



# the 19<sup>th</sup> regular Shareholders' Meeting

to be held on Tuesday, 30 April, 2013 at 10.00 a.m.  
in the Hotel Golf in Bled, Cankarjevacesta 4, 4260 Bled

## AGENDA AND PROPOSED RESOLUTIONS

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

The Management Board and Supervisory Board propose the Shareholders' Meeting to adopt the following resolution:

»The Shareholders' Meeting becomes acquainted that the Shareholders' Meeting is attended by the notary assistant Nataša Dolenc and appoints the Shareholders' Meeting bodies, as follows:

- Stojan Zdolšek, attorney at law as chairman of the Shareholders' Meeting.
- Aleš Aberšek as vote counter.
- Petra Sever as typist.«

### 2. Presentation of the audited annual report of Sava d.d. and the audited consolidated annual report of the Sava Group for 2012 together with a written report by the Supervisory Board, information about the emoluments of the Management Board and Supervisory Board members in 2012, and making a decision on granting discharge from liability to the Management Board and Supervisory Board.

The Management Board and Supervisory Board propose the Shareholders' Meeting to adopt the following resolutions:

- »The Shareholders' Meeting becomes acquainted with the audited annual report of Sava d.d. for 2012, the audited consolidated annual report of the Sava Group for 2012, and a written report by the Supervisory Board for 2012.«
- »The Shareholders' Meeting grants discharge from liability to the Management Board. The Shareholders Meeting grants discharge from liability to the Supervisory Board. The Shareholders' Meeting confirms and approves of the work of these two company's bodies in the fiscal year 2012.«

### 3. Simplified share capital decrease, change in the headquarters and other amendments to the Articles of Association

The Management Board and Supervisory Board propose the Shareholders' Meeting to adopt the following resolutions:

- »The share capital of the company is decreased from the present amount of €83,751,567.51 by the amount €58,309,716.03, after which it amounts to €25,441,851.48. The simplified share capital decrease is carried out according to Article 379 of the Companies Act-1. The purpose of the share capital decrease in the company is to adjust the equity and share capital to the decreased volume of company's business. The share capital is decreased on the basis of the audited financial statement as at 31/12/2012. Since the share capital of the company is distributed into 2,006,987 ordinary personal no-par value shares, the attributable amount of each share in the share capital is reduced owing to the share capital decrease. As the attributable amount of each share in the share capital after its decrease amounts to €12.68, the decrease is carried out without aggregating the shares and with the unchanged number of shares, respectively.

The Shareholders' Meeting adopts an amendment to Article 3.1 of the Articles of Association, as follows:

“3.1. The company's share capital amounts to €25,441,851.48.”

- »The company's headquarters change, which as of now are in Ljubljana.«

- »Article 1.4 of the company's Articles of Association is amended, as follows: »1.4. The company's headquarters are in: Ljubljana.«

Article 1.5 of the company's Articles of Association is amended, as follows: »1.5. The company's business address is: Dunajska cesta 152, Ljubljana. »

Article 2.2. of the Articles of Association shall be harmonised with the valid classification of activities, as follows:

“2.2. In accordance with the Decree about the Introduction and Use of Standard Classification of Activities (Official Gazette RS, No. 69/2007), the company's activities as set out in item 2.1 have been classified under the following codes and names of the standard activities classification to be entered in the court register:

| CODE   | CONTENTS   |
|--------|--|
| 13.960 | Manufacture of other technical and industrial textiles   |
| 13.990 | Manufacture of other textiles n.e.c.   |
| 15.120 | Manufacture of luggage, handbags and the like, saddlery and harness                                  |
| 16.290 | Manufacture of other products of wood, manufacture of articles of cork, straw and plaiting materials |
| 17.220 | Manufacture of household and sanitary goods and of toilet requisites                                 |
| 17.230 | Manufacture of paper stationery  |
| 17.290 | Manufacture of other articles of paper and paperboard  |
| 18.110 | Printing of newspapers   |
| 18.120 | Other printing   |
| 18.130 | Pre-press and pre-media services   |
| 18.140 | Binding and related services   |
| 20.120 | Manufacture of dyes and pigments   |
| 20.160 | Manufacture of plastics in primary forms   |
| 20.170 | Manufacture of synthetic rubber in primary forms   |
| 20.300 | Manufacture of paints, varnishes and similar coatings, printing ink and mastics                      |
| 20.410 | Manufacture of soap and detergents, cleaning and polishing preparations                              |
| 20.420 | Manufacture of perfumes and toilet preparations  |
| 20.510 | Manufacture of explosives  |
| 20.520 | Manufacture of glues   |
| 20.590 | Manufacture of other chemical products n.e.c.  |
| 22.110 | Manufacture of rubber tyres and tubes, retreading and rebuilding of rubber tyres                     |
| 22.190 | Manufacture of other rubber products   |
| 22.210 | Manufacture of plastic plates, sheets, tubes and profiles  |
| 22.230 | Manufacture of builders' ware of plastic   |
| 22.290 | Manufacture of other plastic products  |
| 24.330 | Cold forming or folding  |
| 25.110 | Manufacture of metal structures and parts of structures  |
| 25.290 | Manufacture of other tanks, reservoirs and containers of metal                                       |
| 25.611 | Metallurgical coating of metals  |
| 25.619 | Other coating and treatment of metals  |

|        |   |
|--------|---|
| 25.620 | Machining   |
| 25.710 | Manufacture of cutlery  |
| 25.731 | Manufacture of hand tools   |
| 25.732 | Manufacture of other tools  |
| 25.990 | Manufacture of other fabricated metal products n.e.c.   |
| 26.110 | Manufacture of electronic components  |
| 26.600 | Manufacture of irradiation, electromedical and electrotherapeutic equipment                     |
| 27.330 | Manufacture of wiring devices   |
| 28.110 | Manufacture of engines and turbines, except aircraft, vehicle and cycle engines                 |
| 28.150 | Manufacture of bearings, gears, gearing and driving elements                                    |
| 28.410 | Manufacture of metal forming machinery  |
| 28.490 | Manufacture of other machine tools  |
| 28.920 | Manufacture of machinery for mining, quarrying and construction                                 |
| 28.940 | Manufacture of machinery for textile, apparel and leather production                            |
| 28.960 | Manufacture of plastics and rubber machinery  |
| 28.990 | Manufacture of other special-purpose machinery n.e.c.   |
| 29.320 | Manufacture of other parts and accessories for motor vehicles                                   |
| 30.110 | Building of ships and floating structures   |
| 30.120 | Building of pleasure and sporting boats   |
| 30.200 | Manufacture of railway locomotives and rolling stock  |
| 30.920 | Manufacture of bicycles and invalid carriages   |
| 32.200 | Manufacture of musical instruments  |
| 32.300 | Manufacture of sports goods   |
| 32.500 | Manufacture of medical and dental instruments and supplies                                      |
| 32.990 | Other manufacturing n.e.c.  |
| 33.110 | Repair of fabricated metal products   |
| 33.120 | Repair of machinery   |
| 33.130 | Repair of electronic and optical equipment  |
| 33.140 | Repair of electrical equipment  |
| 33.150 | Repair and maintenance of ships and boats   |
| 33.170 | Repair and maintenance of other transport equipment   |
| 33.190 | Repair of other equipment   |
| 33.200 | Installation of industrial machinery and equipment  |
| 35.119 | Other production of electricity   |
| 35.120 | Transmission of electricity   |
| 35.130 | Distribution of electricity   |
| 35.300 | Steam and air conditioning supply   |
| 38.320 | Recovery of sorted materials  |
| 41.100 | Development of building projects  |
| 41.200 | Construction of residential and non-residential buildings                                       |
| 42.110 | Construction of roads and motorways   |
| 42.120 | Construction of railways and underground railways   |
| 42.130 | Construction of bridges and tunnels   |
| 42.210 | Construction of utility projects for fluids   |
| 42.220 | Construction of utility projects for electricity and telecommunications                         |
| 42.910 | Construction of water projects  |
| 42.990 | Construction of other civil engineering projects n.e.c.   |
| 43.320 | Joinery installation  |
| 43.330 | Floor and wall covering   |
| 43.910 | Roofing activities  |
| 43.990 | Other specialised construction activities n.e.c.  |
| 45.110 | Sale of cars and light motor vehicles   |
| 45.190 | Sale of other motor vehicles  |
| 45.200 | Maintenance and repair of motor vehicles  |
| 46.180 | Agents specialised in the sale of other particular products                                     |
| 46.190 | Agents involved in the sale of a variety of goods   |
| 46.750 | Wholesale of chemical products  |
| 46.760 | Wholesale of other intermediate products  |
| 46.900 | Non-specialised wholesale trade   |
| 47.410 | Retail sale of computers, peripheral units and software in specialised stores                   |
| 47.420 | Retail sale of telecommunications equipment in specialised stores                               |
| 47.430 | Retail sale of audio and video equipment in specialised stores                                  |
| 47.510 | Retail sale of textiles in specialised stores   |
| 47.520 | Retail sale of hardware, paints and glass in specialised stores                                 |
| 47.530 | Retail sale of carpets, rugs, wall and floor coverings in specialised stores                    |
| 47.540 | Retail sale of electrical household appliances in specialised stores                            |
| 47.590 | Retail sale of furniture, lighting equipment and other household articles in specialised stores |
| 47.630 | Retail sale of music and video recordings in specialised stores                                 |
| 47.650 | Retail sale of games and toys in specialised stores   |
| 47.710 | Retail sale of clothing in specialised stores   |
| 47.720 | Retail sale of footwear and leather goods in specialised stores                                 |
| 47.789 | Other retail sale of new goods in specialised stores n.e.c.                                     |
| 52.100 | Warehousing and storage   |
| 52.210 | Service activities incidental to land transportation  |
| 52.240 | Cargo handling  |
| 55.100 | Hotels and similar accommodation  |
| 55.300 | Camping grounds, recreational vehicle parks and trailer parks                                   |
| 56.101 | Restaurants and inns  |
| 56.210 | Event catering activities   |
| 56.290 | Other food service activities   |
| 58.110 | Book publishing   |
| 58.120 | Publishing of directories and mailing lists   |
| 58.130 | Publishing of newspapers  |
| 58.140 | Publishing of journals and periodicals  |
| 58.190 | Other publishing activities   |
| 58.210 | Publishing of computer games  |
| 58.290 | Other software publishing   |
| 59.200 | Sound recording and music publishing activities   |
| 60.100 | Radio broadcasting  |
| 60.200 | Television programming and broadcasting activities  |
| 62.010 | Computer programming activities   |
| 62.020 | Computer consultancy activities   |
| 62.030 | Computer facilities management activities   |
| 62.090 | Other information technology and computer service activities                                    |
| 63.110 | Data processing, hosting and related activities   |
| 63.120 | Web portals   |
| 64.200 | Activities of holding companies   |
| 64.910 | Financial leasing   |
| 64.990 | Other financial service activities, except insurance and pension funding n.e.c.                 |
| 68.100 | Buying and selling of own real estate   |
| 68.200 | Renting and operating of own or leased real estate  |
| 68.320 | Management of real estate on a fee or contract basis  |
| 69.103 | Other legal activities  |
| 69.200 | Accounting, bookkeeping and auditing activities, tax consultancy                                |
| 70.100 | Activities of head offices  |
| 70.210 | Public relation and communication activities  |
| 70.220 | Business and other management consultancy activities  |
| 71.200 | Technical testing and analysis  |
| 71.129 | Other engineering activities and related technical consultancy                                  |
| 72.110 | Research and experimental development on biotechnology  |
| 72.190 | Other research and experimental development on natural sciences and engineering                 |
| 72.200 | Research and experimental development on social sciences and humanities                         |
| 73.200 | Market research and public opinion polling  |
| 74.300 | Translation and interpretation activities   |
| 77.110 | Renting and leasing of cars and light motor vehicles  |
| 77.390 | Renting and leasing of other machinery, equipment and tangible goods n.e.c.                     |
| 81.100 | Combined facilities support activities  |
| 82.110 | Combined office administrative service activities   |
| 82.190 | Photocopying, document preparation and other specialised office support activities              |
| 82.990 | Other business support service activities n.e.c.  |
| 85.590 | Other education n.e.c.  |
| 85.600 | Educational support activities  |
| 95.290 | Repair of other personal and household goods  |

The Supervisory Board shall make a decision with regard to changing and amending the activities in order to harmonise them with the regulations and requirements set by the inspection authorities, or in order to implement the goals of the company as set out in the company's activities.”

Article 6.6. of the Articles of Association is amended, as follows: “6.6. The Shareholders' Meeting is held in the place determined by the Management Board.”

The first and the second paragraph of Article 8 of the Articles of Association shall change, as follows:

“The company will publish those announcements on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (AJPES), the publishing of which on the AJPES website is compulsory by law.”

“If any regulation determines duty of publishing but does not compulsorily specify the statutory defined newspaper or e-media or AJPES as the place of publishing, the company will publish its information in the electronic version on its website.”«

### 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 2013.»

### 5. Appointing a Supervisory Board member

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

- »The Shareholders' Meeting establishes that the Supervisory Board member – shareholder representative, Tomaž Perše, MSc, resigned from the Supervisory Board member position on 18 October 2012.«

- »The Shareholders' Meeting elects Miro Medvešek Supervisory Board member – shareholder representative of Sava d.d.«

The newly elected Supervisory Board member shall begin a four-year term of office on 30 April 2013.«

## INFORMATION FOR SHAREHOLDERS

The materials for the Shareholders' Meeting from the second paragraph of Article 297.a of the Companies Act-1, which include the annual reports, the report by the Supervisory Board and the independent auditor's report, the substantiation of a proposal for appointing an auditor and the substantiation of a proposal for a Supervisory Board member along with the presentation of his past professional experience, his current work and all the circumstances that could lead to a conflict of interest and his partiality, are available for shareholders' insight in the reception office of the company (9<sup>th</sup> floor) in Ljubljana, Dunajska cesta 152, every work day from 8.00 a.m. to 11.00 a.m. and that as of 29 March 2013; as of the same date, the materials can be accessed at [www.sava.si](http://www.sava.si), too.

In accordance with 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 is to decide, should be attached to their complete and timely sent request, or if the Shareholders' Meeting does 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., Legal Office, Škofjeloška c. 6, Kranj, or on facsimile no. +386 4 206 64 46. In compliance with item 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 share owners who at the end of the fourth day before the Shareholders' Meeting are registered as share owners in the central registry of dematerialised securities (cut-off day) 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 authorisation, whereas legal representatives shall produce an abstract from the register of companies.

Shareholders shall adopt resolutions under Agenda item 1, 2, 4 and 5 by an ordinary majority of cast declared votes. The resolutions under Agenda item 3 shall be adopted by a majority of three quarters of the share capital represented.

Shareholders vote in person, through their representatives or proxies. The authorisation shall be in writing and sent to the company, which it keeps it during the entire period of the authorisation relation. The form for implementing the voting right by proxy can be accessed on the company's website. A shareholder may send an authorisation 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 before the beginning of the Shareholders' Meeting.

At the Shareholders' Meeting, shareholders may implement 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, 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 at the company's website at [www.sava.si](http://www.sava.si).

Matej Narat, MSc  
President of the Management Board