



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

SUPPLEMENTATION OF THE AGENDA OF THE 27TH GENERAL MEETING

to be held on **Friday, 22 June 2018, at 10 AM** 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 supplementation of the General Meeting agenda was submitted on 23 May 2018 by the shareholder Kapitalska družba pokojninskega in invalidskega zavarovanja, d.d., Dunajska cesta 119, 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 5th point of the General Meeting agenda be added, whereby the new point should read as follows:

5. Increase of the Company's share capital with cash contributions

Proposed 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 4,718,272.00 (in words: four million seven hundred and eighty thousand two hundred and seventy-two euros and zero cents) to a total of EUR 26,396,807.00 (in words: twenty-six million three hundred and ninety-six thousand eight hundred and seven euros and zero cents).

A maximum of 4,718,272 regular, freely transferrable registered 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 EUR 4,718,272.00 (in

words: four million seven hundred and eighteen thousand two hundred and seventy-two euros and zero cents). The total number 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 26,396,807 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 (first round) 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 no later than within fifteen 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 15 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 had 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 15 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 remaining available shares that are not subscribed and paid in the second round by the existing shareholders shall be offered by the Board of Directors for subscription and payment to third parties (third round).

The issue of new shares shall be deemed to have been successful provided all shares have been subscribed and paid.

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

In the event that the share capital increase pursuant to this resolution is not registered in the Register of Companies by no later than 31 October 2018, the registration shall become non-binding.

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 this resolution of the General Meeting.

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."

Grounds:

Kapitalska družba pokojninskega in invalidskega zavarovanja, d.d. is filing an application for the supplementation of the General Meeting agenda with a new 5th point which relates to the share capital increase with cash contributions. The applicant proposes that the General Meeting adopt the proposed resolution, based on which the Company shall acquire the funds it requires for the activities associated with the acquisition of the shares of the Hoteli Bernardin, d.d. company.

The Board of Directors has found that the shareholder whose interest exceeds one twentieth of the Company's share capital had submitted the request for the supplementation 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. Briefing on the Audited Annual Report of Sava, d.d. and the Audited Consolidated Annual Report of the Sava Business Group for 2017 together with the written report of the Company's Board of Directors, the information on the remuneration of the members of the Board of Directors in 2017 and the decision on the granting of a discharge to the Board of Directors

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

- a) *"The General Meeting is hereby briefed on the Audited Annual Report of Sava, d.d. for 2017, the Audited Consolidated Annual Report of the Sava Business Group for 2017 and the written report of the Board of Directors for 2017."*
- b) *"The net profit for the 2017 financial year in the amount of EUR 1,595,604.98 (in words: one million five hundred and ninety-five thousand six hundred and four euros and ninety-eight cents) shall in accordance with Article 230 of the Companies Act (ZGD-1) be used to cover the loss brought forward. Other changes of the loss brought forward amounted to EUR 352.22 (in words: three hundred and twenty-five euros and twenty-two cents). After coverage, the balance sheet loss as at 31 December 2017 amounts to EUR 41,753,314.81 (in words: forty-one million seven hundred and fifty-three thousand three hundred and fourteen euros and eighty-one cents).*
- c) *"The General Meeting hereby grants a discharge to the Company's Board of Directors for the 2017 financial year. The General Meeting thus confirms and approves the work of the Company's Board of Directors in the 2017 financial year."*

3. Appointment of the auditor

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

"Deloitte revizija, d.o.o., Dunajska cesta 165, Ljubljana is hereby appointed auditor of the financial statements of Sava, d.d. and the Sava Business Group for 2018."

4. Consent for the transfer of the Company's property pursuant to Article 330 of the Companies Act

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

"The General Meeting grants its consent to the conclusion of the sale and purchase agreements, based on which Sava, d.d. shall sell and transfer to the creditors with the right to separate satisfaction up to 146,060 registered no par value shares of the issuer Gorenjska banka d.d. and ticker symbol GBKR at the price of EUR 298.00 per share."

5. Increase of the Company's share capital with cash contributions

Proposed 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 4,718,272.00 (in words: four million seven hundred and eighty thousand two hundred and seventy-two euros and zero cents) to a total of EUR 26,396,807.00 (in words: twenty-six million three hundred and ninety-six thousand eight hundred and seven euros and zero cents).

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- the right to participate in the management of the Company;*
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Unless all shareholders exercise their subscription privilege, the remaining shares shall be offered in the second round to shareholders who had 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 15 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.

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

In the event that the share capital increase pursuant to this resolution is not registered in the Register of Companies by no later than 31 October 2018, the registration shall become non-binding.

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 this resolution of the General Meeting.

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."

INFORMATION FOR THE SHAREHOLDERS

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

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. +386 4 206 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 registered office of the Company at any time prior to the General Meeting session.

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