

Pursuant to Article 277, Paragraph 2, of the Companies Act, and according to the decision made on 28/10/2016 by the Management Board of the company INSTITUT IGH d.d. with the registered seat in Zagreb, Janka Rakuše 1, MBS: 080000959, OIB: 79766124714, (hereinafter referred to as: the Company), the Company's Management Board extends this invitation to the

GENERAL ASSEMBLY MEETING

of the Company, which will be held on 16/12/2016 at 12:00 p.m. (noon) at the Company's premises at Janka Rakuše 1, Zagreb.

The Company's General Assembly meeting will be held according to the following

Agenda:

Opening of the General Assembly meeting and establishment of the number of the Company's shareholders present or represented at this meeting.

2. Decision on the change of activity - an addition to the Company's activities
3. Decision on the changes of and additions to the Company's Articles of Association
4. Decision on the end of the Supervisory Board President's term in office for reasons of death
5. Decision on appointment of a Supervisory Board Member
6. Decision on empowering the Company's Management Board to acquire its own shares, with pre-emption of the right of priority when acquiring the Company's shares.

DECISION PROPOSALS:

Ad.2 The Management Board proposes that the following decision be made at the General Assembly meeting:

**"Decision on the change of activity - an addition to the activities
of the company INSTITUT IGH, d.d."**

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„Areas of business activities of the Company have been supplemented with the following activities:

- • air survey
- translation services
- real estate management and maintenance
- real estate brokerage
- real estate trade
- motor vehicle rental
- aircraft rental
- rental of yachts or boats with or without crew (charter)
- rental of vessels
- transport for own account
- inland road transport of passengers
- international road transport of passengers
- inland and international road transport of goods
- transport for own account
- organisation of seminars, courses, fairs, events, expositions, and concerts
- market research and public opinion polling
- purchase and sale of goods
- provision of services in trade
- trade agency services on domestic and international market

The area of business activity of the Company is modified by changing the name of activity for the purposes of harmonisation with new nomenclature:

the following is deleted: 45 civil engineering,

*civil engineering design (civil engineering design work for buildings, design of structures, design of water supply and drainage systems for buildings and design of external water supply and drainage schemes, design of roads,

*design of water engineering facilities, foundation work design, and other design work in construction industry

the following is inserted:

* design and construction of structures and technical supervision of construction work

II

This decision takes effect as of the day of its promulgation."

Ad.3 The Management Board proposes that the following decision be made at the General Assembly meeting:

"Decision on the changes of and additions to the Articles of Association of the company INSTITUT IGH, d.d."

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In Section IV. BUSINESS ACTIVITY, Article 5, Paragraph 1, the said Paragraph is changed and extended as follows:

- the following new Subparagraphs are added:
- air survey
- translation services
- real estate management and maintenance
- real estate brokerage
- real estate trade
- motor vehicle rental
- aircraft rental
- rental of yachts or boats with or without crew (charter)

- rental of vessels
- transport for own account
- inland road transport of passengers
- international road transport of passengers
- inland and international road transport of goods
- transport for own account
- organisation of seminars, courses, fairs, events, expositions, and concerts
- market research and public opinion polling
- purchase and sale of goods
- provision of services in trade
- trade agency services on domestic and international market

• the following Subparagraphs are deleted:

45 civil engineering,

*civil engineering design (civil engineering design work for buildings, design of structures, design of water supply and drainage systems for buildings and design of external water supply and drainage schemes, design of roads,

*design of water engineering facilities, foundation work design, and other design work in construction industry

the following Subparagraph is inserted:

* design and construction of structures and technical supervision of construction work

II

Article 20, Paragraph 1, of the Company's Articles of Association is modified and it now reads as follows:

(1) The General Assembly meeting is chaired by the president of the Supervisory Board. In case of his inability to attend, the president will appoint a Supervisory Board member or a third person, selected at his discretion, to chair the General Assembly meeting. If the president is prevented from chairing the General Assembly meeting, and if he has not appointed someone else, the General Assembly meeting will be chaired by the oldest Supervisory Board member present at the meeting.

III

In Article 28, Paragraph 2, of the Articles of Association, the Subparagraph 6 that reads: "appoint or recall procurators or general proxies" is deleted, and Subparagraphs 7, 8, and 9 become Subparagraphs 6, 7, and 8.

IV

In Article 29 of the Articles of Association, the following Paragraph 4 is added:

4. A person that is not a member of the Supervisory Board may take part in the work of the Supervisory Board's session instead of a member who is unable to attend, provided that such person has obtained to this effect a written power of attorney from the member who is unable to attend. The written power of attorney may also be given in electronic form.

V

Article 34, Paragraph 1, of the Company's Articles of Association is modified and it reads as follows:

The president of the Management Board shall represent the company independently and severally, while a Management Board member shall represent the Company together with another Management Board member, or together with a procurator. The Company's Management Board may attribute/revoke the procurator rights to/from one or several persons, and to specify internal limitations and their representation rights.

VI

Article 43. Paragraph 2, of the Articles of Association that reads: *The internal structure of the Company shall be defined, modified and expanded by the Supervisory Board, upon proposal of the Company Management Board*, is deleted in its entirety.

VII

Other provisions of the Company's Articles of Association shall remain unchanged.

VIII

These changes of and additions to the Articles of Association shall enter into force as from the day of their entry in the court register.

IX

The Supervisory Board is herewith authorised to prepare the consolidated text of these Articles of Association.

X

The Supervisory Board president is authorised herewith to sign the consolidated text of the Company's Articles of Association."

Ad. 4 The Supervisory Board proposes that the following decision be made at the General Assembly meeting:

"Decision on the end of the Supervisory Board President's term in office for reasons of death"

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It is established that the term in office of the president of the Supervisory Board, professor Jure Radić, Zagreb, Kozjak 50, OIB: 26241209982, was terminated on 10 September 2016 for reasons of death.

II

This decision takes effect as of the day of its promulgation."

Ad. 5 The Supervisory Board proposes that the following decision be made at the General Assembly meeting:

"Decision on appointment of a Supervisory Board Member"

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Žarko Dešković, MEng CE, Split, Ban Mladenova 2, OIB: 78923053725, is herewith appointed as a Supervisory Board Member for the term in office of 4 (four) years as from the date of promulgation of this decision.

II

The term in office of a Supervisory Board member is 4 years as from the day of his appointment.

III

The information on the membership of the Supervisory Board's member in supervisory or management boards of other companies and in other supervisory bodies in the country and abroad are also specified, as required pursuant to Article 281, Paragraph 1, of the Companies Act.

IV

At the moment of publication of this invitation Mr. Žarko Dešković, MEng CE is a member of the Supervisory Board of the company PODUZEĆE ZA CESTE SPLIT joint stock company, Dugopolje, Svetog Mihovila 1, OIB:37901994151.

V

This decision takes effect as of the day of its promulgation."

Ad.6 The Management Board proposes that the following decision be made at the General Assembly meeting:

**"Decision on empowering Management Board of the company INSTITUT IGH, d.d.
to acquire its own shares"**

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The General Assembly authorises herewith the Company's Management Board to acquire, depending on financial capabilities of the Company, its own shares by their purchase on the regulated securities market.

In addition, the Company's Management Board is authorised to acquire its own shares outside of the regulated securities market, and this through direct purchase.

The Company's Management Board is authorised to acquire its own shares so as to offer these shares for sale and/or to reward its employees and management and senior management officials of the Company and its associated companies. The Company has to acquire a prior approval from the Supervisory Board if it is to acquire its own shares for other purposes, all in compliance with the Companies Act.

The quantity of shares to be acquired by the Management Board, including the shares already acquired by the Company, must not exceed 10% (ten percent) of the Company's share capital.

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The lowest price to be paid per share must not be lower than 50% (fifty percent), and the highest price to be paid per share must not be higher than 20% (twenty percent) compared to the average market value of the share during ninety days immediately preceding the day on which the share is acquired.

In case there is no trade with the Company's shares on the regulated securities market during 90 days immediately preceding the day on which the shares are acquired, the lowest price to be paid per share must not be lower than 50% (fifty percent), and the highest price to be paid per share must not be higher than 20% (twenty percent) compared to the average market value of the share during ninety days immediately preceding the day on which the share was last traded with on the regulated securities market.

III

The Company's Management Board is entitled to use its shares acquired based on this decision without requiring any further decision from the Company's and, at that, this decision excludes the pre-emption right of the existing shareholders when acquiring and using company shares.

IV

This authorisation expires within 5 (five) years counting from the promulgation of this decision.

This decision comes into force on the day of its promulgation, and shall remain in force during validity of the authorisation given through this decision."

Invitation to shareholders

Shareholders are invited to participate in the work of the General Assembly.

Each and every shareholder of the Company has the right to come to and participate in the work of the General Assembly, and this either personally or by representative or proxy and, in this respect, he has to submit to the Company a written application for participation in the work of General Assembly no later than 6 days before the General Assembly meeting, at the following address: Janka Rakuše 1, 10000 Zagreb, contact person: Ms. Marijana Horvat.

Each shareholder having one or more Company's shares at his/her intangible securities account kept at the Central Depository & Clearing Company is considered to be a Company's shareholder.

Each shareholder may also use his/her voting rights at the General Assembly meeting by electing a proxy/attorney. If a shareholder elects more than one proxy/attorney to act on his/her behalf, then the Company has the right to refuse one or several proxies/attorneys nominated in this way. The power of attorney must be prepared in written form and must contain information about the proxy, information about the shareholder who delivers the power of attorney, total nominal value of shares, number of votes the shareholder has, authorization to act on behalf of shareholder at the General Assembly meeting, date on which the power of attorney is issued, and the shareholder's signature. This power of attorney can also be submitted to the Company in electronic form, in PDF format, and via e-mail (IR@igh.hr). The above mentioned application submittal deadline does not limit in any way the right of the shareholder or his attorney/proxy with regard to the timeframe for submittal of the power of attorney. In fact, the latter may be delivered to the Company at any time prior to the start of the General Assembly meeting.

The following forms will be available at the Company's web site as of the day the invitation to the general Assembly Meeting is made public: invitation to the General Assembly meeting, application for participation at the General Assembly meeting, recommended power of attorney form, recommended form for revocation of the existing power of attorney, and all other information as required according to Article 280 of the Companies Act. Shareholders may consult all available written materials on every working day from 9:30 to 13:30 hours in the period starting on the day the invitation to the General Assembly meeting is published and ending one day before the date on which the General Assembly meeting is held.

Each shareholder shall bear the costs incurred by him/her because of participation in the General Assembly meeting. The Company shall bear the costs relating to the organization and holding of the General Assembly meeting.

Shareholders who together hold shares amounting to twenty percent of the Company's equity capital may request that an additional issue/topic is included in the agenda of the

General Assembly meeting, and that such information is made public. However, a justification of the issue/topic and the relevant decision proposal shall be given with every new issue to be included in the agenda. The request for adding a new issue/topic to the agenda must be received by the Company no less than 30 days before the date on which the General Assembly meeting is to be held. This time period does not include the day on which the request has been received by the Company.

Shareholders wishing to formulate their counterproposals to the decision proposals given by the Management Board and Supervisory Board, must do so no less than 14 (fourteen) days before the General Assembly meeting, and this by submitting their justified counterproposals to the Company's address: INSTITUT IGH, d.d., Janka Rakuše 1, 10000 Zagreb, to the attention of: Ms. Marijana Horvat. The day on which the proposal has been received by the Company is not included in this time period.

INSTITUT IGH, d.d.
President of the Management Board:

Ivan Paladina