



SAVA, družba za upravljanje in financiranje, d.d
Dunajska cesta 152
1000 Ljubljana

On the basis of Article 298 of the Companies Act (ZGD-1), the Board of Directors hereby publishes the

AMENDMENT OF THE AGENDA OF THE 26TH GENERAL MEETING

to be held on **Monday, 16 April 2018, at 2 PM** on the 6th floor of the office building at the registered office of Sava, d.d. at the address Dunajska cesta 152, 1000 Ljubljana.

The request for the amendment of the agenda was submitted on 21 March 2018 by the shareholder Slovenski državni holding, d.d., Mala ulica 5, Ljubljana, which owns 4,891,650 ordinary registered shares of Sava, d.d., Dunajska cesta 152, Ljubljana (hereinafter: Company) representing 22.56% of the Company's share capital. The entire text of the request with justification shall be available as of the date of this publication at the Company's reception office (9th floor) on Dunajska cesta 152 in Ljubljana, i.e. on weekdays between 9 AM and 12 noon, as well as on the Company's website (www.sava.si).

The applicant proposes that a new 3rd point of the General Meeting agenda be added after the 2nd point of the General Meeting agenda, whereby the new point should read as follows:

3. Transfer of the Company's assets

Proposed resolution:

The General Meeting hereby finds that AIK Banka a.d. Beograd as the potential buyer has failed – within a time limit of 45 days that was set on 30 January 2018 under point 2 of the agenda of the 25th General Meeting of Sava, d.d. – to submit the statement with appended authentic evidence that the buyer holds all of the required and valid consents from banking regulators for the acquisition of the shares issued by the issuer Gorenjska banka, d.d., with the ticker symbol GBKR and owned by Sava, d.d., which is why the General Meeting is hereby extending the time limit, within which the potential buyer may submit the aforementioned statement with evidence.

The General Meeting is hereby deciding that a share purchase agreement be concluded, based on which SAVA, d.d. shall sell and transfer 111,773 registered no par value shares of the issuer Gorenjska banka, d.d., with the ticker symbol GBKR, whereas ABANKA d.d. as the fiduciary

shall sell and transfer 34,287 registered no par value shares of the issuer Gorenjska banka, d.d., ticker symbol GBKR, at the price of EUR 298.00 per share to the buyer AIK Banka a.d. Beograd, provided that the Board of Directors of Sava, d.d. receives – prior to the signing of the share purchase agreement and no later than by the expiry of the time limit set in the SPA or eventual amendments of the SPA as the Long Stop Date – from the buyer AIK Banka a.d. Beograd a statement with authentic evidence which may not be older than 15 days and stating that the buyer holds all of the required consents from the National Bank of Serbia, the Bank of Slovenia or the European Central Bank for the acquisition of the shares under consideration.

Grounds:

AIK Banka a.d. Beograd, which is the potential buyer of the shares of Gorenjska banka, d.d., has failed to submit – within the time limit set by the General Meeting – a statement and evidence on the consents from the banking regulators for the acquisition of ordinary shares, but did inform us that it was prepared to complete the transaction and requested the extension of the deadline for the submission of evidence. As it would be beneficial for Sava to sell the shares of Gorenjska banka and for Sava to thus deleverage, the deadline for the submission of the statement and evidence needs to be extended by the deadline that is set in the SPA or the eventual amendments of the SPA as the Long Stop Date.

The sale of Gorenjska banka needs to be carried out as it is one of the more important measures under the Plan for the Financial Restructuring of Sava, d.d. under Compulsory Composition Proceedings (ref. No. 2868/2015) of 18 January 2016, which envisages the earliest possible sale of so-called non-strategic investments which include Gorenjska banka under the plan.

The Board of Directors has found that the shareholder whose share exceeds one twentieth of the Company's share capital has submitted the request for the amendment of the agenda within the time limit. In view of the above, the Board of Directors hereby publishes the clean copy of the agenda and proposed resolutions:

1. Opening of the General Meeting, election of the General Meeting's bodies and establishment of quorum

The Board of Directors hereby proposes that the General Meeting adopt the following resolution:

"The General Meeting is hereby briefed on the Notary Public Vojko Pintar's attendance at the meeting and further appoints the General Meeting's bodies:

- Chairman of the General Meeting: attorney Stojan Zdolšek;*
- Verification Committee: Jasmina Kovačič (Chairman) and Irena Debeljak (member)."*

2. Share capital increase through new cash contributions with the subscription privilege of the shareholders to subscribe new shares

The Board of Directors hereby proposes that the General Meeting adopt the following resolution:

"The Company's share capital which is divided into 21,678,535 ordinary, freely transferrable registered no par value shares shall be increased from EUR 21,678,535.00 (in words: twenty-one million six hundred and seventy-eight thousand five hundred and thirty-five euros and zero cents) by a maximum of EUR 12,548,121.00 (in words: twelve million five hundred and forty-eight thousand one hundred and twenty-one euros and zero cents) to a total of EUR 34,226,656.00 (in words: thirty-four million two hundred and twenty-six thousand six hundred and fifty-six euros and zero cents).

A maximum of 12,548,121 regular, freely transferrable no par value shares shall be issued to increase capital whereby the issue value of an individual new share shall be EUR 1.00 per share and the total issue amount for all newly issued shares shall be a maximum of EUR 12,548,121.00 (in words: twelve million five hundred and forty-eight thousand one hundred and twenty-one euros and zero cents). The total value of new shares shall be increased in the same proportion as the Company's share capital so that the Company's total share capital after the share capital increase shall be divided into 34,226,656 ordinary, freely transferrable registered no par value shares of the same class. The newly issued shares shall provide their owners with the following entitlements and rights that are the same as the entitlements and rights provided by the existing shares:

- the right to participate in the management of the company;*
- the right to a share of the profits;*
- the right to a corresponding share of the property remaining after the company's liquidation or bankruptcy.*

Upon the acquisition of a new share, the total issue value of an individual new share must be paid for such a share.

New shares shall first be offered to the shareholders who shall at the end of the day of the publication of the invitation to subscribe and pay new shares be registered in the share register of the central register of dematerialised securities kept by the Central Securities Clearing Corporation (Centralna klirinško depotna družba d.d.); they shall have the subscription privilege that is proportionate to their respective interest in the share capital. The management of the Company shall publish the invitation to subscribe and pay new shares under the share capital increase within three business days of the day of the conclusion of the General Meeting session, at which this resolution is adopted. The time limit for exercising the subscription privilege for the subscription of new shares shall be 14 days and shall start to lapse on the day following the day of publication referred to in the second paragraph of Article 337 of the Companies Act (ZGD-1). Unless all shareholders exercise their subscription privilege, the remaining shares shall be offered in the second round to shareholders who exercised their shareholder privilege in the first round, i.e. in proportion to their respective interests in the share capital, and these shareholders shall be able to exercise their subscription privilege for the subscription of new shares in the period

of 14 days of the publication of the invitation to subscribe and pay new shares. The deadline for the subscription and payment of the shares shall be 15 days of the publication of the invitation to subscribe and pay new shares.

The issue of new shares shall be deemed to have been successful if no less than 4,718,272 shares are subscribed and paid.

New shares shall be issued in dematerialised form with the registration in the central register of dematerialised securities kept by the Central Securities Clearing Corporation. A shareholder who subscribes and pays for new shares shall be registered as the holder in the central register.

The General Meeting hereby authorises the Company's Board of Directors to correspondingly amend the Company's Articles of Association so as to bring them in line with the General Meeting's resolutions.

The cash amounts of eventual payments shall be returned by the Company to the contributors within 8 days of the eventual finding of the subscription and payment being unsuccessful."

3. Transfer of the Company's assets

Proposed resolution:

"The General Meeting hereby finds that AIK Banka a.d. Beograd as the potential buyer has failed – within a time limit of 45 days that was set on 30 January 2018 under point 2 of the agenda of the 25th General Meeting of Sava, d.d. – to submit the statement with appended authentic evidence that the buyer holds all of the required and valid consents from banking regulators for the acquisition of the shares issued by the issuer Gorenjska banka, d.d., with the ticker symbol GBKR and owned by Sava, d.d., which is why the General Meeting is hereby extending the time limit, within which the potential buyer may submit the aforementioned statement with evidence.

The General Meeting is hereby deciding that a share purchase agreement be concluded, based on which SAVA, d.d. shall sell and transfer 111,773 registered no par value shares of the issuer Gorenjska banka, d.d., with the ticker symbol GBKR, whereas ABANKA d.d. as the fiduciary shall sell and transfer 34,287 registered no par value shares of the issuer Gorenjska banka, d.d., ticker symbol GBKR, at the price of EUR 298.00 per share to the buyer AIK Banka a.d. Beograd, provided that the Board of Directors of Sava, d.d. receives – prior to the signing of the share purchase agreement and no later than by the expiry of the time limit set in the SPA or eventual amendments of the SPA as the Long Stop Date – from the buyer AIK Banka a.d. Beograd a statement with authentic evidence which may not be older than 15 days and stating that the buyer holds all of the required consents from the National Bank of Serbia, the Bank of Slovenia or the European Central Bank for the acquisition of the shares under consideration."

INFORMATION FOR THE SHAREHOLDERS

The materials for the General Meeting referred to in the second paragraph of Article 297.a of the Companies Act (ZGD-1) shall be available to the shareholders as of the date of publication at the Company's reception office (9th floor) on Dunajska cesta 152 in Ljubljana, i.e. on weekdays between 9 AM and 12 noon, as well as on the Company's website (www.sava.si).

Shareholders whose participating interests jointly make up one twentieth of the share capital may in accordance with Article 298 of the ZGD-1 request the supplementation of the agenda within seven days following the publication of the notice of convocation of the General Meeting. A complete and timely request shall feature a written attachment stating the proposed resolution that is to be decided on by the General Meeting or, if the General Meeting does not adopt a resolution under an individual agenda item, the substantiation of the agenda item.

The shareholders' counter-proposals to individual agenda items, which shall be substantiated in writing, which shall comply with the regulations and which shall be sent within seven days of the publication of this notice of convocation, shall be published in the same manner as this notice of convocation under the conditions of Article 300 of ZGD-1. The Company shall only consider requests for the supplementation of the agenda and counter-proposals, which are sent in due time by post to the address Sava, d.d., Pravna Pisarna, Dunajska cesta 152, 1000 Ljubljana or by fax No. (04) 206 64 46.

Only shareholders who are registered in the central register of dematerialised securities as holders of the Company's shares at the end of the fourth day prior to the General Meeting session or who have a legitimate voting right under any other legal basis as well as their proxies and representatives shall be entitled to attend the General Meeting session and exercise voting rights there, provided they apply for participation in writing at the address referred to in the preceding paragraph no later than at the end of the fourth day prior to the General Meeting session. Upon request, the shareholders, their representatives or proxies shall be obliged to prove their identity using a personal identification document or written authorisation, while the legal representative shall also provide an extract from the register of companies.

Shareholders shall vote in person, through a representative or proxy. The authorisation shall be in writing and delivered to the Company where it shall be kept throughout the duration of the authorisation relationship. The form for the exercise of the voting right through a proxy is available on the Company's website. A shareholder may send an authorisation to the Company at any time prior to the General Meeting session in the manner and to the addresses referred to in the second paragraph of this notice of convocation.

The hall shall be open one hour before the commencement of the session.

At the General Meeting, shareholders may exercise the right to information referred to in the first paragraph of Article 305 of the Companies Act (ZGD-1), which includes information on company matters that are the subject of agenda items, including legal and business relations with associated companies.

Chairman of the Board of Directors
Klemen Boštjančič