



Pursuant to item 9.2. of the Articles of Association of the ISTRABENZ Holding Company, second paragraph of Article 295 of the Companies Act-1, the Rules of the Ljubljana Stock Exchange and in line with the resolution adopted by the Management Board of the Company on 17 April 2012, the Management Board hereby convenes the

**19<sup>th</sup> regular General Meeting of Shareholders of the ISTRABENZ Holding Company  
to be held on Thursday, 14 June 2012, at 1 p.m.  
in the Congress centre "Portus" at LifeClass hotels in Portorož,  
Obala 33, Portorož**

with the following

**AGENDA:**

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

The Management Board hereby proposes to the General Meeting of Shareholders to adopt the following resolution:

The following are elected:

- Chairman of the General Meeting of Shareholders: Srečo Jadek, attorney-at-law
- the Credentials Committee, composed of:
  - Chairman: Robert Ernestl,
  - Vote Counters: Klavdija Ule, Magda Šturman.

The meeting will be attended by the invited notary public Dravo Ferligoj.

**2. Presentation of Annual Report of the Istrabenz Holding Company and the Istrabenz Group for 2011 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 a discharge;**

The Management board and the Supervisory board hereby propose to the General Meeting of Shareholders to adopt the following resolution:

- a) The General Meeting of Shareholders grants a discharge to the Company's Management Board for the financial year 2011.
- b) The General Meeting of Shareholders grants a discharge to the Company's Supervisory Board for the financial year 2011.

### **3. Appointment of the Company's auditor for the financial year 2012;**

The Supervisory Board proposes to the General Meeting of Shareholders to adopt the following resolution:

The General Meeting of Shareholders appoints the auditing company KPMG SLOVENIJA, podjetje za revidiranje, d.o.o., Železna cesta 8a, Ljubljana as auditor of the Company for the financial year 2012.

### **4. Change in the remuneration of the members and the President of the supervisory board and of the members and the President of the supervisory board's committee**

The Supervisory Board proposes to the General Meeting of Shareholders to adopt the following resolution:

The members of the supervisory board shall receive a basic remuneration for performing their function and an additional payment for special obligations in the total amount of EUR 900 gross per month. The President of the supervisory board shall receive also an additional payment for the performance of special functions and obligations in the amount of EUR 450 gross per month. The members of the supervisory board shall receive the remuneration for the time of performance of their function, while the President shall receive the special payment for the time of performance of his special function of presiding over the supervisory board. The members and the President of the supervisory board shall be entitled to the payment stated herein starting from 1 July 2012.

In addition to the remuneration for performing their function, all members of the supervisory board shall receive an attendance fee for attending the supervisory board meeting in the amount as determined with the resolution no. 5 of the General Meeting of Shareholders, adopted on 30 May 2003.

The members of the supervisory board's committee shall be entitled to the same attendance fee as all other members of the supervisory board, while the President of the supervisory board's committee shall receive the same attendance fee as the President of the supervisory board. The members and the President of the supervisory board's committee shall not be entitled to payment for performing their function and for fulfilling their obligations in the supervisory board's committees. The members and the President of the supervisory board's committee shall be entitled to the payment stated herein starting from 1 July 2012.

On 30 June 2012, this resolution shall entirely replace the resolution of the general meeting of shareholders adopted on 28<sup>th</sup> August 2006 under the item 8 of the agenda for the General Meeting of Shareholders, which ceases to be valid on 30 June 2012.

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### **Information for the shareholders:**

**Availability of the materials for the General Meeting of Shareholders, the draft resolutions with arguments for the proposal and the information regarding the General Meeting of Shareholders**

The materials for the General Meeting of Shareholders, including the draft resolutions with grounds, the Annual Report, the report of the Supervisory Board, the Corporate Governance Statement and other materials as stated in paragraph 2, Article 297.a of the Companies Act-1 (ZGD-1), are available to the shareholders for inspection from the Secretariat of the Management Board of the Company in Koper, Cesta Zore Perello Godina 2, every working day from 9 a.m. to 12 a.m., from the day the notice of convening the General Meeting of Shareholders is published up until and including the day it is held. The materials are also available on the Company's website ([www.istrabenz.si](http://www.istrabenz.si)). The notice of convening the General Meeting of Shareholders, the draft resolutions with grounds and other materials are published also on the website of the Ljubljana Stock Exchange (<http://seonet.ljse.si>). The information from paragraph 3, Article 296 of the Companies Act-1 (ZGD-1) and extensive information on the shareholders' rights with regard to their request to place additional items on the agenda, the submitting of resolutions' counter-proposals, the proposals to be subject to the voting and the shareholders' right to be informed (paragraph 1 of the Article 298, paragraph 1 of the Article 300, Articles 301 and 305 of the Companies Act (ZGD-1)) are all published on the Company's website.

### **Requests and proposals of the shareholders**

Shareholders whose total interest accounts for one-twentieth of the subscribed capital may request in writing that an additional item be placed on the agenda. The request must be sent to the Company within 7 (seven) days at the latest following the publication of the convocation of the General Meeting of Shareholders. The request must be accompanied in writing by a proposed resolution to be decided upon by the General Meeting of Shareholders or, if the General Meeting of Shareholders will not adopt a resolution on an individual agenda item, an explanation of that item. In line with paragraph 3, Article 298 of the Companies Act-1 (ZGD-1), the management board will publish those additional agenda items whose publishing has been requested within 7 (seven) days at the latest following the publication of this convocation of the General Meeting of Shareholders. The shareholders may submit their request to place additional items on the agenda also via e-mail to [info@istrabenz.si](mailto:info@istrabenz.si).

The shareholders may submit in writing the resolution proposals and electoral proposals to each item of the agenda. The management board will publish the shareholders' proposals in the same manner that the convening of the General Meeting of Shareholders is published, only if the shareholder has sent the Company a reasonably justified proposal within 7 (seven) days following the publication of the convening of the General Meeting of Shareholders, and if it has informed the Company of its intention to object to the proposal of the management or supervisory body at the General Meeting of Shareholders and that it will call on other shareholders to vote in favour of its proposal. In line with Article 301 of the Companies Act (ZGD-1), the shareholder is not obliged to state the grounds when submitting electoral proposals. The shareholder's proposal will be published and communicated according to the provision of the Article 296 of the Companies Act (ZGD-1), providing that the shareholder sent the proposal with reasonable grounds within seven days following the publication of the convocation of the General Meeting of Shareholders. The shareholders may submit their resolution proposals and electoral proposals to the Company also via e-mail to [info@istrabenz.si](mailto:info@istrabenz.si).

Each request to place an additional item on the agenda, the resolution proposals and the electoral proposals that are sent to the Company via e-mail, have to be scanned, sent in attachment form and must contain the personal signature of the natural person or, in case of legal persons, the personal signature of the representative and the seal/stamp of that legal person, if it is used. The Company has the right to prove the identity of the shareholder or the party that authorised the submitting of the request or the proposal via e-mail, and to verify the authenticity of the signature.

## **Shareholder's right to be informed**

At the General Meeting of Shareholders, the shareholders have the right to pose questions and request matters concerning the Company where this is important for the assessment of the agenda. The shareholder's right to be informed ensues from paragraph 1, Article 305 of the Companies Act-1 (ZGD-1).

## **Invitation to larger shareholders in line with the item 4.2. of the Corporate Governance Code for Joint Stock Companies**

The Istrabenz Holding Company hereby invites all larger shareholders, especially the institutional investors and the State, to inform the public about their policy related to the management of their investment in the Joint Stock Company Istrabenz Holding, as for instance the voting policy, the manner and the frequency of performing corporate governance activities and the communication dynamics with the management or supervisory bodies of the Company.

## **Conditions for participation at the General Meeting of Shareholders and the exercising of voting rights**

Only those shareholders who have registered for the General Meeting of Shareholders and whose application has been received by the Management Board at least by the end of the fourth day prior to the meeting, i.e. by 10 June 2012 inclusive, and who are entered as holders of the shares in the Central Book-Entry Securities Register as of the end of the fourth day prior to the meeting, namely on 10 June 2012, shall be entitled to participate and exercise their voting rights at the General Meeting of Shareholders. The application, i.e. "Registration of participation" form, shall be sent by post to the following address: Istrabenz, d.d., Secretariat of the Management Board, Cesta Zore Perello-Godina 2, Koper. Applications cannot be sent through electronic media. The Company will consider valid only the registration forms undersigned with original signatures.

Each shareholder entitled to participate at the General Meeting of Shareholders has the right to appoint a proxy to exercise the voting right on his behalf. The written power of attorney must be sent to the Company and shall be kept by the Company. The registration form for exercising the voting right by proxy is available on the Company's website and can also be obtained free of charge from the Secretariat of the Management Board of the Company in Koper, Cesta Zore Perello Godina 2, every working day from 9 a.m. to 12 p.m., from the day the notice of convening the General Meeting of Shareholders is published up until and including the day it is held. The shareholders can send the power of attorney to the Company also by e-mail, to the e-mail address [info@istrabenz.si](mailto:info@istrabenz.si). The power of attorney which is sent via e-mail has to be in a scanned form as attachment, and must contain a personal signature of the natural person, or, in the case of legal entity, a personal signature of a representative and a stamp/seal if used by such a legal entity. The Company is entitled to verify the identity of a shareholder or a person who submits the power of attorney by e-mail, as well as the authenticity of their signatures. A shareholder is entitled to revoke the power of attorney as when submitting it, at any time before the day of the General Meeting of Shareholders.

Upon request, shareholders and/or their representatives or proxies must produce a personal identity document and written representation; a statutory representative must also produce an Extract from the Register of Companies.

As of the day of the convocation of the General Meeting of Shareholders, the Company holds 5,180,000 ordinary registered no-par-value shares. As provided by law, each share grants to its holder one vote at the General Meeting of Shareholders. As of the day of convocation of the General Meeting of Shareholders, the Istrabenz Holding Company holds 978 own shares with no voting rights.

The shareholders are kindly asked to come to the General Meeting of Shareholders an hour prior to the commencement of the meeting so that a record of their attendance may be established and preparation for voting carried out.

You are kindly invited.

Management Board  
of the Istrabenz Holding Company