

SKLIC SKUPŠČINE DELNIČARJEV

CONVOCATION OF SHAREHOLDERS MEETING

Na podlagi zahteve delničarja GADDOEL HOLDINGS LIMITED, organizirane po Ciprskem pravu, s sedežem na Pandoras 21, Hadjimatheou-Yiannouri, 2nd floor, Flat/Office 10, 6042 Larnaca, Republika Ciper, uprava družbe Javna razsvetljava d.d. sklicuje 2. Skupščino družbe Javna razsvetljava d.d. v 2018 (v nadaljevanju "družba"),

Based on the request of shareholder GADDOEL HOLDING LIMITED established under the laws of the Republic of Cyprus, with its seat in Pandoras 21, Hadjimatheou-Yiannouri, 2nd floor, Flat/Office 10, 6042 Larnaca, Republic of Cyprus, Management board of the company Javna razsvetljava d.d. hereby convenes 2. Shareholders meeting of Javna razsvetljava d.d. in 2018 (hereinafter: "Company")

ki bo dne 25.10.2018 ob 10 uri,

That shall be held on 25 October 2018 at 10 am

V prostorih notarke Marine Ružič Tratnik, na naslovu Šmartinska cesta 111, 1000 Ljubljana.

In the premises of public notary Marina Ružič Tratnik, with its business premises in 1000 Ljubljana, Šmartinska cesta 111

Dnevni red:

1. Otvoritev skupščine, ugotovitev prisotnosti in izvolitev organov skupščine.
2. Razprava o rezultatih poslovanja nekdanje uprave in o vplivih na družbo.

Agenda:

1. Opening of the Shareholders meeting, confirmation of presence and nomination of Shareholders meeting officers.
2. Discussion on the results of the former managements's business and its implications on company.

Predlogi sklepov:

Proposal of the decisions:

Sklep k 1. točki dnevnega reda:

Decision re Section 1 of the Agenda

- (1) Ugotovi se, da sta na skupščini prisotna delničarja družbe

- (1) It is hereby confirmed that following shareholders are present:



GADDOEL HOLDINGS LIMITED, organizirana po Ciprskem pravu, s sedežem na Pandoras 21, Hadjimatheou-Yiannouri, 2nd floor, Flat/Office 10, 6042 Larnaca, Republika Ciper, in FROZARIA LIMITED, organizirana po ciperskem pravu, s sedežem na Themistokli Dervi 5, Elenion Building, 1066, Nicosia, Republika Ciper, ki skupaj predstavlja 100 (sto) % glasovalnih pravic.

- (2) Za predsednika skupščine se izvoli g. Igor Hržić.

representative of GADDOEL HOLDINGS LIMITED, established under the laws of the Republic of Cyprus, with its seat in Pandoras 21, Hadjimatheou-Yiannouri, 2nd floor, Flat/Office 10, 6042 Larnaca, Republic of Cyprus and representative of FROZARIA LIMITED, established under the laws of the Republic of Cyprus, with its seat in Nicosia, Republic of Cyprus, at Themistokli Dervi 5, Elenion Building, 1066, jointly representing 100 (one hundred) % of voting rights.

- (2) Igor Hržić is hereby confirmed as the president of the Shareholders meeting.

K 2. točki dnevnega reda:

Predlagani sklep k 2. Točki dnevnega reda in njegova utemeljitev je vsebovana v zahtevi za sklic skupščine delničarjev delničarja GADDOEL HOLDINGS LIMITED z dne 8.8.2018 z oznako G/28 in kot tak priloga tega sklica.

Decision re Section 2 of the Agenda

The proposed decision to the Section 2 of the Agenda and its argumentation is contained in the request for convocation of the general shareholders meeting of the shareholder GADDOEL HOLDINGS LIMITED dated 8/8/2018 and as such an annex to this convocation.

Informacija za delničarje:

Dostop do gradiva za skupščino, predlogov sklefov z obrazložitvijo in informacij v zvezi s skupščino

Information for the shareholders:

Availability of materials for the Shareholders meeting, proposals of the decision and information related to the Shareholders meeting

Gradivo za skupščino oz. predlogi sklefov z obrazložitvami in drugimi gradivi iz drugega odstavka 297.a člena ZGD-1, je na vpogled delničarjem družbe na sedežu družbe, Ljubljana, Litija c. 263, 1261 Ljubljana Dobrunje, vsak delovni dan od dneva odpošiljanja tega sklica delničarjem po pošti, v skladu s 6. Odstavkom 296. člena

Materials for the Shareholders meeting namely proposals of the decision with corresponding argumentation and other materials as specified by Article 297.a of ZGD-1 are available at the registered seat of the Company in Ljubljana, *Litija c. 263, 1261 Ljubljana Dobrunje, from 13:00 to 15:00 each working day, starting from the*



ZGD-1 sklica, do dneva zasedanja skupščine od 13:00 do 15:00 ure. Zaradi izvedbe nemotenega vpogleda, delničarja prosimo za predhodno najavo vpogleda vsaj en delovni dan vnaprej na info@jr-lj.si.

date of dispatching this convocation to the shareholders pursuant to paragraph 6 of Article 296 of ZGD-1, up to Shareholders meeting. For the purpose of conducting a smooth insight, we ask the shareholder for a prior announcement of the visit at info@jr-lj.si at least 1 working day before the visit.

Zahteve in predlogi delničarjev

Delničarji, katerih skupni deleži dosegajo dvajsetino osnovnega kapirala, lahko v sednih dneh od odpošiljanja tega sklica skupščine pisno zahtevajo dodatno točko dnevnega reda. Zahtevi morajo v pisni obliki priložiti predlog sklepa, o katerem naj skupščina odloča, ali če skupščina pri posamezni točki dnevnega reda ne sprejema sklepa, obrazložitev točke dnevnega reda. Uprava družbe bo v skladu s tretjim odstavkom 298. Člena ZGD-1 doponila tiste dodatne točke dnevnega reda, glede katerih bodo delničarji zahteve poslali družbi najpozneje sedem dni po odpošiljanju tega sklica skupščine.

Delničarji lahko k vsaki točki dnevnega reda v pisni obliki dajejo pisne predloge sklepov in volilne predloge. Uprava družbe bo na enak način kot ta sklic skupščine, odposlala dodatne predloge delničarjev, ki (i) bodo poslani družbi v sedmih dneh po odpošiljanju tega sklica skupščine, (ii) ki bodo razumno utemeljeni in (iii) za katere bo predlagatelj pri tem sporočil, da bo (iiia) na skupščini ugovarjal predlogu uprave ali nadzornega sveta in da (iiib) bo druge delničarje pripravil do tega, da bodo glasovali za njegov predlog. Predloga o volitvah delničarju skladno s 301. členom ZGD-1 ni potrebno utemeljiti. Predlog delničarja se sporoči na način iz 296. Člena

Request and proposals of the shareholders

Shareholders holding 1/20 of the share capital are entitled to request amendment to the agenda within 7 days following the dispatch of this convocation. Respective requests should contain proposal of the decision which should be passed by the Shareholders meeting or if the Shareholders meeting shall not vote for respective decision, argumentation for the removal of the respective section of the agenda. Management of the Company shall, as prescribed by Article 298 of ZGD-1, amend the Shareholders meeting agenda only with proposals that will received by the Company within 7 days following the dispatch of this convocation.

In regard to each Section of the Shareholders' meeting agenda, the Shareholders are entitled to provide written decision proposals and voting suggestions. Management board shall dispatch those proposals in the same way as this announcement was dispatched, but exclusively for those proposals which (i) were received by the Company within 7 days following the dispatch of this convocation, (ii) if those proposals were reasonably elaborated and (iii) if the submitter confirmed that (iiia) it intends to oppose the proposal of the management board and/or the supervisory board members and (iiib) will prepare all other shareholders to vote for its proposal.



ZGD-1 le, če je delničar v sedmih dneh po odpošiljanju tega sklica skupščine poslal družbi razumno utemeljen predlog.

Voting proposal does not have to be elaborated, as prescribed by Article 301 of ZGD-1. Exclusively reasonably elaborated Shareholder's proposal, dispatched within the 7 days following the dispatch of this convocation, shall be announced and reported in accordance with Article 296 of ZGD-1.

Delničarjeva pravica do obveščenosti

Delničarji lahko na skupščini postavljajo vprašanja in zahtevajo podatke o zadevah družbe, če so potrebni za presojo dnevnega reda ter izvršujejo svojo pravico do obveščenosti v skladu s 1. odstavkom 305. Člena ZGD-1.

Notification entitlement of the Shareholder

Shareholders are entitled to submit questions and request information about the business of the Company on the Shareholders meeting, if such are required regarding the agenda and if they are within the rights granted by Article 305 Paragraph 1 of the ZGD-1-

Pogoji za udeležbo na skupščini in uresničevanje glasovalne pravice

Skupščine se lahko udeležijo in na njej uresničujejo glasovalno pravico le tisti delničarji, ki prijavijo svojo udeležbo na skupščini tako, da uprava prejme njihovo prijavo najpozneje konec četrtega dne pred skupščino in ki so kot imetniki delnic vpisani v centralnem registru nematerializiranih vrednostnih papirjev konec četrtega dneva pred skupščino. Prijava se pošlje po pošti na naslov Družbe, Litijska c. 263, 1261 Ljubljana – Dobrunje. Upoštevane in veljavne bodo samo prijave z originalnimi podpisi.

Conditions for attending the Shareholders meeting and for voting

Exclusively those shareholders which shall notify their attendance on the meeting at last by the end of 4th day before the Shareholders meeting and which held shares according to the central registry of dematerialised shares at the end of the 4th day before the Shareholders meeting, are entitled to attend the Shareholders meeting and exercise their voting right. Notification should be sent by the courier to the registered seat of the Company, Litijska c. 263, 1261 Ljubljana-Dobrunje. Only the originally signed notifications shall be considered as valid.

Vsek delničar, ki ima pravico do udeležbe na skupščini, lahko imenuje pooblaščenca, da se v njegovem imenu udeleži skupščine in uresničuje njegovo glasovalno pravico. Pooblastilo mora biti pisno in ga je potrebno predložiti družbi, kjer ostane

Each shareholder entitled to attend the Shareholders meeting is entitled to authorize its representative by the PoA to participate on its behalf and exercise its voting right. PoA should be written and should be provided to the Company for its



shranjeno. Delničarji lahko pooblastilo na enak način, kot so ga podali, do dneva skupščine kadarkoli prekličejo.

safekeeping. Each Shareholder is entitled to revoke the PoA under the same terms and conditions up to the date of Shareholders meeting.

Priloge:

- kot v sklicu

Annex:

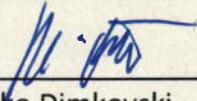
- as in convocation

Ljubljana, 20/9/2018



Igor Hržič,

Predsednik uprave/President of the management board



Marko Dimkovski,

član uprave/Member of the management board

JAVNA RAZSVETJAVA, d.d.

LJUBLJANA
Litljska cesta 263
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