

## SKLIC SKUPŠČINE DELNIČARJEV

Uprava družbe JAVNA RAZSVETLJAVA d.d. sklicuje skupščino družbe Javna razsvetljava d.d. (v nadaljevanju "družba"),

ki bo dne **21. 07. 2020 ob 9:00 uri**,

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

### Dnevni red:

1. Otvoritev skupščine, ugotovitev prisotnosti in izvolitev organov skupščine
2. Seznanitev z letnim poročilom družbe za poslovno leto 2019, z mnenjem revizorja in s pisnim poročilom nadzornega sveta o preveritvi in potrditvi letnega poročila ter informacijo o prejemkih članov uprave in nadzornega sveta, odločanje o bilančnem dobičku ter odločanje o razrešnici članom uprave in nadzornega sveta

## CONVOCAION OF SHAREHOLDERS MEETING

The Management Board of JAVNA RAZSVETLJAVA d.d. convenes the General Meeting of Javna razsvetljava d.d. (hereinafter referred to as "the Company"),

to be held on **July 21<sup>st</sup> 2020 at 9:00 am**,

at the premises of notary public Marina Ružič Tratnik, at Šmartinska cesta 111, 1000 Ljubljana.

### Agenda:

1. Opening of the Shareholders' Meeting, confirmation of the attendance, and election of the Shareholders' Meeting bodies
2. Taking note of the Company's Annual Report for the financial year 2019, auditor's opinion, written report of the Supervisory Board on verification and approval of the Annual Report and information on the remuneration of the members of the Management Board and of the Supervisory Board, deciding on distributable profit and deciding on the discharge of members of the Management Board and Supervisory Board

3. Povečanje osnovnega kapitala družbe z novimi stvarnimi in denarnimi vložki in razveljavitev sklepa o povečanju osnovnega kapitala z dne 11.7.2018.

**Predlogi sklepov:**

Predlog sklepa k 1. točki dnevnega reda:

(1) Ugotovi se, da sta na skupščini prisotna delničarja družbe GADDOEL HOLDINGS LIMITED, organizirana po Ciperskem pravu, s sedežem na Pandoras 21, Hadjimatheou-Yiannouri, 2<sup>nd</sup> 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 predstavljata 100 (sto) % glasovalnih pravic.

(2) Za predsednika skupščine se izvoli odvetnik mag. Denis Kostrevc.

Predlog sklepa k 2. točki dnevnega reda:

1) Skupščina se seznanila z letnim poročilom družbe za poslovno leto 2019, z mnenjem revizorja in s pisnim poročilom nadzornega sveta o preveritvi in potrditvi letnega poročila ter informacijo o prejemkih članov uprave in nadzornega sveta.

2) Bilančni dobiček družbe, ki po stanju na dan 31.12.2019 znaša 509.798 EUR, ostane nerazporejen in se bo o njegovi uporabi odločalo v naslednjih poslovnih letih.

Increase of the share capital of the Company with new cash and in-kind contributions, and annulment of the Shareholders' meeting decision on share capital increase dated July 11, 2018.

**Proposed Decisions:**

Proposed decision to point 1 of the Agenda:

(1) Shareholders of the Company, GADDOEL HOLDINGS LIMITED, organised under Cypriot law, with registered offices at Pandoras 21, Hadjimatheou-Yiannouri, 2<sup>nd</sup> 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.

(2) Attorney Mr. Denis Kostrevc is elected President of the General Meeting.

Proposed decision to point 2 of the Agenda:

1) The General Meeting takes note of the Company's Annual Report for the financial year 2019, auditor's opinion, written report of the Supervisory Board on verification and approval of the Annual Report and information on the remuneration of the members of the Management Board and of the Supervisory Board.

2) The Company's distributable profit, which amounts to EUR 509,798 as at 31 December 2019, remains undistributed and will be decided about its use in next financial years.



3) Skupščina potrdi in odobri delo članom uprave družbe v letu 2019 g. Koritnik Armanu, g. Dimkovski Marku in g. Hržič Igorju in članom nadzornega sveta družbe v letu 2019 g. Fawkner-Corbett Williamu Davidu, g. Smuk Dejanu in g. Płociennik Tomaszu Sewerynu, in jim s tem podeljuje razrešnico.

Predlog sklepa k 3. točki dnevnega reda:

1) Osnovni kapital družbe, ki trenutno znaša 2.700.000,00 EUR se poveča s stvarnimi in denarnimi vložki, in sicer skupno za najmanj 2.006.731,00 EUR in največ 2.386.125,00 EUR, tako da znaša osnovni kapital družbe po povečanju najmanj 4.706.731,00 EUR in največ 5.086.125,00 EUR.

2) Povečanje osnovnega kapitala se izvede z izdajo novih navadnih imenskih prosto prenosljivih kosovnih delnic z glasovalno pravico, ki tvorijo isti razred z obstoječimi delnicami, in sicer z izdajo najmanj 2.006.731 in največ 2.386.125 delnic, vsake s pripadajočim zneskom 1,00 EUR. Emisijski znesek vsake od novih delnic je enak 3,30 EUR. Skupni emisijski znesek delnic, ki se izdajo na podlagi tega sklepa, bo najmanj 6.622.212,30 EUR in največ 7.874.212,50 EUR. Končni znesek povečanja osnovnega kapitala je enak vsoti emisijskih zneskov vseh vpisanih novih delnic, za katere bodo v celoti zagotovljeni stvarni vložki oziroma vplačani vsi denarni vložki, deljeni s 3,3 (razmerje med emisijskim in pripadajočim zneskom vsake nove delnice).

3) The General Meeting confirms and approves the work of the Members of the Management Board of the Company in 2019, Mr. Arman Koritnik, Mr. Marko Dimkovski and Mr. Igor Hržić, and the Members of the Supervisory Board of the Company in 2019, Mr. William David Fawkner-Corbett, Mr. Dejan Smuk and Mr. Tomasz Seweryn Płociennik, and hereby grants them discharge.

Proposed decision to point 3 of the Agenda:

1) The share capital of the Company, currently amounting to EUR 2,700,000.00, is increased by in-kind and cash contributions, namely by a minimum of EUR 2,006,731.00 and a maximum of EUR 2,386,125.00, such that the share capital of the Company after the increase shall amount to no less than EUR 4,706.731.00 and no more than EUR 5,086,125.00.

2) The increase in share capital shall be effected by the issuance of new ordinary registered freely transferable no-par value voting shares, forming the same class as the existing shares, namely by the issuance of no less than 2,006,731 and no more than 2,386,125 shares, each with the corresponding amount of EUR 1.00. The issue price of each new share equals EUR 3.30 The total issue price of all shares issued based on this resolution shall be at least EUR 6,622,212.30 and shall not exceed EUR 7,874,212.50. The final amount of the share capital increase equals the sum of issue prices of all subscribed new shares, for which the entire issue price will be paid and/or contributed in non-cash contributions, divided by 3.30 (the ratio between the issue price and corresponding amount of each new share).



3) Za stvarne vloške se izda 2.006.731 delnic, s pripadajočim osnovnim kapitalom 2.006.731,00 EUR in s skupno emisijsko vrednostjo 6.622.212,30 EUR. Predmeti stvarnih vložkov, ki se zagotovijo za povečanje osnovnega kapitala, so naslednji:

(i) terjatev na podlagi posojilne pogodbe z dne 18. 1. 2017 (*Shareholder loan agreement dated January 18<sup>th</sup>, 2017*), sklenjene med posojilodajalcem FROZARIA LIMITED, organiziranim po ciprskem pravu, s sedežem na Themistokli Dervi 5, Elenion Building, 1066, Nicosia, Republika Ciper (nadalje: FROZARIA LIMITED) in posojilojemalcem JAVNA RAZSVETLJAVA d.d., Ljubljana, in sicer denarna terjatev na poplačilo glavnice po navedeni pogodbi v znesku 3.000.000,00 EUR ter vseh pripadajočih obresti, ki so in bodo natekle po navedenih pogodbi izračunane na dan 30. junij 2020, skupno v vrednosti 4.223.999,95 EUR;

(ii) terjatev na podlagi posojilne pogodbe z dne 12. 9. 2018 (*Shareholder loan agreement dated 12 September 2018*), sklenjene med posojilodajalcem FROZARIA LIMITED in posojilojemalcem JAVNA RAZSVETLJAVA d.d., in sicer denarna terjatev na poplačilo glavnice po navedeni pogodbi (v znesku 750.000,00 EUR) ter vseh pripadajočih obresti, ki so oziroma bodo natekle po navedeni pogodbi, izračunane na dan 30. junij 2020, skupno v vrednosti 910.273,98 EUR;

(iii) terjatev na podlagi posojilne pogodbe z dne 28. 11. 2018 (*Shareholder loan agreement dated 28 November 2018*), sklenjene med posojilodajalcem FROZARIA LIMITED in posojilojemalcem JAVNA RAZSVETLJAVA d.d., in sicer denarna terjatev na poplačilo glavnice po navedeni pogodbi (v znesku 1.250.000,00 EUR) ter vseh pripadajočih obresti, ki so oziroma bodo natekle po navedeni pogodbi, izračunane na dan 30. junij 2020, skupno v vrednosti 1.487.945,21 EUR.

3) 2,006,731 shares shall be issued for in-kind contributions, with a corresponding share capital of EUR 2,006,731.00 and a total issue value of EUR 6,622,212.30. The objects of the in-kind contributions, which shall be contributed for the increase of share capital, are the following:

(i) claim on the basis of the Shareholder loan agreement, dated January 18<sup>th</sup>, 2017, concluded between the lender FROZARIA LIMITED, established under the laws of Cyprus, with registered offices at Themistokli Dervi 5, Elenion Building, 1066, Nicosia, Republic of Cyprus (hereinafter: FROZARIA LIMITED), and the borrower JAVNA RAZSVETLJAVA d.d., namely the monetary claim for repayment of the principal under the said agreement (in the amount of EUR 3,000,000.00) and all related interest that accrued or shall accrue under the said agreement, calculated as of 30 June 2020, all together in the value of EUR 4,223,999.95;

(ii) claim on the basis of the Shareholder loan agreement dated 12 September 2018, concluded between the lender FROZARIA LIMITED and the borrower JAVNA RAZSVETLJAVA d.d., namely the monetary claim for repayment of the principal under the said agreement (in the amount of EUR 750,000.00) and all related interest that accrued or shall accrue under the said agreement, calculated as of 30 June 2020, all together in the value of EUR 910,273.98;

(iii) claim on the basis of the Shareholder loan agreement dated 28 November 2018, concluded between the lender FROZARIA LIMITED and the borrower JAVNA RAZSVETLJAVA d.d., namely the monetary claim for the repayment of principal under the said agreement (in the amount of EUR 1,250,000.00) and all related interest that accrued or shall accrue under the said agreement, calculated as of 30 June 2020, all together in the value of EUR 1,487,945.21.



<p>Vse navedene stvarne vložke bo družba pridobila od delničarja oziroma posojilodajalca FROZARIA LIMITED.</p>	<p>All of the in-kind contributions listed above shall be obtained from the shareholder and lender FROZARIA LIMITED.</p>
<p>Za zgoraj opisane stvarne vložke bo družba kot izdajatelj zagotovila vlagatelju:</p> <ul style="list-style-type: none"> <li>- 1.279.999 novih navadnih imenskih prosto prenosljivih kosovnih delnic za stvarni vložek pod točko (i) zgoraj;</li> <li>- 275.840 novih navadnih imenskih prosto prenosljivih kosovnih delnic za stvarni vložek pod točko (ii) zgoraj;</li> <li>- 450.892 novih navadnih imenskih prosto prenosljivih kosovnih delnic za stvarni vložek pod točko (iii) zgoraj.</li> </ul>	<p>In return for the in-kind contributions described above, the Company, as the issuer, shall provide the investor with:</p> <ul style="list-style-type: none"> <li>- 1,279,999 new ordinary registered freely transferable no-par value shares for the in-kind contribution defined under point (i) above;</li> <li>- 275,840 new ordinary registered freely transferable no-par value shares for the non-cash contribution defined under point (ii) above;</li> <li>- 450,892 new ordinary registered freely transferable no-par shares for the non-cash contribution defined under point (iii) above.</li> </ul>
<p>Povečanje osnovnega kapitala s stvarnimi vložki skladno s 334. členom ZGD-1 pregleda revizor.</p>	<p>In accordance with Article 334 of the Companies Act (ZGD-1), the increase in share capital by in-kind contributions shall be reviewed by an auditor.</p>
<p>Za denarni vložek se izda največ 379.394 delnic, s pripadajočim osnovnim kapitalom največ 379.394,00 EUR in s skupno emisijsko vrednostjo največ 1.252.000,20 EUR.</p>	<p>A maximum of 379,394 shares shall be issued in return for cash contributions, with a corresponding share capital of no more than EUR 379,394.00 and a total issue value of no more than EUR 1,252,000.20.</p>
<p>4) Pravico do vpisa in prevzema delnic imajo le imetniki delnic družbe, ki so v delniški knjigi vpisani ob izteku naslednjega delovnega dne po sprejemu tega sklepa (presečni dan). Skladno s 1. odstavkom 337. člena ZGD-1 imajo delničarji v prvem krogu vpisovanja delnic prednostno pravico do vpisa in prevzema novo izdanih delnic, in sicer v sorazmerju s svojim deležem v osnovnem kapitalu. FROZARIA LIMITED v prvem krogu vpisovanja delnic svojo pravico do vpisa delnic v sorazmerju s svojim deležem v osnovnem kapitalu uresničuje z vpisom delnic, ki se izdajo za stvarne vložke po točki 3) zgoraj.</p>	<p>4) The right to subscribe and to acquire the shares shall be vested in the holders of the Company's shares that are registered in the share register at the end of the next business day following the adoption of this decision (cut-off day (presečni dan)). In line with the first paragraph of Article 337 of the Companies Act, the shareholders shall have a pre-emptive right to subscribe and acquire the newly issued shares in the first subscription round, namely in proportion to their share in the share capital. In the first subscription round, FROZARIA LIMITED shall exercise its right to subscribe shares in proportion to its share in the share capital by subscribing the</p>

5) Nove delnice se lahko vpisujejo z izpolnitvijo in podpisom vpisnega potrdila, na mestu, ki ga bo v pozivu za vpis in vplačilo delnic določila uprava družbe. Če delničar podpiše vpisno potrdilo, mora takšen delničar vplačati nove delnice s prenosom predhodno navedenih stvarnih vložkov na družbo oziroma v denarju na denarni račun družbe, naveden v vpisnem potrdilu. Za nakup delnice mora biti vplačan celotni emisijski znesek delnice, tj. 3,30 EUR, v denarju oziroma s stvarnim vložkom, kot je primerno.

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 30 dni od dneva objave poziva (prvi krog). V prvem krogu bo imela vsaka od upravičenih oseb (prim. 4 odstavek tega sklepa) pravico do vpisa novih delnic in vplačila novih delnic v sorazmerju s svojim deležem v osnovnem kapitalu. Delnice, ki v prvem krogu ne bodo vpisane in vplačane (z denarnimi ali nedenarnimi vložki), so lahko v drugem krogu ponujene samo osebam, ki so v prvem krogu vpisale in vplačale nove delnice, pri čemer v drugem krogu ne velja prednostna pravica do vpisa novih delnic. Uprava družbe bo rok 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.

shares that are to be issued based on in-kind contributions under point 3) above.

5) New shares may be subscribed 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. If a shareholder signs the subscription certificate, such shareholder shall pay for the new shares, by transfer of the abovementioned in-kind contributions to the Company or by paying cash to the bank account of the Company that is specified in the subscription certificate. For a new share to be purchased, the entire issue price, i.e. EUR 3.30, must be paid in either by cash or in-kind contribution, as appropriate.

6) The Management Board of the Company will publish on the AJPES website and send by registered letter an invitation to the shareholders for subscription and payment of new shares, specifying the deadline for subscription and payment of new shares, which shall not be shorter than 30 days from the date the invitation is published (first round). In the first round, each of the eligible persons (cf. paragraph 4 of this decision) will have the right to subscribe new shares and to pay for the new shares in proportion to its share in the share capital. Shares that will not be subscribed and not paid for in the first round (in cash or in-kind contributions) may be offered, in the second round, only to persons who subscribed and paid in the new shares in the first round, whereby the pre-emptive right for subscription of new shares does not apply in the second round. The Management Board of the Company will set the deadline as well as other conditions for subscription and payment of shares in the second round in an invitation for subscription and payment of shares in the second round, which will be announced and communicated in the same manner as the invitation for the first round.



7) Povečanje osnovnega kapitala v skladu s tem sklepom šteje za uspešno, če bo vpisanih in vplačanih najmanj 2,006,731 novih delnic najkasneje v roku 80 dni od dneva sprejema tega sklepa na skupščini. Če pogoj iz prejšnjega stavka ni izpolnjen, se šteje povečanje osnovnega kapitala v skladu s tem sklepom za neuspešno in postane sklep o povečanju osnovnega kapitala za delničarje in družbo neobvezujoč. Delničarji bodo obveščeni o izidu povečanja osnovnega kapitala v skladu z določili statuta družbe.

8) 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 upravljanju 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.

9) 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.

10) V primeru uspešnega povečanja osnovnega kapitala družbe se statut družbe ustrezno 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.

7) The increase of share capital under this resolution shall be considered successful if at least 2,006,731 new shares are subscribed and paid up within 80 days after the date of adoption of this resolution at the Shareholders' meeting. If the condition of the preceding sentence is not fulfilled, the increase of share capital in accordance with this resolution shall be considered unsuccessful and the resolution on increase of share capital shall become non-binding for the shareholders and the Company. Shareholders will be informed about the outcome of the increase of share capital in accordance with the provisions of the Company's Articles of Association.

8) All newly issued shares give their holders the same entitlements and rights as the previously issued shares of the same class, more specifically, each gives the shareholder (i) the right to participate in the management of the Company (one vote on the Shareholders' meeting); (ii) the right to proportional share of the profits that are to be distributed to the shareholders; and (iii) the right to the corresponding share of assets remaining after the winding-up or bankruptcy of the Company.

9) 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.

10) In case of a 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 and supplements to the Articles of Association to align their wording with the executed increase in share capital based on this resolution.

11) V primeru uspešnega povečanja osnovnega kapitala družbe se statut družbe ustrezno 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.

12) Razveljavi 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.

#### **Informacija za delničarje:**

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

Gradivo za skupščino oz. predlogi sklepov 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](mailto:info@jr-lj.si).

11) In case of an unsuccessful increase of the share capital, the Company will return to the payer the cash amounts of any potential payments within 8 days as of establishing that the increase was unsuccessful. Also, in such case, transfers of in-kind contributions to the Company will be considered ineffective.

12) The resolution of the Shareholders' meeting on the increase of share capital with cash contributions, contained in the notary minutes of the Shareholders' 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.

#### **Shareholder information:**

Access to the General Meeting materials, proposals of Decisions with statement of reasons, and information relating to the General Meeting

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](mailto:info@jr-lj.si).



### Zahteve in predlogi delničarjev

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 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.

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

### Shareholder Requests and Proposals

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 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.

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.



Delničarjeva pravica do obveščnosti

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

Vsak 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.

Shareholder's right to be informed

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 and exercise their right to be informed in accordance with paragraph 1 of Article 305 of the ZGD-1.

Conditions for attending the General Meeting and exercising voting rights

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, Litijska c. 263, 1261 Ljubljana - Dobrunje. Only applications with original signatures will be considered and valid.

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.

Ljubljana, 19.06.2020



mag. Arman Koritnik,  
Predsednik uprave/President of the management board



Marko Dimkovski,  
Član uprave/Member of the management board

