



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 company's Board of Directors hereby publishes

THE SUPPLEMENTATION OF THE AGENDA OF THE 29th GENERAL MEETING OF SHAREHOLDERS

to be held on **Tuesday, 7 May 2019, at 2 pm** on the 6th floor of the office building of Sava, d.d. at Dunajska cesta 152, 1000 Ljubljana

The request for the supplementation of the agenda was made on 11 April 2019 by the shareholder Slovenski državni holding, d.d., Mala ulica 5, Ljubljana, which holds 5,435,028 of ordinary registered shares of Sava, d.d., Dunajska cesta 152, Ljubljana (hereinafter the company), or 18.688% of shares in the company's share capital. The full text of the request with reasoning is available as of the date of this publication at the company's reception office (9th floor) at Dunajska cesta 152 in Ljubljana, i.e. on weekdays between 9 am and 12 noon and on the company's official website (www.sava.si).

The proposer requests that a new item 4 of the agenda be added after item 3, reading as follows:

4. Information on the resignation of the members of the Board of Directors and electing new members of the Board of Directors

Proposed resolution:

- a) *"The General Meeting is hereby briefed that on 11 April 2019, Tina Pelcar Burgar resigned as a member of the company's Board of Directors and her function expires with the expiry of the period of notice, i.e. as of 7 May 2019."*
- b) *"The General Meeting elects Vanessa Grmek as a member of the Board of Directors for a period of five years, with the term starting on 8 May 2019."*



Reasoning:

On 11 April 2019, the proposer (SDH) was notified that Tina Pelcar Bugar had resigned as a member of the Board of Directors of Sava, d.d. with the period of notice expiring on 7 May 2019.

So as to immediately complete the Board of Directors, the proposer (SDH) proposes Vanessa Grmek as a member of the Board of Directors and provides information about the candidate for the General Meeting: The candidate is a lawyer and a member of the Bar Association of Slovenia, has completed an MBA, is an expert in corporate governance and restructuring, and holder of the SDA certificate. She holds the position of Assistant to the SSH Management Board and is a member of the Supervisory Board of GEN energija d.o.o. She worked as the head of the Legal Department in Droga d.d. and the Director of the Legal Department in the Capital Assets Management Agency of the Republic of Slovenia (AUKN), where she was later also the Executive Director for the Energy sector.

As Tina Pelcar Bugar held an important role in the work of the company's Board of Directors, which could consequently trigger specific decisions of other members of the Board of Directors and other shareholders concerning the composition of the Board of Directors, an appropriately-worded (addressed) proposed resolution enables the consideration of potential changes concerning the composition of the Board of Directors.

The Board of Directors finds that the shareholder, whose stake exceeds one twentieth of the company's share capital, has provided the request for the supplementation of the agenda within the prescribed deadline. Correspondingly, the Board of Directors hereby publishes the clean copy of the agenda and the proposal of 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 adopts 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:

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

2. Information on the Audited Annual Report of Sava, d.d. and the Audited Consolidated Annual Report of the Sava Group for 2018, together with the written report by the



Board of Directors, information regarding the income of the Board of Directors in 2018, and the decision on granting discharge to the Board of Directors

The Board of Directors hereby proposes that the General Meeting adopts the following resolutions:

- a) *"The General Meeting is briefed on the Audited Annual Report of Sava, d.d. for the year 2018, the Audited Consolidated Annual Report of the Sava Group for 2018, and the written report by the Board of Directors for 2018."*
- b) *"In accordance with Article 230 of the ZGD-1, net profit for the financial year 2018, in the amount of 550,398.68 (in words: five hundred and fifty thousand three hundred and ninety-eight 68/100) shall be used to cover retained loss. Other changes to retained loss amounted to EUR 7,041,372.17 (in words: seven million forty-one thousand three hundred and seventy-two 17/100). After coverage, accumulated loss as at 31 December 2018 amounts to EUR 34,161,543.96 (in words: thirty-four million one hundred and sixty-one thousand five hundred and forty-three 96/100)."*
- c) *"The General Meeting grants discharge to the Board of Directors for the financial year 2018. The General Meeting confirms and approves the work of the company's Board of Directors in the financial year 2018."*

3. Appointment of the auditor

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

"Deloitte revizija, d.o.o., Dunajska cesta 165, 1000 Ljubljana, is hereby appointed auditor of the Sava, d.d. and Sava Group financial statements for the 2019-2021 period."

4. Information on the resignation of members of the Board of Directors and electing new members of the Board of Directors

Proposed resolution:

- a) *"The General Meeting is hereby briefed that on 11 April 2019, Tina Pelcar Burgar resigned as a member of the company's Board of Directors and her function expires with the expiry of the period of notice, i.e. as of 7 May 2019."*
- b) *"The General Meeting elects Vanessa Grmek as a member of the Board of Directors for a period of five years, with the term starting on 8 May 2019."*



INFORMATION FOR THE SHAREHOLDERS

The complete materials for the General Meeting referred to in the second paragraph of Article 297.a of the ZGD-1, shall be made available to the shareholders as of the date of publication at the Company's reception office (9th floor) at 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 this 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 are substantiated in writing, comply with the regulations, and have been 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 the ZGD-1. The company shall only consider those requests for the supplementation of the agenda and counter-proposals which are sent in due time by post to Sava, d.d., Dunajska cesta 152, 1000 Ljubljana or by fax to +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, or who have a legitimate voting right under any other legal grounds as well as their proxies and representatives, shall be entitled to attend the General Meeting and exercise voting rights, 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. 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 exercising the voting right through a proxy is available on the company's website. A shareholder may send an authorisation to the company's registered office at any time prior to the General Meeting.

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

At the General Meeting, shareholders may exercise the right to information referred to in the first paragraph of Article 305 of the 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