

SKLIC SKUPŠČINE DELNIČARJEV

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

ki bo dne **11.03.2024 ob 9:00 uri**,

v prostorih notarja Mihe Tratnika, na naslovu Šmartinska cesta 111, 1000 Ljubljana.

Dnevni red:

1. Otvoritev skupščine, ugotovitev prisotnosti in izvolitev organov skupščine
2. Izvolitev člana nadzornega sveta

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 16 Strasikratous, 6th Floor, Nicosia 1065, Republika Ciper, in FROZARIA LIMITED, organizirana po ciprskem pravu, s sedežem na Themistokli Dervi 5, Elenion Building, 1066, Nicosia, Republika Ciper, ki skupaj predstavljata 100 (sto) % glasovalnih pravic.

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 **March 11 th 2024 at 9.00 am**,

at the premises of notary public Miha 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. Election of Member of Supervisory Board

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 16 Strasikratous, 6th Floor, Nicosia 1065, 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

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

Predlog sklepa k 2. točki dnevnega reda:

Za člana nadzornega sveta se z mandatom od dne 11.03.2024 dalje za dobo šest let izvoli Brian William Bode.

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.

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

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:

Brian William Bode is elected as member of the Supervisory Board for a term of six years from March 11th 2024.

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 297.a of the Companies Act (ZGD-1) are available for review 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 execution of the review, we ask the shareholder to pre-announce the review at least one business day in advance at info@jr-lj.si.

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

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.

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.

accordance with paragraph three 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 appointment 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 at the General Meeting, and that (iiib) he or she will induce the other shareholders to vote in favour of his/her proposal. In accordance with Article 301 of the Companies Act (ZGD-1), the appointment proposal does 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.

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.

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 sedmega dneva pred skupščino; če je v centralnem registru kot imetnik delnic vpisan posrednik, ki ni končni delničar, lahko uresničujejo glasovalno pravico delničarji na podlagi dokazila iz drugega odstavka 235.č člena ZGD-1, iz katerega izhaja, kdo je na presečni dan končni delničar. 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.

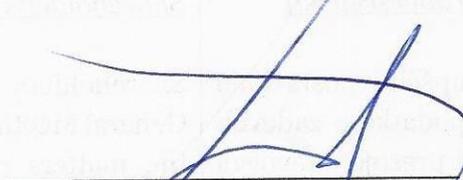
Conditions for attending the General Meeting and exercising voting rights

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 seventh day prior to the General Meeting have the right to participate and exercise their right to vote at the General Meeting; if an intermediary who is not a final shareholder is entered in the central register as a shareholder, the shareholders may exercise their voting right on the basis of the proof from the second paragraph of Article 235.č of the Slovenian Companies Act (ZGD-1), from which is evident who is the final shareholder on the cut-off day.

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 any time until the day of the General Meeting.

Ljubljana, 07.02.2024


mag. Arman Koritnik,

Predsednik uprave/President of the management board


Peter Plesničar,

Član uprave/Member of the management board

