

# 21<sup>st</sup> REGULAR SHAREHOLDERS' MEETING,

**to be held on Tuesday, 28 April 2015 at 10.00 a.m.**  
**in the Conference Hall of the Lipa Hotel in**  
**Terme Lendava, Tomšičeva 2a, 9220 Lendava.**

## Agenda and proposed resolutions:

### 1. Opening of the Shareholders' Meeting, election of its bodies and establishing a quorum

The Management Board proposes that the Shareholders' Meeting adopts the following resolution:  
»The Shareholders' Meeting is informed that the Shareholders' Meeting is attended by the notary Vojko Pintar and appoints the bodies of the Shareholders' Meeting as follows:

- *Stojan Zdolšek, attorney-at-law, as the chairperson of the Shareholders' Meeting.*
- *Credentials Committee: Kaja Terlikar as the chairperson, Gregor Pirc as the member.*«

### 2. Presentation of the audited annual report of Sava d.d. and audited consolidated annual report of the Sava Group for 2014 with the accompanying written report by the Supervisory Board; information about the remunerations of the Management Board and Supervisory Board members in 2014; making a decision on granting discharge from liability to the Management Board and Supervisory Board

The Management Board and Supervisory Board propose that the Shareholders' Meeting adopts the following resolutions:

- a.) »The Shareholders' Meeting becomes acquainted with the audited annual report of Sava d.d. for 2014, the audited consolidated annual report of the Sava Group for 2014, and a written report by the Supervisory Board for 2014«
- b.) »The Shareholders' Meeting grants discharge from liability to the Management Board, thereby confirming and approving of the work of the company's Management Board in the financial year 2014.«
- c.) »The Shareholders' Meeting grants discharge from liability to the Supervisory Board, thereby confirming and approving of the work of the company's Supervisory Board in the financial year 2014.«

### 3. Appointing a Supervisory Board member

The Supervisory Board proposes that the Shareholders' Meeting adopts the following resolutions:

- a.) »The Supervisory Board hereby establishes that the Supervisory Board member – shareholder representative – Aleš Skok resigned from his position of the Supervisory Board member, effective 16 May 2014.«
- b.) »The Shareholders' Meeting of Sava d.d. shall elect Matevž Marc as a Supervisory Board member – shareholder representative. The newly elected member shall begin his 4-year term of office on the date of appointment.«

### 4. Appointing an auditor

The Supervisory Board proposes that the Shareholders' Meeting adopts the following resolution:

»The auditing company Deloitte revizija d.o.o., Dunajska cesta 165, 1000 Ljubljana shall be appointed as the auditor of the financial statements of Sava d.d. and the Sava Group for 2015.«

## INFORMATION FOR THE SHAREHOLDERS

The materials for the Shareholders' Meeting from the second paragraph of Article 297.a of the Companies Act-1, including the annual reports, the report by the Supervisory Board and the independent auditor's report, as well as substantiation of the proposal for appointing an auditor, and substantiation of the proposal of a Supervisory Board member with presentation of his past professional background and work he is currently carrying out and all of the circumstances that could lead to a conflict of interest or bias, are available for shareholders' insight in the company's reception office (9<sup>th</sup> floor) in Ljubljana, in Dunajska cesta 152, every work day from 9:00 a.m. to noon, and that as of 27 March 2015. As of the same date, the materials can be accessed at [www.sava.si](http://www.sava.si), too.

Pursuant to Article 298 of the Companies Act -1, shareholders may request within seven days after announcing this Call the Agenda be amended. A written proposal for a resolution, on which the Shareholders' Meeting shall decide, should be attached to their complete and timely sent request, or if the Shareholders' Meeting shall not adopt a resolution in connection with the individual Agenda item, an explanation to the Agenda item should be attached. The counter-proposals by shareholders to the individual Agenda items that will be explained in writing and submitted within seven days after announcing this Call will be published in accordance with Article 300 of the Companies Act-1 in the same manner as this Call. The company will deal with those requests for amending the Agenda and counter-proposals, which are sent within due date by post at the address of Sava d.d., Pravna pisarna, Dunajska cesta 152, 1000 Ljubljana, or via telefax at +386 4 206 64 46. In compliance with par. 4.2 of the applicable Corporate Governance Code for Slovenia, the company invites the major shareholders to make the public acquainted with their policy of managing their investment in the joint stock company Sava.

The Shareholders' Meeting may be attended by the shareholders who at the end of the fourth day before the Shareholders' Meeting (cut-off day) are registered as share owners in the central registry of dematerialised securities and have on the very same day a legitimate voting right on any other legal base, respectively, as well as their proxies and representatives subject to their written registration sent to the address from the preceding paragraph at least at the end of the fourth day prior to the Shareholders' Meeting. At the request, shareholders and their representatives or proxies, respectively, have to identify themselves with a personal identity document and a written power of attorney, whereas legal representatives shall produce an abstract from the register of companies.

Shareholders shall adopt resolutions under Agenda item 1, 2, 3 and 4 by an ordinary majority of cast declared votes.

Shareholders vote in person, by way of their representative or proxy. The power of attorney shall be in writing and sent to the company, which keeps it during the entire period of the power of attorney relation. The form for implementing the voting right by proxy can be accessed on the company's website. A shareholder may send a power of attorney any time before the Shareholders' Meeting in the manners and at addresses defined in the second paragraph of this Call.

The hall will open one hour prior to the beginning of the session.

At the Shareholders' Meeting, shareholders may exercise their right for information from the first paragraph of Article 305 of the Companies Act -1, which includes the data about the company matters under the Agenda items, including legal and business relations with the associated companies.

Further information on shareholders' rights from the first paragraph of Article 298, the first paragraph of Articles 300, 301 and 305 of the Companies Act-1 can be accessed on the company's website at [www.sava.si](http://www.sava.si).