

EXPLANATION OF PROPOSED DECISIONS OF THE GENERAL ASSEMBLY

Ad 2) Explanation with the proposal for the election of the president of the General Assembly

Pursuant to the provisions of Article 27 of the Statute of Luka Rijeka d.d. the president of the General Assembly for each session of the General Assembly is elected by the General Assembly on the proposal of shareholders who together have shares representing at least 5% of the Company's share capital. Therefore, it is proposed to elect the president of the General Assembly, who will be proposed at the Assembly by the shareholder/s who meet the conditions prescribed by the Statute.

Ad 3) Annual financial statements of the Company and the consolidated annual financial statements of the Port of Rijeka Group for 2023, Annual Report of the Management Board on the condition of the Company and the Port of Rijeka Group for 2023 and the report of the Supervisory Board on the preformed supervision of the Company's operations in 2023.

Pursuant to the obligation under Article 280a, paragraph 1, item 2 of the Companies Act, Port of Rijeka informs the shareholders that pursuant to Article 300.d of the Companies Act, the Management Board and the Supervisory Board of Port of Rijeka have determined the annual financial statements of the Company and the consolidated annual financial statements of the Port of Rijeka Group for the year 2023 with the report and opinion of the authorized auditor. The Supervisory Board approved the annual financial statements and consolidated annual financial statements of the Company for 2023, and the General Assembly does not adopt any decision regarding these documents. The financial statements will be presented to the General Assembly together with the Annual Report of the Company Management Board on the status of the Company and the Port of Rijeka Group for the year 2023.

Pursuant to the obligation under Article 280a, paragraph 1, item 2 of the Companies Act, Port of Rijeka informs the shareholders that pursuant to Article 263, paragraph 3 and Article 300c of the Companies Act and Article 39, paragraph 2, indent 7 of the Statute of Port of Rijeka, the Supervisory Board submits a report to the General Assembly on the conducted supervision of the Company's business in 2023, but the General Assembly does not adopt any decision on this report.

The General Assembly does not adopt any decision regarding this item of the agenda.

Ad 4) Explanation with the proposed decision on the use of the Company's profits for the year 2023

Pursuant to Article 220, Paragraph 1, Item 1 of the Companies Act, the Management Board and the Supervisory Board propose to the General Assembly that the net profit for the year 2023 in the amount of EUR 1,003,883.00 be used to cover the loss carried over from previous years.

Ad 5) Explanation with the proposal of the decision on granting note of release to the members of the Management Board for the business year 2023.

Pursuant to the provisions of Article 275, paragraph 1, point 4 and Article 276 of the Companies Act and Article 18, paragraph 1, indent 3 of the Statute of Port of Rijeka, the Management Board and the Supervisory Board of the Company propose that the General Assembly adopts decision on

granting note of release to the members of the Management Board for the business year 2023. With this, it is proposed to the General Assembly to approve the manner of work of the Management Board in the business year 2023.

On granting note of release to an individual member of the Management Board of the Company can be voted separately, if so decided by the General Assembly or if requested by shareholders whose shares together constitute at least a tenth part of the Company's registered capital.

Ad 6) Explanation with the proposal of the decision on granting note of release to the members of the Supervisory Board for the business year 2023.

Pursuant to the provisions of Article 275, paragraph 1, point 4 and Article 276 of the Companies Act and Article 18, paragraph 1, indent 3 of the Statute of Port of Rijeka, the Management Board and the Supervisory Board of the Company propose that the General Assembly adopts decision on granting note of release to the members of the Supervisory Board for the business year 2023. With this, it is proposed to the General Assembly to approve the manner of work of the Supervisory Board in the business year 2023.

On granting note of release to an individual member of the Supervisory Board of the Company can be voted separately, if so decided by the General Assembly or if requested by shareholders whose shares together constitute at least a tenth part of the Company's registered capital.

Ad 7) Explanation with the proposal of the decision on approval of the Report on remuneration of members of the Management Board and members of the Supervisory Board in the business year 2023.

Pursuant to Article 272r of the Companies Act, the Management Board and the Supervisory Board prepared a Report on the remuneration of members of the Management Board and the Supervisory Board for 2023 and submitted it to the auditor for examination in accordance with the Act.

The Company's auditor, Kulić i Sperk d.o.o, examined the Report and issued an opinion on the compliance of the report with the requirements specified in Article 272.r paragraphs 1 and 2 of the Companies Act.

It is proposed to approve the revised Report because the Company believes that the remuneration of the members of the Management Board and the members of the Supervisory Board are appropriate for the engagement and the work they perform.

The revised Report on the receipts of members of the Management Board and members of the Supervisory Board for the year 2023 was published as an attachment to point 7 of the Invitation to this General Assembly.

Ad 8) Reasoning with the proposed decision on the approval of the Management Board members' receipts policy

In accordance with the amendments to the Companies Act from November 2023, the Policy of receipts for members of the Management Board must contain the determination of the maximum amount of receipts for the members of the Management Board.

The Supervisory Board harmonized the Remuneration Policy for the members of the Management Board with the amendments to the Companies Act and established the Remuneration Policy for the new four-year period and proposes to the General Assembly the approval of the said Policy.

The receipts policy for members of the Management Board is published as an attachment to point 8 of the Invitation to this General Assembly.

Ad 9) Reasoning with the proposed decision on confirmation of the Decision on receipts (remuneration for work) of members of the Supervisory Board

Based on Article 269, Paragraph 3 of the Companies Law, the Supervisory Board is obliged to determine the decision on remuneration for the members of the Supervisory Board and submit it to the General Assembly for approval, at least once every four years.

The General Assembly approved the decision on remuneration for the work of members of the Supervisory Board in 2020.

Considering the expiration of the four-year period, the Supervisory Board proposes to the General Assembly to confirm the decision on remuneration for the members of the Supervisory Board, in the same text in which it was approved in 2020. The proposed decision is published as an attachment to point 9 of the Invitation to this General Assembly.

Ad 10) Explanation with the proposal to appoint Company auditor

Pursuant to Article 280, paragraph 3 of the Companies Act and on the recommendation of the Audit Committee, the Supervisory Board proposes to the General Assembly to adopting a decision on appoint Kulić i Sperk d.o.o., Radnička cesta 52, 10000 Zagreb for the Company auditor for the business year 2024.

Ad 11) Explanation with the proposal to elect one member of the Supervisory Board

PORT ACQUISITION AS submitted a proposal for convening the General Assembly of the Company with a proposed agenda item for the election of one member of the Supervisory Board of the Company as proposed under item 11 of the agenda, at the proposal of PORT ACQUISITION AS the following is proposed for election:

- Ing. Martin Vozár, MBA, Leškova 6, 811 04, Bratislava, Slovak Republic, OIB: 42628226715

Mr. Vozár has long-standing and recognized expertise in financial planning, controlling and budgeting, formation and transformation of organizational culture, logistics and freight operations and strategic development.

Mr. Vozár is not a member of any supervisory board. He is the executive director of Effective Management Consulting s.r.o., Leškova 6, 811 04, Bratislava, Slovakia.

PORT ACQUISITION AS believes that the proposed candidate for the Supervisory Board will serve the interests of the Company with dedication.

LUKA RIJEKA d.d.