

SKLIC SKUPŠČINE DELNIČARJEV	CONVOCATION OF SHAREHOLDERS MEETING
<p>Uprava družbe Javna razsvetjava d.d. sklicuje 3. skupščino družbe Javna razsvetjava d.d. v 2019 (v nadaljevanju "družba"),</p> <p>ki bo dne 13.1.2020 ob 11 uri,</p> <p>v prostorih notarke Marine Ružič Tratnik, na naslovu Šmartinska cesta 111, 1000 Ljubljana.</p> <p>Dnevni red:</p> <ol style="list-style-type: none"> 1. Otvoritev skupščine, ugotovitev prisotnosti in izvolitev organov skupščine 2. Imenovanje novega člana nadzornega sveta 3. Seznanitev z revidiranim letnim poročilom družbe za poslovno leto 2018 in podelitev razrešnice organom vodenja in nadzora družbe za poslovno leto 2018 4. Imenovanje revizorja družbe za poslovno leto 2019 	<p>The Management Board of Javna razsvetjava d.d. convenes the 3rd General Meeting of Javna razsvetjava d.d. in 2019 (hereinafter referred to as "the Company"),</p> <p>to be held on 13 January, 2020 at 11.00 am,</p> <p>at the premises of notary public Marina Ružič Tratnik, at Šmartinska cesta 111, 1000 Ljubljana.</p> <p>Agenda:</p> <ol style="list-style-type: none"> 1. The opening of the General Meeting, the establishment of presence, and the election of the bodies of the General Meeting 2. Appointment of a new member of the Supervisory Board 3. Taking note of the audited annual report of the Company for the financial year 2018, and granting discharge to the management and supervisory bodies of the Company for the financial year 2018 4. Appointment of the Company's auditor for the 2019 financial year

<p>5. Povečanje osnovnega kapitala družbe z novimi stvarnimi in denarnimi vložki in razveljavitev sklepa o povečanju osnovnega kapitala z dne 11.7.2018.</p> <p>Predlogi sklepov:</p> <p><u>Predlog sklepa k 1. točki dnevnega reda:</u></p> <p>(1) Ugotovi se, da sta na skupščini prisotna delničarja družbe 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.</p> <p>(2) Za predsednika skupščine se izvoli g. Armana Koitnika.</p> <p><u>Predlog sklepa k 2. točki dnevnega reda (na predlog delničarja FROZARIA LIMITED):</u></p> <p>Za člana nadzornega sveta družbe se imenuje g. Igor Hržić. Nadzorni svet družbe z novim imenovanjem deluje v 4-članski sestavi.</p> <p><u>Predlog sklepa k 3. točki dnevnega reda:</u></p>	<p>5. Increase of the share capital of the Company with new cash and non-cash contributions and annulment of the shareholders decision dated July 11, 2018 to increase the share capital.</p> <p>Proposed Decisions:</p> <p><u>Proposed decision to point 1 of the Agenda:</u></p> <p>(1) Shareholders of the Company, GADDOEL HOLDINGS LIMITED, organised under Cypriot law, with registered offices at Pandoras 21, Hadjimatheou-Yiannouri, 2nd floor, Flat/Office 10, 6042 Larnaca, Republic of Cyprus, and FROZARIA LIMITED, organised under Cypriot law, with registered offices at Themistokli Dervi 5, Elenion Building, 1066, Nicosia, Republic of Cyprus, which together represent 100 (one hundred)% of the voting rights are found to be present at the General Meeting.</p> <p>(2) Mr. Arman Koitnik is elected President of the General Meeting.</p> <p><u>Proposed decision to point 2 of the Agenda (proposal of shareholder FROZARIA LIMITED):</u></p> <p>1.) Mr. Igor Hržić is appointed as Member of the Supervisory Board. With the new appointment, the Company's Supervisory board shall consist 4 members.</p> <p><u>Proposed decision to point 3 of the Agenda:</u></p>
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<p>1) Skupščina se seznani z revidiranim poročilom družbe za poslovno leto 2018.</p> <p>2) Bilančni dobiček družbe, ki po stanju na dan 31.12.2018 znaša 411.499 EUR, ostane nerazporejen in se bo o njegovi uporabi odločalo v naslednjih poslovnih letih.</p> <p>3) Skupščina potrdi in odobri delo članoma uprave družbe v letu 2018 g. Igorju Hržiću in g. Marku Dimkovskemu in članom nadzornega sveta družbe v letu 2018 g. Williamu Fawkner-Corbettu, g. Igorju Hržiću, g. Dejanu Smuku in g. Tomaszu Plocienniku in jim s tem podeljuje razrešnico. Skupščina ne podeljuje razrešnice članoma uprave Goranu Bojoviću in Stanku Furlanu.</p>	<p>1) The General Meeting takes note of the Company's audited report for the financial year 2018.</p> <p>2) The Company's distributable profit, which amounts to EUR 411,499 as at 31 December 2018, remains undistributed and will be decided about its use in next financial years.</p> <p>3) The General Meeting confirms and approves the work of the Members of the Management Board of the Company in 2018, Mr. Igor Hržić and Mr. Marko Dimkovski, and the Members of the Supervisory Board of the Company in 2018, Mr. William Fawkner-Corbett, Mr. Igor Hržić, Mr. Dejan Smuk, and Mr. Tomasz Plociennik, and hereby grants them discharge. The General Meeting does not grant discharge to the Members of the Management Board Goran Bojović and Stanko Furlan.</p>
<p><u>Predlog sklepa k 4. točki dnevnega reda:</u></p> <p>Na predlog Nadzornega sveta, se sklep glasi:</p> <p>Za revizorja družbe za poslovna leta 2019, 2020 in 2021 se imenuje PRICEWATERHOUSE-COOPERS podjetje za revizijo in druge finančno računovodske storitve, d.o.o., Cesta v Kleče 15, 1000 Ljubljana, matična številka: 5717159000.</p>	<p><u>Proposed decision to point 4 of the Agenda:</u></p> <p>At the proposal of the Supervisory Board, the Decision reads as follows:</p> <p>The Company's auditor for the 2019, 2020 and 2021 financial years is PRICEWATERHOUSE-COOPERS, Audit and Other Financial and Accounting Services Company, d.o.o., Cesta v Kleče 15, 1000 Ljubljana, registration number: 5717159000.</p>
<p><u>Predlog sklepa k 5. točki dnevnega reda:</u></p> <p>1) Osnovni kapital družbe, ki trenutno znaša 2.700.000,00 EUR se poveča s stvarnimi in z denarnimi vložki, in sicer skupno za najmanj 1.577.961,00 EUR in največ 1.876.291,00 EUR, tako da znaša osnovni kapital družbe po povečanju najmanj</p>	<p><u>Proposed decision to point 5 of the Agenda:</u></p> <p>1) The share capital of the Company, currently amounting to EUR 2,700,000.00 is increased by non-cash and cash contributions, by a minimum of EUR 1,577,961.00 EUR and a maximum of EUR 1,876,291.00 EUR, such that the share capital of the Company after the increase</p>

<p>5) Nove delnice se vpisujejo z izpolnitvijo in podpisom vpisnega potrdila, na mestu, ki ga bo v pozivu za vpis in vplačilo delnic določila uprava družbe, in se vplačajo s prenosom predhodno navedenih stvarnih vložkov na družbo oziroma v denarju na denarni račun družbe, naveden v vpisnem potrdilu.</p> <p>Za denarni vložek je namenjenih največ 298.330 delnic, s pripadajočim osnovnim kapitalom največ 298.330,00 EUR in s skupno emisijsko vrednostjo največ 1.157.520,40 EUR.</p> <p>6) Uprava družbe bo objavila na spletni strani AJPES in poslala s priporočenim pismom poziv delničarjem za vpis in vplačilo novih delnic, z navedenim rokom za vpis in vplačilo novih delnic, ki ne bo krajši od 15 dni od dneva objave poziva (prvi krog). V prvem krogu bo imela vsaka od upravičenih oseb (prim. 4 odstavek tega sklepa) pravico do vpisa in vplačila delnic v sorazmerju z njegovim deležem v osnovnem kapitalu. Delnice, katere v prvem krogu ne bodo vpisane in vplačane (z denarnimi ali nedenarnimi vložki), so lahko v drugem krogu ponujene samo osebi/am, ki je/so v prvem krogu vpisala/e in vplačala/e nove delnice, pri čemer v drugem krogu ne velja prednostna pravica do vpisa novih delnic. Uprava družbe bo rok za vpis in vplačilo delnic v drugem krogu, ter druge pogoje vpisa in vplačila delnic v drugem krogu, določila v pozivu za vpis in vplačilo delnic v drugem krogu, ki bo objavljen in sporočen na enak način, kot poziv za prvi krog.</p>	<p>decision is the day without right (<i>dan brez upravičenja</i>).</p> <p>5) New shares shall be <i>subscribed</i> by completing and signing the subscription certificate, at a place to be specified by the Management Board of the company in the call for subscription and payment of shares, and <i>shall be paid</i> by transferring the abovementioned non-cash contributions to the company or by payment of cash to the bank account specified in the subscription certificate.</p> <p>A maximum of 298,330 shares is intended for cash contribution, with a corresponding share capital of a maximum of EUR 298,330.00 and an issue value of a maximum of EUR 1,157,520.40.</p> <p>6) The Management Board of the Company will publish on the AJPES website and send by registered letter the invitation to shareholders for subscription and payment of new shares, with a specified deadline for subscription and payment of new shares, for the date not less than 15 days from the date of announcement of the invitation (first round). In the first round, each of the eligible persons (cf. paragraph 4 of this decision) will have the right to subscribe and pay in shares in proportion to its share in the share capital. Shares that will not be subscribed and paid (by cash or non-cash contributions) in the first round can be offered in the second round only to the person/s who subscribed and paid in for the new shares in the first round; pre-emptive right for subscription of new shares in the second round does not apply. The Management Board of the company will set the deadline for subscription and payment of shares in the second round, as well as other conditions for subscription and payment of shares in the second round, in the invitation to shareholder/s for subscription and payment of shares in the second round, which will be announced and</p>
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	<p>7.) Vse novo izdane delnice dajejo njihovim imetnikom enaka upravičenja in pravice, kot že izdane delnice istega razreda, in sicer vsaka daje delničarju (i) pravico do udeležbe pri upravljanje družbe (enega glasu pri glasovanju na skupščini), (ii) pravico do sorazmernega dela dobička, ki je namenjen za izplačilo delničarjem, in (iii) pravico do sorazmernega dela iz preostanka stečajne ali likvidacijske mase.</p> <p>8.) Nove delnice bodo izdane v nematerializirani obliki in vpisane v register pri KDD – Centralno klirinško depotni družbi, d.d. po vpisu povečanja osnovnega kapitala v sodni register.</p> <p>9.) Povečanje osnovnega kapitala v skladu s tem sklepom se šteje za uspešno, če bo vpisanih in vplačanih najmanj 1.577.961 novih delnic najkasneje v roku 60 dni od dneva sprejema tega sklepa na skupščini. Če pogoj iz prejšnjega stavka ni izpolnjen, se šteje povečanje osnovnega kapitala v skladu s tem sklepov za neuspešno in postane sklep o povečanju osnovnega kapitala za delničarja/e in družbo neobvezujoč. Delničarji bodo obveščeni o izidu povečanja osnovnega kapitala v skladu z določili statuta družbe.</p> <p>10.) V primeru uspešnega povečanja osnovnega kapitala družbe se statut družbe ustrezzo spremeni. Nadzorni svet družbe je pooblaščen za sprejem sprememb in dopolnitev statuta družbe zaradi uskladitve njegovega besedila z izvedenim povečanjem osnovnega kapitala na podlagi tega sklepa.</p> <p>11.) V primeru neuspešnega povečanja osnovnega kapitala bo družba vplačane denarne zneske morebitnih vplačil vrnila vplačniku v roku 8 dni od ugotovitve neuspešnega vpisa in vplačila, prav tako pa</p>	<p>communicated in the same manner as the invitation for the first round.</p> <p>7.) All newly issued shares give their holders the same entitlements and rights as previously issued shares of the same class, more specifically each newly share gives the shareholder (i) the right to participate in the management of the company (one voice on the shareholders meeting; (ii) the right to participate in the profits (dividend); and (iii) the right to the corresponding part of assets remaining after the winding-up or bankruptcy of the company.</p> <p>8.) New shares shall be issued in dematerialised form and registered with the KDD d.d. – Centralno klirinško depotni družbi, after entry of the share capital increase in the court register.</p> <p>9.) The increase of share capital under this decision shall be considered successful if at least 1,577,961 new shares are subscribed and paid up within 60 days after the date of adoption of this decision at the general meeting. If the condition of the preceding sentence is not fulfilled, the increase of share capital in accordance with these decision is considered unsuccessful and the decision on increase of share capital for the shareholder/s and the company becomes non-binding. Shareholders will be informed of the outcome of the increase of share capital in accordance with the provisions of the company's Articles of association.</p> <p>10.) In case of successful increase of the share capital of the Company, the Articles of Association of the Company are to be amended accordingly. The Supervisory Board of the Company is authorised to adopt amendments to the Articles of Association to align its text with the increase in share capital.</p> <p>11.) In case of unsuccessful increase of the share capital, the company will return the paid amounts of any payments to the payer</p>
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<p>se bodo v takem primeru šteli prenos stvarnih vložkov na družbo brez učinka.</p> <p>12.) Razveljavlji se sklep skupščine o povečanju osnovnega kapitala z denarnimi vložki, vsebovan v notarskem zapisniku skupščine z dne 11.07.2018, opr. št. SV 1025/2018 - k drugi točki dnevnega reda – vpisan v sodnem registru pod opr. št. vpisa Srg 2018/31138.</p>	<p>within 8 days from the establishing of the unsuccessfulness of increase of the share capital, and in that case transfers of non-cash contributions to the company will be considered ineffective.</p> <p>12.) The resolution of the General Meeting on the increase of share capital with cash contributions, contained in the notary minutes of the General Meeting of 11 July 2018, ref. no. SV 1025/2018 - to the second item on the agenda - entered in the court register under entry ref. no. Srg 2018/31138, shall be annulled.</p>
<p>Informacija za delničarje:</p> <p><u>Dostop do gradiva za skupščino, predlogov sklepor z obrazložitvijo in informacij v zvezi s skupščino</u></p> <p>Gradivo za skupščino oz. predlogi sklepor z obrazložitvami in drugimi gradivi iz drugega odstavka 297.a člena ZGD-1, je na vpogled delničarjem družbe na sedežu družbe, Ljubljana, Litijska c. 263, 1261 Ljubljana Dobrunje, vsak delovni dan od dneva odpošiljanja tega sklica delničarjem po pošti, v skladu s 6. odstavkom 296. člena 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.</p>	<p>Shareholder information:</p> <p><u>Access to the General Meeting materials, proposals of Decisions with statement of reasons, and information relating to the General Meeting</u></p> <p>General Meeting materials or proposals for Decisions with statements of reasons and other materials referred to in the second paragraph of Article 297a of the Companies Act (ZGD-1) are available for advice to the shareholders of the Company at the registered office of the Company, Ljubljana, Litijska c. 263, 1261 Ljubljana Dobrunje, every business day from the date of dispatch of this notice to the shareholders by mail, in accordance with paragraph 6 of Article 296 of the ZGD-1 until the date of the General Meeting from 1:00 pm to 3:00 pm. In order to ensure smooth advice transfer, we ask the shareholder to pre-announce the advice at least one business day in advance at info@jr-lj.si.</p>
<p><u>Zahteve in predlogi delničarjev</u></p> <p>Delničarji, katerih skupni deleži dosegajo dvajsetino osnovnega kapitala, lahko v sedmih dneh od odpošiljanja tega sklica skupščine pisno zahtevajo dodatno točko dnevnega reda. Zahtevi morajo v pisni obliki priložiti predlog sklepa, o katerem naj</p>	<p><u>Shareholder Requests and Proposals</u></p> <p>Shareholders whose total holdings reach one-twentieth of the share capital may request an additional agenda item in writing within seven days of dispatch of this Convocation of the General Meeting. The proposal of the decision to be decided by the</p>

<p>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 dopolnila tiste dodatne točke dnevnega reda, glede katerih bodo delničarji zahteve poslali družbi najpozneje sedem dni po odpošiljanju tega sklica skupščine.</p> <p>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, odsposlala 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 ZGD-1 le, če je delničar v sedmih dneh po odpošiljanju tega sklica skupščine poslal družbi razumno utemeljen predlog.</p>	<p>General Meeting must be attached to the request in writing, or if the General Meeting does not adopt a decision on a particular item, an explanation of the agenda item. In accordance with paragraph four of Article 298 of the Companies Act (ZGD-1), the Management Board of the Company shall supplement those additional items on the agenda for which shareholders shall send their requests to the Company not later than seven days after the dispatch of this Convocation of the General Meeting.</p> <p>Shareholders may submit written decision and voting proposals to each item on the agenda. The Management Board will, in the same manner as this Convocation of the General Meeting, send additional proposals of the shareholders, which (i) will be sent to the Company within seven days after the dispatch of this Convocation of the General Meeting, (ii) will be reasonably substantiated, and (iii) for which the proposer will announce that (iiia) he or she will object to the proposal of the Management Board or the Supervisory Board, and that (iiib) he or she will prepare the other shareholders to vote in favour of his/her proposal. In accordance with Article 301 of the Companies Act (ZGD-1), the voting proposals do not need to be substantiated by the shareholder. The proposal of the shareholder shall be communicated in the manner specified in Article 296 of the Companies Act (ZGD-1) only if the shareholder has sent a reasonably substantiated proposal to the Company within seven days of dispatch of this Convocation of the General Meeting.</p>
<p><u>Delničarjeva pravica do obveščenosti</u></p> <p>Delničarji lahko na skupščini postavljajo vprašanja in zahtevajo podatke o zadevah družbe, če so potrebni za presojo dnevnega reda ter izvršujejo svojo pravico do</p>	<p><u>Shareholder's right to be informed</u></p> <p>Shareholders may ask questions at the General Meeting and request information on the matters of the Company if they are necessary for the assessment of the agenda</p>

<p>obveščenosti v skladu s 1. odstavkom 305. člena ZGD-1.</p> <p><u>Pogoji za udeležbo na skupščini in uresničevanje glasovalne pravice</u></p> <p>Skupščine se lahko udeležijo in na nej 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, Litajska c. 263, 1261 Ljubljana – Dobrunje. Upoštevane in veljavne bodo samo prijave z originalnimi podpisi.</p>	<p>and exercise their right to be informed in accordance with paragraph 1 of Article 305 of the ZGD-1.</p> <p><u>Conditions for attending the General Meeting and exercising voting rights</u></p> <p>Only those shareholders who notify their participation at the General Meeting in such way that the Management Board receives their application no later than at the end of the fourth day prior to the General Meeting, and who are entered as holders of shares in the central register of dematerialised securities at the end of the fourth day prior to the General Meeting have the right to participate and exercise their right to vote at the General Meeting. The application shall be sent by post to the address of the Company, Litajska c. 263, 1261 Ljubljana - Dobrunje. Only applications with original signatures will be considered and valid.</p>
<p>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 shranjeno. Delničarji lahko pooblastilo na enak način, kot so ga podali, do dneva skupščine kadarkoli prekličejo.</p>	<p>Any shareholder entitled to participate at the General Meeting may appoint a proxy to attend the General Meeting on behalf of the shareholder and exercise their voting right. The authorisation must be made in writing and must be submitted to the Company where it shall be stored. Shareholders may revoke the authorisation in the same manner as it was given until the day of the General Meeting.</p>

Ljubljana, 12.12.2019

mag. Arman Koritnik,

Predsednik uprave/President of the management board

Marko Dimkovski,
član uprave/Member of the management board



JAVNA RAZSVETLJAVA, d.o.o.

LJUBLJANA
Litajska cesta 263