



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

On the basis of the second paragraph of Article 295 of the Companies Act (ZGD-1) and point 7.3 of the Articles of Association of Sava, družba za upravljanje in financiranje, d.d., the Board of Directors hereby convenes the

28th Regular General Meeting of Shareholders

to be held on **Friday, 14 December 2018, at 12 noon** on the 6th floor of the office building of Sava, d.d. at the address Dunajska cesta 152, 1000 Ljubljana

AGENDA

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:

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

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

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

"The company's share capital divided into 26,396,807 (in words: twenty-six million three hundred and ninety-six thousand eight hundred and seven) ordinary, freely transferrable registered no par value shares shall be increased from EUR 26,396,807 (in words: twenty-six million three hundred and ninety-six thousand eight hundred and seven euros and zero cents) by EUR 5,054,711.00 (in words: five million fifty-four thousand seven hundred and eleven euros and zero cents) to a total of EUR 31,451,518.00 (in words: thirty-one



million four hundred and fifty-one thousand five hundred and eighteen euros and zero cents).

In order to carry out the capital increase, 5,054,711 (in words: five million fifty-four thousand seven hundred and eleven) ordinary, freely transferrable registered no par value shares shall be issued with the issue value of EUR 1.00 (in words: one euro and zero cents) per share and the total issue value of all newly issued shares of EUR 5.054.711,00 (in words: five million fifty-four thousand seven hundred and eleven 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 31,451,518 (in words: thirty-one million four hundred and fifty-one thousand five hundred and eighteen) 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 (dividend);*
- 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 are registered – at the end of the day of the publication of the invitation to subscribe and pay new shares – 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 (in words: fifteen) 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 right in the first round, i.e. in proportion to their respective subscriptions in the first round, and these shareholders shall be able to exercise their subscription privilege for the subscription of new shares in the period of 7 (in words: seven) days of the invitation to subscribe and pay



new shares. The deadline for the subscription and payment of the shares shall be 7 (in words: seven) 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 who participated in the first round shall be offered in the third round by the Board of Directors for subscription and payment to existing shareholders who subscribed and paid the shares in the second round, whereby the same mechanism as in the second round shall be applied in terms of proportionality and deadlines.

The issue of new shares shall be deemed to have been successful if no less than 4,954,711 (in words: four million nine hundred and fifty-four thousand seven hundred and eleven) 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.

If at least 4,954,711 (in words: four million nine hundred and fifty-four thousand seven hundred and eleven) shares are not subscribed and paid by 31 March 2019 (in words: thirty-first March two thousand and nineteen), the General Meeting shall authorise 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 (in words: eight) 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 9 November 2018 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 those 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