:

- prijaviti svoje sudjelovanje na Glavnoj Skupštini u pisanom obliku (uključivo i elektroničkom poštom na ured.uprave@lenac.hr), pri čemu prijava mora prispjeti u Društvo najkasnije šest dana prije dana održavanja Glavne skupštine, pri čemu se dan prispijeća prijave u Društvo ne uračunava u taj rok,
- biti upisan u registru dionica Središnjeg klirinškog depozitarnog društva zaključno s posljednjim danom za prijavu za sudjelovanje na Glavnoj skupštini.

Obrazac prijave dostupan je na internet stranicama Društva www.lenac.hr.

2. Punomoć za zastupanje

Dioničare mogu zastupati opunomoćenici na temelju pisane punomoći, koja ne treba biti ovjerena kod javnog bilježnika, a koju izdaje dioničar odnosno u ime dioničara koji je pravna osoba, osoba koja ga je ovlaštena zastupati po zakonu.

Punomoć treba sadržavati naznaku punomoćnika, dioničara koji izdaje punomoć, ukupnu nominalnu vrijednost dionica, broj računa kod SKDD d.d., ovlasti da djeluje i glasuje u ime dioničara na glavnoj skupštini.

Punomoć je važeća za ovu sjednicu skupštine odnosno i za ponovljenu sjednicu, koja će se održati u dolje navedenom terminu u slučaju nedostatka kvoruma.
Obrazac punomoći dostupan je na internet stranicama Društva www.lenac.hr.

Društvo će onim dioničarima koji to iz bilo kojeg razloga nisu u mogućnosti učiniti sami, a bez posebnih troškova, osigurati opunomoćenike. Lista opunomoćenika Društva nalazi se na internet stranicama Društva www.lenac.hr.

3. Mogućnost glasovanja pisanim putem

Dioničar koji je uredno prijavio svoje sudjelovanje na Glavnoj skupštini, na istoj može glasovati i pisanim putem i to na način da prije ili za vrijeme održavanja Glavne skupštine, Društvu u njegovom sjedištu neposredno preda uredno popunjeni glasački listić ili da isti uputi Društvu preporučenom pošiljkom na adresu: Brodogradilište Viktor Lenac d.d., 51000 Rijeka, Martinšćica bb ili da isti dostavi elektroničkim putem na e-mail adresu Društva: ured.uprave@lenac.hr.
Obrazac glasačkog listića dostupan je na internet stranicama Društva www.lenac.hr.

4. Mogućnost dopune dnevnog reda

Dioničari koji zajedno imaju udjele u iznosu od dvadesetog dijela temeljnog kapitala društva, nakon što je sazvana skupština,

III INVITATION TO SHAREHOLDERS

1. Right to participate and vote at the General Assembly

The right to participate and vote at the General Assembly of the Company have shareholders who:

- have registered their participation in the General Assembly in writing (including via electronic means to the e-mail address ured.uprave@lenac.hr), where the registration form must be delivered to the Company no later than 6 (six) days before the day of the regular session of the General Assembly, whereby the day of receipt of the registration form by the Company is not included in that deadline;
- are entered in the register of shares of the Central Depository and Clearing Company as of the last day for registration for participation in the General Assembly.

The registration form is available on the Company's website www.lenac.hr.

2. Power of attorney

Shareholders may be represented by attorney based on a written power of attorney, which does not need to be notarized, issued by a shareholder or a person authorized by law to represent the shareholder that is a legal entity.

The power of attorney should contain an indication of the attorney, the shareholder issuing the power of attorney, the total nominal value of shares, the account number with the Central Depository and Clearing Company, the authority to act and vote on behalf of shareholders at the General Assembly.

The power of attorney is valid for this regular session of the General Assembly or for the repeated session, which shall be held in the term below in case of lack of quorum.
The power of attorney form is available on the Company's website www.lenac.hr.

The Company shall provide attorney to those shareholders who for any reason are not able to participate by themselves, without special costs. The list of the Company's attorneys can be found on the Company's website www.lenac.hr.

3. Possibility of voting in writing

Shareholders who have duly registered their participation in the General Assembly may also vote in writing by submitting a duly completed ballot to the Company by personal delivery at the Company's headquarters before or during the regular session of the General Assembly or by sending it to the Company by registered mail to the address: Brodogradilište Viktor Lenac d.d., 51000 Rijeka, Martinšćica bb or by submitting it electronically to the e-mail address of the Company: ured.uprave@lenac.hr.
The ballot form is available on the Company's website www.lenac.hr.

4. Possibility to supplement the agenda

Shareholders that together hold shares in the amount of one twentieth of the share capital of the Company, after the General zahtijevaju da se neki predmet stavi na dnevni red skupštine i da se objavi, uz svaki novi predmet na dnevnom redu mora se dati obrazloženje i prijedlog odluke. Zahtjev za stavljanje novog predmeta na dnevni red skupštine, društvo mora zaprimiti najmanje 30 dana prije održavanja skupštine.

U taj rok se ne uračunava dan prispijeća zahtjeva društvu. Propust navedenog roka ima za posljedicu da predložene točke dnevnog reda nisu valjano objavljene te se o njima na skupštini ne može odlučivati.

5. Mogućnost podnošenja protuprijedloga

Dioničari imaju pravo staviti protuprijedlog podnesenom prijedlogu odluke o nekoj točki dnevnog reda. Protuprijedlog s navođenjem imena i prezimena dioničara odnosno tvrtke dioničara, ako se radi o pravnoj osobi, i obrazloženja priopćit će se osobama navedenim u čl. 281 st. 1-3 Zakona o trgovačkim društvima, ako dioničar najmanje 14 dana prije održavanja skupštine dostavi društvu na adresu navedenu u ovom pozivu svoj protuprijedlog. Dan prispijeća protuprijedloga društvu ne uračunava se u ovaj rok od 14 dana. Ako se dioničar ne koristi navedenim pravom, to nema za posljedicu gubitak prava na stavljanje protuprijedloga na dan održavanja skupštine.
Navedeno se na odgovarajući način odnosi i na stavljanje prijedloga dioničara o izboru članova nadzornog odbora ili o imenovanju revizora društva.

6. Materijali i obavijesti dioničarima

Materijale i obavijesti za glavnu skupštinu Uprava Društva će omogućiti svim dioničarima u prostorijama sjedišta Društva (Ured Uprave), u Rijeci, Martinšćica bb, svakim radnim danom od 13-15 sati, počev od dana objave ovog poziva.

Poziv za glavnu skupštinu Društva objavljuje se i dostupan je svim dioničarima na internet stranici Društva www.lenac.hr, službenim stranicama HANFA i Zagrebačke burze.

Ako na sazvanoj glavnoj skupštini Društva ne bude postignut kvorum, pričuvna će se glavna skupština, s istim dnevnim redom, na istom mjestu, bez obzira na postojanje kvoruma i bez posebnog poziva i objave, održati dana 08.07.2022. god. u 13,00 sati.

Radi pravovremenog početka skupštine, molimo dioničare odnosno njihove punomoćnike da svoju prisutnost prijave najkasnije 10 minuta prije početka Skupštine.

Brodogradilište Viktor Lenac d.d.
Član Uprave
Sandra Uzelac

Assembly had been convened, may request that an item be placed on the agenda of the General Assembly and published. An explanation must be provided and decision must be proposed with each new item on the agenda. The request for placing a new item on the agenda of the General Assembly must be received by the Company at least 30 days before the day of the General Assembly.

The day of receipt of the request to the Company is not included in that deadline. If the stated deadline is omitted, the proposed item on the agenda shall be deemed as not being validly published and could not be submitted for adoption at the General Assembly.

5. Possibility to submit a counterproposal

Shareholders have the right to put a counterproposal to the submitted proposal for a decision on an item on the agenda. The counter-proposal stating the name and surname of the shareholder or the company of the shareholder, if it is a legal entity, and the explanations shall be communicated to the persons referred to in Article 281, paragraphs 1-3 of the Companies Act, if the shareholder submits such counter-proposal to the Company at least 14 days before the General Assembly session at the address specified in this invitation. The day of receipt of the counterproposal to the Company is not included in this period of 14 days. If the shareholder does not exercise this right, it does not result in the loss of the right to submit a counterproposal on the day of the General Assembly session.
This also applies to the proposal of shareholders on the election of members of the Supervisory Board or the appointment of the Company's auditor.

6. Materials and notices to shareholders

Materials and notifications for the Extraordinary General Assembly shall be provided by the Company's Management Board to all shareholders at the Company's headquarters (Management Board Office), in Rijeka, Martinšćica bb, every working day from 1 pm to 3 pm, starting from the day of this invitation.

The invitation to the regular session of the General Assembly of the Company is published and is available to all shareholders on the Company's website www.lenac.hr, the official website of HANFA and the Zagreb Stock Exchange.

If a quorum is not reached at the convened session, the repeated session, with the same agenda, at the same place, regardless of the existence of a quorum and without a special invitation and announcement, shall be held on 8 July 2022 at 1 pm.

For the timely commencement of the session, shareholders or their proxies are kindly requested to register their presence no later than 10 minutes before the beginning of the session.

Shipyard Viktor Lenac d.d.
Member of the Management Board
Sandra Uzelac