

## **NOTICE OF RESOLUTIONS OF THE 26<sup>th</sup> GENERAL MEETING OF SHAREHOLDERS**

In line with Ljubljana Stock Exchange Rules and the valid legislation the company ISTRABENZ Holding Company d.d. Koper herewith announces the resolutions adopted at the **26<sup>th</sup> General Meeting of Shareholders** of the ISTRABENZ Holding Company **held on 29 May 2017** in the Galea Hall of the Grand Hotel Portorož, Obala 33, Portorož.

### **Opening of the General Meeting of Shareholders and statement of quorum**

The share capital of the joint-stock company ISTRABENZ Holding Company consists of 5,180,000 ordinary shares, 5,179,022 thereof with voting rights. The company has 978 own shares without voting rights. There were 2,673,089 shares with voting rights present at the General Meeting of Shareholders, corresponding to 51.61 percent of company's share capital, i.e. shares with voting rights.

### **RESOLUTIONS ADOPTED BY THE GENERAL MEETING OF SHAREHOLDERS**

#### **1. Opening of the General Meeting of Shareholders and the election of its working bodies;**

**The following are elected:**

- **Chairman of the General Meeting of Shareholders: Stojan Zdolšek, attorney-at-law**
- **the Credentials Committee, composed of:**
  - **Chairman: Robert Ernestl**
  - **Vote Counters: Klavdija Primožič, Sonja Long.**

**The meeting was attended by the invited notary public Mojca Tavčar Pasar.**

*The resolution was adopted in the proposed wording.*

#### **2. Presentation of the Annual Report of the ISTRABENZ Holding Company, d.d. and the ISTRABENZ GROUP for 2016 with auditor's opinions and the written report of the Supervisory Board on the examination and approval of the Annual Report, information on the remuneration of the Management- and Supervisory board and granting of discharge from liability;**

- a) The General Meeting of Shareholders grants discharge from liability to the Company's Management Board composed of Andrej Laznik as President and Desanka Katić as Member, for the period from 1 January 2016 to 29 February 2016.**

*The resolution was adopted in the proposed wording.*

*During the voting under the item no. 2.a) of the agenda, there were 2,673,089 valid votes cast, i.e. shares with voting rights. IN FAVOUR OF the resolution were 2,673,089 votes, corresponding to 100 (hundred) % of all votes cast, whereas AGAINST were 0 (zero) votes. The holders of 0 (zero) votes ABSTAINED from voting.*

- b) The General Meeting of Shareholders grants discharge from liability to the Company's Management Board composed of Andrej Laznik as President and Karmen Kozlovič as Member, for the period from 1 March 2016 to 15 August 2016.**

*The resolution was adopted in the proposed wording.*

*During the voting under the item no. 2.b) of the agenda, there were 2,673,089 valid votes cast, i.e. shares with voting rights. IN FAVOUR OF the resolution were 2,673,089 votes, corresponding to 100 (hundred) % of all votes cast, whereas AGAINST were 0 (zero) votes. The holders of 0 (zero) votes ABSTAINED from voting.*

- c) The General Meeting of Shareholders grants discharge from liability to the Company's Management Board composed of Andrej Laznik as President for the period from 16 August 2016 to 31 December 2016.**

*The resolution was adopted in the proposed wording.*

*During the voting under the item no. 2.c) of the agenda, there were 2,673,089 valid votes cast, i.e. shares with voting rights. IN FAVOUR OF the resolution were 2,673,089 votes, corresponding to 100 (hundred) % of all votes cast, whereas AGAINST were 0 (zero) votes. The holders of 0 (zero) votes ABSTAINED from voting.*

- d) The General Meeting of Shareholders grants discharge from liability to the Company's Supervisory Board composed of Milan Marinič, Janko Gedrih and Denis Tavčar, MSc., for the period from 1 January 2016 to 29 February 2016.**

*The resolution was adopted in the proposed wording.*

*During the voting under the item no. 2.d) of the agenda, there were 2,673,089 valid votes cast, i.e. shares with voting rights. IN FAVOUR OF the resolution were 2,673,089 votes, corresponding to 100 (hundred) % of all votes cast, whereas AGAINST were 0 (zero) votes. The holders of 0 (zero) votes ABSTAINED from voting.*

- e) The General Meeting of Shareholders grants discharge from liability to the Company's Supervisory Board composed of Milan Marinič, Denis Tavčar, MSc., Janko Gedrih and Desanka Katič for the period from 1 March 2016 to 31 December 2016.**

*The resolution was adopted in the proposed wording.*

*During the voting under the item no. 2.e) of the agenda, there were 2,673,089 valid votes cast, i.e. shares with voting rights. IN FAVOUR OF the resolution were 2,673,089 votes, corresponding to 100 (hundred) % of all votes cast, whereas AGAINST were 0 (zero) votes. The holders of 0 (zero) votes ABSTAINED from voting.*

### **3. Appointment of the Company's auditor for the financial year 2017;**

**The General Meeting of Shareholders appoints the auditing company Deloitte revizija d.o.o., Dunajska cesta 165, Ljubljana as auditor of the Company for the financial year 2017.**

*The resolution was adopted in the proposed wording.*

*During the voting under the item no. 3 of the agenda, there were 2,673,089 valid votes cast, i.e. shares with voting rights. IN FAVOUR OF the resolution were 2,673,089 votes, corresponding to 100 (hundred) % of all votes cast, whereas AGAINST were 0 (zero) votes. The holders of 0 (zero) votes ABSTAINED from voting.*

#### **4. Changes and amendments to the Company's articles of association;**

**The introduction to the Articles of Association shall be amended so that the wording "82/2013 and 55/2015" shall be replaced by the wording "82/2013, 55/2015 and 15/2017", and the wording "and 14/06/2012 (fourteenth of June two thousand and twelve) and 27/05/2016 (twenty seventh of May two thousand and sixteen)" stated at the end of the introduction shall be changed and amended, and it shall from now on read "14/06/2012 (fourteenth of June two thousand and twelve), 27/05/2016 (twenty seventh of May two thousand and sixteen) and 25/05/2017 (twenty fifth of May two thousand and seventeen".**

**The provision 1.3. (one point three point) of the Company's Articles of Association shall be amended and shall from now on read:**

**"1.3. (one point three point) The registered office of the Company shall be: PORTOROŽ**

**These changes and amendments to the Articles of Association shall start applying upon their entry in the Companies Register.**

*The resolution was adopted in the proposed wording.*

*During the voting under the item no. 4 of the agenda, there were 2,673,089 valid votes cast, i.e. shares with voting rights. IN FAVOUR OF the resolution were 2,673,089 votes, corresponding to 100 (hundred) % of all votes cast, whereas AGAINST were 0 (zero) votes. The holders of 0 (zero) votes ABSTAINED from voting.*

#### **DECLARED CHALLENGING ACTIONS**

There were no challenging actions declared at the General Meeting of Shareholders.

#### **FIVE LARGEST SHAREHOLDERS**

The proportion of voting rights of the five major shareholders present at the Company's General Meeting of Shareholders, expressed in relation to all shares with voting rights, was 50.97-percent. The General Meeting of Shareholders was attended by the following five largest shareholders:

<b>Shareholder</b>	<b>Number of shares and votes</b>	<b>% of voting rights within the Company</b>
SAVA, d.d. Ljubljana	845,153	16.32
NFD HOLDING d.d. – in bankruptcy	724,637	13.99
INTUS INVEST d.o.o.	670,524	12.95
GORENJSKA BANKA d.d., Kranj	378,300	7.30
VZMD Ljubljana	20,956	0.40
<b>TOTAL</b>	<b>2,639,570</b>	<b>50.97</b>

ISTRABENZ Holding Company d.d.