

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 Luka Rijeka Group for 2024, Annual Report of the Management Board on the condition of the Company and the Luka Rijeka Group for 2024 and the report of the Supervisory Board on the preformed supervision of the Company's operations in 2024.

Pursuant to the obligation under Article 280a, paragraph 1, item 2 of the Companies Act, Luka Rijeka d.d. informs the shareholders that pursuant to Article 300.d of the Companies Act, the Management Board and the Supervisory Board of the Luka Rijeka d.d. have determined the annual financial statements of the Company and the consolidated annual financial statements of the Luka Rijeka Group for the year 2024 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 2024, 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 Luka Rijeka Group for the year 2024.

Pursuant to the obligation under Article 280a, paragraph 1, item 2 of the Companies Act, Luka Rijeka d.d. 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 the Luka Rijeka, the Supervisory Board submits a report to the General Assembly on the conducted supervision of the Company's business in 2024, 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 2024

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 2024 in the amount of EUR 1.795.716,00 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 2024.

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 the Luka Rijeka d.d., 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 2024. With this, it is proposed to the General Assembly to approve the manner of work of the Management Board in the business year 2024.

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 2024.

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 the Luka Rijeka d.d., 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 2024. With this, it is proposed to the General Assembly to approve the manner of work of the Supervisory Board in the business year 2024.

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 2024.

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 2024 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 2024 was published as an attachment to point 7 of the Invitation to this General Assembly.

Ad 8) Explanation with the proposal for the appointment of the Audit Committee

The term of office of the members of the Audit Committee of the company Luka Rijeka d.d. Marin Mijolović, dipl. oec., from Rijeka, Antun Raspor Španca 3, prof. dr. sc. Alen Host, dipl. oec., from Kastav, Tometići 37 and prof. dr. sc. Vesna Buterin, dipl. oec., from Rijeka, Tenčićevo 13, expires on 31 August 2025.

In accordance with the provisions of Article 27 of the Statute of the company Luka Rijeka d.d., the Supervisory Board proposes to the General Assembly to re-appoint Marin Mijolović, dipl. oec., from Rijeka, Antun Raspor Španca 3, prof. dr. sc. Alen Host, dipl. oec., from Kastav, Tometići 37 and prof. dr. sc. Vesna Buterin, dipl. oec., from Rijeka, Tenčićevo 13, as members of the Audit Committee of the company Luka Rijeka d.d. for a period of three years, with the term starting on 1 September 2025.

Ad 9) 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 2025.

Ad 10) 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 10 of the agenda, at the proposal of PORT ACQUISITION AS the following is proposed for election:

Roman Kratochvil, dipl. ing., Nové Město, Pod Slovany č.p. 1903/7, Prague 2, Czech Republic, OIB: 02420833178.

Mr. Kratochvil is an experienced CFO with extensive experience in Central and Eastern Europe (CEE) countries, gained through leadership positions in seven multinational companies. He has a proven track record in leading restructuring and reorganization processes and in continuously improving financial operations. He has led multiple multicultural teams, managed processes to drive automation and simplify transactional financial processes. He is an expert in building and managing high-performance teams to achieve strategic and operational excellence.

Mr. Kratochvil is independent within the meaning of Article 255, paragraph 6 of the Companies Act, and is not a member of any supervisory board.

The election of Mr. Kratochvil as a member of the Supervisory Board does not achieve a balanced representation of women and men on the Supervisory Board. He holds the position of General Director, partner in the FMCG goods factory Beohemija in Zrenjanin.

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.