



| ZAHTEVA ZA SKLIC SKUPŠČINE DRUŽBE JUTEKS d. d.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | REQUEST FOR THE CONVENING OF THE GENERAL MEETING OF JUTEKS D.D.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
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| <p>Beaulieu International Group NV, s poslovnim naslovom Holstraat 59, B_8790 Waregem, Belgija kot delničar družbe JUTEKS, d. d., katerega delež dosega zakonsko določeni prag eno dvajsetino osnovnega kapitala družbe Juteks d. d., na podlagi 295. in 296. člena Zakona o gospodarskih družbah (ZGD-1) zahteva, da se na sedežu družbe na Ložnici 53 a v Žalcu na dan 25.1.2013 skliče skupščina družbe JUTEKS, d.d., z naslednjim dnevnim redom:</p>                                                                                                                                                                          | <p>Beaulieu International Group NV, with business address at Holstraat 59, B 8790 Waregem, as shareholder whose total interest accounts for at least one-twentieth of the subscribed capital of JUTEKS, d.d.in accordance with Articles 295 and 296 of the Companies Act (ZGD-1), demands convocation of General Meeting at the business address of JUTEKS, d.d., Ložnica 53A, Žalec on 25 January 2013, with the following agenda:</p>                                                                                                                                                                                                                                                          |
| <p><b>1. Otvoritev skupščine, ugotovitev sklepčnosti, in imenovanje delovnih teles skupščine.</b><br/><u>Predlog sklepa:</u><br/>Izvolijo se delovni organi skupščine delničarjev ter se imenuje notarja po predlogu uprave.</p>                                                                                                                                                                                                                                                                                                                                                                                                  | <p><b>1.Opening, verifying quorum and appointing working panel of the Assembly</b><br/><u>Proposed resolution:</u><br/>The bodies of the General Assembly shall be elected and Notary public shall be appointed upon proposal of Management Board.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <p><b>2. Zmanjšanje osnovnega kapitala z umikom lastnih delnic</b><br/>Osnovni kapital družbe se zmanjša za 178.167,42 EUR, s sedanjih 2.674.771,44 EUR na 2.496.604,02 EUR. Osnovni kapital družbe se zmanjša z umikom 42.726 delnic, ki so že v lasti družbe.</p> <p>Namen zmanjšanja kapitala je povečati donosnost lastniškega kapitala družbe in je posledica občutne spremembe v lastniški strukturi družbe, zaradi česar sklad lastnih delnic ni več potreben.</p> <p>Po zmanjšanju je osnovni kapital družbe razdeljen na 598.706 navadnih imenskih kosovnih delnic.</p> <p>Zmanjšanje osnovnega kapitala se izvede v</p> | <p><b>2.Reduction of share capital by withdrawal of Treasury Shares</b><br/>Share capital shall be reduced for 178.167,42 EUR from current 2.674.771,44 EUR to 2.496.604,02 EUR. Share capital shall be reduced by withdrawal of 42.726 Treasury Shares already owned by the company.</p> <p>The purpose of capital reduction is to increase the return on equity of the company and is result of significant changes in the ownership structure of the company; therefore treasury shares are no longer necessary.</p> <p>After the reduction company's share capital is divided into 598.706 ordinary registered non-par value shares.</p> <p>Reducing of share capital shall be performed</p> |

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| <p>skladu s tretjim odstavkom 381. člena ZGD-1 v breme statutarnih rezerv.</p> <p>Kapitalske rezerve družbe se povečajo z vpisom sklepa v sodni register, in sicer za znesek 178.167,42 EUR, tako da kapitalske rezerve po umiku lastnih delnic znašajo 17.241.910,55 EUR. Rezerve za lastne deleže in lastne delnice ter lastni poslovni deleži družbe po umiku lastnih delnic znašajo 0,00 EUR</p> <p><b><u>Obrazložitev predloga sklepa:</u></b></p> <p>Namen zmanjšanja kapitala je povečati donosnost lastniškega kapitala družbe in je posledica občutne spremembe v lastniški strukturi družbe, zaradi česar sklad lastnih delnic ni več potreben.</p>                                                                                                                                                                                            | <p>pursuant to Paragraph 3 of Article 381 of Companies Act-1, against the value of statutory reserves.</p> <p>Capital reserves of the Juteks company shall hereafter be increased by the amount of 178.167,42 EUR, thus after the withdrawal performed they shall amount to 17.241.910,55 EUR. Treasury reserves fund shall after the withdrawal amount to 0,00 EUR</p> <p><b><u>Explanation:</u></b></p> <p>The purpose of capital reduction is to increase the return on equity of the company and is result of significant changes in the ownership structure of the company; therefore treasury shares are no longer necessary.</p>                                                                                                                                                    |
| <p><b>3. Prenos delnic manjšinskih delničarjev na glavnega delničarja</b></p> <p><u>Predlog sklepa:</u></p> <p>3.1. Družba Beaulieu International Group NV, s poslovnim naslovom Holstraat 59, B_8790 Waregem, Belgija je imetnik 584.369 navadnih imenskih kosovnih delnic JTKG, ki upoštevajoč drugi odstavek 384. člena ZGD-1 v povezavi z drugim odstavkom 528. člena ZGD-1 predstavljajo 91,10% osnovnega kapitala družbe in 97,61% glasovalnih pravic, ki se lahko uresničujejo.</p> <p>3.2. Vse delnice družbe JUTEKS, d.d., katerih imetnik ni glavni delničar, se prenesejo na glavnega delničarja družbo Beaulieu International Group NV, s poslovnim naslovom Holstraat 59, B-8790 Waregem, Belgija, manjšinskim delničarjem pa se v zameno za delnice izplača primerna denarna odpravnina v višini 45,00 EUR na vsako preneseno delnico.</p> | <p><b>3. Exclusion of the minority shareholders from the Company</b></p> <p><u>Proposed resolution:</u></p> <p>3.1. Beaulieu International Group NV, with business address at Holstraat 59, B_8790 Waregem, Belgija, is owner of 584.369 of ordinary registered non-par value shares JTKG, which represent 91,10% of the share capital of the company and 97,61% of all voting rights that may be exercised.</p> <p>3.2. All shares of the company JUTEKS, d.d., whose owner is not the majority shareholder, shall be transferred to the majority shareholder Beaulieu International Group NV, Holstraat 59, B-8790 Waregem, Belgija, in return for the payment of an adequate monetary compensation of 45,00 EUR for each transferred share. All shares of the minority shareholders</p> |



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| <p>Prenos delnic na družbo Beaulieu International Group NV, se izvrši z dnem vpisa tega sklepa v sodni register.</p> <p>3.3. Skupščina pooblašča poslovodstvo glavnega delničarja Beaulieu International Group NV, da na podlagi vpisa sklepa o prenosu delnic JUTEKS, d.d. na glavnega delničarja v sodni register poda Centralni klirinško depotni družbi d.d., Ljubljana nalog in sklene pogodbo za prenos delnic družbe JUTEKS, d.d. z računov manjšinskih delničarjev na račun glavnega delničarja.</p> <p>3.4. Glavni delničar Beaulieu International Group NV je dolžan nemudoma po vpisu sklepa o prenosu delnic v register upravičencem izplačati primerno denarno odpravnino določeno v točki 3.2. tega sklepa za pridobljene delnice.</p> <p>3.5. Skupščina pooblašča družbo, da posreduje glavnemu delničarju potrebne podatke, s katerimi razpolaga, za izplačilo denarne odpravnine upravičencem. Manjšinski delničarji oz. upravičenci do denarne odpravnine so dolžni posredovati glavnemu delničarju oziroma družbi JUTEKS, d.d. potrebne podatke za izplačilo najkasneje naslednji dan po presečnem dnevu.</p> <p>3.6. Upravičenci do denarne odpravnine so imetniki delnic oziroma manjšinski delničarji na dan vpisa sklepa o prenosu delnic v register.</p> | <p>shall transfer to the majority shareholder upon the entry of the resolution on the transfer of shares into the court register.</p> <p>3.3. The General Meeting authorizes the management of Beaulieu International Group NV to, on the basis of the entry of the resolution on the transfer of shares to the majority shareholder into the register, submit an order to the Central Securities Clearing Corporation of Ljubljana and conclude a contract for the transfer of shares with the issuing company JUTEKS, d.d. from the accounts of the minority shareholders to the account of the majority shareholder.</p> <p>3.4. Beaulieu International Group NV is obliged to immediately following the entry of the resolution on the transfer of shares into the register pay the beneficiaries an adequate monetary compensation for the transferred shares determined in point 3.2. of this resolution.</p> <p>3.5. The General Meeting authorizes the issuer to provide the main shareholder with information necessary for performing the payment of monetary compensation to the beneficiaries. Minority shareholders or beneficiaries entitled to monetary payment are required to provide the main shareholder or the company JUTEKS, d.d. all necessary information for payment no later than the day after the cut-off date.</p> <p>3.6. The beneficiaries of the monetary compensation are the owners of shares or minority shareholders having this status on the day of entry of the resolution on the transfer of shares into the register.</p> |
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| <p>3.7. Če so delnice manjšinskega delničarja predmet pravice tretjega ali drugega pravnega dejstva, ta pravica oziroma pravno dejstvo s prenosom delnic na glavnega delničarja preneha. Če v tem primeru iz vsebine pravice tretjega ali drugega pravnega dejstva izhaja upravičenje do donosov, je do denarne odpravnine za prenos delnic upravičena oseba, v korist katere je bila ta pravica oziroma pravno dejstvo vpisano na presečni dan za izbris te pravice oziroma pravnega dejstva iz drugega odstavka 81.b člena Zakona o nematerializiranih vrednostnih papirjih.</p> <p>3.8. Izplačila denarne odpravnine bo glavni delničar vršil prek Raiffeisen Banka, d.d., Zagrebška cesta 76, 2000 Maribor, ki je tudi podala izjavo, da je solidarno odgovorna za izpolnitev obveznosti glavnega delničarja, da bo nemudoma po vpisu tega sklepa o prenosu delnic v register izplačal denarno odpravnino za pridobljene delnice v skladu s tem sklepom.</p> <p><b><u>Obrazložitev:</u></b></p> <p>Družba Beaulieu International Group NV, s poslovnim naslovom Holstraat 59, B_8790 Waregem, Belgija je imetnik 584.369 navadnih imenskih kosovnih delnic JTKG, ki upoštevajoč drugi odstavek 384. člena ZGD-1 v povezavi z drugim odstavkom 528. člena ZGD-1 predstavljajo 91,10% osnovnega kapitala družbe in 97,61% glasovalnih pravic, ki se lahko uresničujejo.</p> | <p>3.7. If the shares possessed by minority shareholders are subject of a third party right or other legal facts, this right or legal fact shall cease on the transfer and shall be cancelled simultaneously with the transfer. In the event that an entitlement to yields arise from the contents of a lien or other legal fact -the right to the payment of the monetary compensation shall be conferred on the person in whose favour the lien or other legal fact was entered on the cut-off day for the deletion of this lien or legal fact from the second paragraph of Article 81b of the Book Entries Security Act.</p> <p>3.8. Payments of adequate monetary compensations to minority shareholders shall be implemented by the majority shareholder through its account open with Raiffeisen Banka, d.d., Zagrebška cesta 76, 2000 Maribor which has also submitted a statement that it is jointly liable for the fulfillment of the obligations of the majority shareholder and that it shall immediately following the entry of this resolution on the transfer of shares into the register, pay the minority shareholders monetary compensation for the acquired shares in accordance with this resolution.</p> <p><b><u>Explanation:</u></b></p> <p>Beaulieu International Group NV, with business address at Holstraat 59, B_8790 Waregem, Belgija, is owner of 584.369 of ordinary registered non-par value shares JTKG, which represents 91, 10% of the share capital of the company and 97, 61% of all voting rights that may be exercised.</p> |
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| <p>Uspešen izid Prezemne ponudbe glavnega delničarja je bil ugotovljen z odločbo Agencije za trg vrednostnih papirjev, št. 40201-12/2012-22 z dne 11.12.2012.</p> <p>V skladu z določbami ZGD-1 in 68. členom Zakona o prevzemih (v nadaljevanju: ZPre-1) lahko delničar, ki je imetnik delnic družbe, ki predstavljajo najmanj 90 % vseh delnic družbe z glasovalno pravico, predlaga sklep o prenosu delnic preostalih delničarjev nanj za plačilo primerne denarne odpravnine.</p> <p>V skladu z drugim odstavkom 68. člena ZPre-1 mora glavni delničar kot primerno denarno odpravnino namesto denarne odpravnine opredeljene v ZGD-1, ponuditi znesek, kakor je bil določen v prevzemni ponudbi – 45,00 EUR na delnico.</p> | <p>Successful outcome of a takeover bid of main shareholder was stated by a decision of the Securities Market Agency No. 40201-12/2012-22 from 11.12.2012.</p> <p>In accordance with the provisions of the Companies Act-1 and 68 Article of the Takeover Act (hereinafter: ZPre-1), a shareholder that has already made a successful takeover bid and acquired at least 90% of the offeree company's all voting shares, may propose to the general meeting to adopt a decision to transfer shares held by a minority shareholder to the principal shareholder.</p> <p>In accordance with Article 68/2 ZPre-1 main shareholder is obliged instead of cash compensation according to the ZGD-1 to offer adequate monetary compensation defined in the takeover bid – 45,00 EUR per share.</p> |
| <p><b>4. Umik delnic družbe iz trgovanja na organiziranem trgu</b></p> <p><u>Predlog sklepa:</u></p> <p>Delnice družbe JUTEKS, d.d., Ložnica 53 A, 3310 Žalec, matična številka 5037590000, davčna številka SI52868001 z oznako JTKG se umaknejo iz trgovanja na organiziranem trgu vrednostnih papirjev (vstopna kotacija) Ljubljanske borze, d.d., Ljubljana.</p> <p>Ta sklep začne veljati z dnem, ko bo v sodni register vpisan sklep o prenosu delnic manjšinskih delničarjev na glavnega delničarja za plačilo primerne denarne odpravnine, ki je sprejet pri 3. točki dnevnega reda te skupščine, učinkovati pa začne z dnem vpisa tega sklepa o</p>                                                                      | <p><b>4. Withdrawal of shares from the regulated market</b></p> <p><u>Proposed resolution:</u></p> <p>Shares issued by JUTEKS, d.d., Ložnica 53 A, 3310 Žalec, registration number: 5037590000, VAT number: SI52868001 marked as JTKG withdraw from the organized securities market (entry market) Ljubljana Stock Exchange d.d.</p> <p>This resolution shall enter into force when the resolution on transfer of minority shareholders' shares to the main shareholder against the payment of adequate monetary consideration, which is adopted by point 3 of the agenda of this General Assembly, and shall have effects when</p>                                                                                                                                                          |

umiku delnic iz organiziranega trga v sodni register. Če sklep o prenosu delnic manjšinskih delničarjev na glavnega delničarja za plačilo primerne denarne odpravnine iz 3. točke dnevnega reda ne bo veljavno sprejet, začne ta sklep veljati takoj.

Če bo sklep o prenosu delnic manjšinskih delničarjev na glavnega delničarja za plačilo primerne denarne odpravnine iz 3. točke dnevnega reda veljavno sprejet, na dan začetka veljavnosti tega sklepa v družbi ne bo več manjšinskih delničarjev, ker bodo le ti predhodno izključeni iz družbe in tem delničarjem zaradi umika iz organiziranega trga vrednostnih papirjev ne pripada še dodatna denarna odpravnina. Denarno odpravnino bodo pridobili zaradi prenosa njihovih delnic v skladu s sklepom, ki je sprejet pri 3. točki dnevnega reda te skupščine.

Če sklep o prenosu delnic manjšinskih delničarjev na glavnega delničarja za plačilo primerne denarne odpravnine iz 3. točke dnevnega reda ne bo veljavno sprejet, prejmejo delničarji namesto denarne odpravnine zaradi izključitve, denarno odpravnino v skladu s tretjim odstavkom 101. člena Zakona o trgu finančnih instrumentov.

*Izjava družbe v skladu s tretjim odstavkom 101. člena Zakona o trgu finančnih instrumentov:*

JUTEKS, d.d., Ložnica 53 A, 3310 Žalec, matična številka 5037590000, davčna številka SI52868001 izjavlja, da bo v primeru, če sklep o prenosu delnic manjšinskih delničarjev na

this resolution will be entered into the court register. If resolution on transfer of minority shareholders' shares to the main shareholder against the payment of adequate monetary consideration from point 3 of the agenda shall not be validly adopted, this resolution shall have effect immediately.

If resolution on transfer of minority shareholders' shares to the main shareholder against the payment of adequate monetary consideration from point 3 of the agenda will be validly adopted, on the day this resolution shall become effective, the company will not have minority shareholders anymore, since they are going to be squeezed out and due to the withdrawal of the organized securities market these shareholders are not entitled to additional monetary compensation. They will obtain adequate cash compensation due to the transfer of their shares in accordance with the resolution, adopted under point 3 of this General meeting.

If resolution on transfer of minority shareholders' shares to the main shareholder against the payment of adequate monetary consideration from point 3 of the agenda will not be validly adopted, shareholders shall receive adequate monetary consideration in accordance with the third paragraph of Article 101 of ZTFI instead of cash compensation due to squeeze out.

*Statement in accordance with Article 101 of Financial Instruments Market Act (ZTFI):*

The company JUTEKS, d.d., Ložnica 53 A, 3310 Žalec, registration number: 5037590000, VAT number: SI52868001 hereby confirms that if resolution on transfer of minority shareholders'



glavnega delničarja za plačilo primerne denarne odpravnine iz 3. točke dnevnega reda ne bo veljavno sprejet, vsem delničarjem, ki bodo na skupščini delničarjev, ki bo odločala o umiku delnic družbe z oznako JTKG z organiziranega trga vrednostnih papirjev (vstopna kotacija) Ljubljanske borze, d.d., Ljubljana, nasprotovali sprejemu sklepa o umiku delnic z organiziranega trga, na njihovo zahtevo prevzel vse njihove delnice za primerno denarno odpravnino v višini 45,00 EUR za delnico.

**Obrazložitev predloga sklepa:**

V skladu z 101. členom Zakona o trgu finančnih instrumentov lahko skupščina javne družbe s sedežem v Republiki Sloveniji sprejme sklep o umiku delnic ali drugih lastniških vrednostnih papirjev iz trgovanja na organiziranem trgu.

Glede na to, da namerava glavni delničar na podlagi sklepa, ki je predlagan pri 3. točki dnevnega reda te skupščine, pridobiti vse delnice družbe, ni več smiselno, da so delnice uvrščene na organizirani trg Ljubljanske borze d.d.

shares to the main shareholder against the payment of adequate monetary consideration from point 3 of the agenda will not be validly adopted, all shareholders who will oppose to the withdrawal of shares JTKG from the organized securities market (entry market) Ljubljana Stock Exchange d.d., to take over all of their shares upon their request with payment of appropriate material compensation in the amount of 45,00 EUR per share.

**Explanation:**

In accordance with Article 101 Financial Instruments Market Act (ZTFI) A general meeting of shareholders of a public company with the registered office in the Republic of Slovenia may adopt a conclusion on withdrawal of shares or other equity securities from trading on a regulated market.

Considering the intent of the main shareholder pursuant to point 3. of the agenda to acquire all shares of the company, it is not reasonable anymore that shares are listed at the securities market of Ljubljanska borza d.d.



| <b>5. Sprememba statuta družbe</b><br><b><u>Predlog sklepa:</u></b>                                                                                                                                                       | <b>5. Change to the Statute</b><br><b><u>Proposed resolution</u></b>                                                                                                                                                                                                                |
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| <p><i>Točka 4.1. Statuta družbe se spremeni tako, da se glasi:</i></p>                                                                                                                                                    | <p><i>Section 4.1. of the Statue shall be amended to reads as follows:</i></p>                                                                                                                                                                                                      |
| <p>Osnovni kapital družbe znaša 2.496.604,02 EUR (dvamilijona štiristošestindevetdeset tisoč šestoštiri 2/100 EUR in je razdeljen na 598.706 (petstoosemindevetdeset sedemstošest) navadnih imenskih kosovnih delnic.</p> | <p>The Company's share capital amounts to 2.496.604,02 (two millions four hundred and ninthly-six thousand six hundred and four, 2/100 EUR) and is divided into 598.706 (five hundred and ninety-eight thousand seven hundred and six) ordinary registered non-par value shares</p> |
| <p><i>Poglavje 5 Statuta se spremeni tako, da se glasi:</i></p>                                                                                                                                                           | <p><i>Section 5 of the Statute shall be amended to reads as follows:</i></p>                                                                                                                                                                                                        |
| <p><b>5. (petič) UPRAVA DRUŽBE</b></p>                                                                                                                                                                                    | <p><b>5. THE MANAGEMENT BOARD</b></p>                                                                                                                                                                                                                                               |
| <p>5.1. (pet, ena) Uprava vodi družbo samostojno in na lastno odgovornost ter jo zastopa in predstavlja nasproti tretjim osebam neomejeno.</p>                                                                            | <p>5.1. Management Board manages the Company independently and at its own risk, acts on behalf of the Company and represents the Company in relations with third parties, without limitations.</p>                                                                                  |
| <p>5.2. (pet,dva) Upravo imenuje in odpokliče nadzorni svet.</p>                                                                                                                                                          | <p>5.2. Management Board is appointed and recalled by the Supervisory Board.</p>                                                                                                                                                                                                    |
| <p>Upravo sestavljajo najmanj trije in največ devet članov uprave.</p>                                                                                                                                                    | <p>Management Board is consisted of 3 to 9 members.</p>                                                                                                                                                                                                                             |
| <p>Mandat uprave traja 5 let z možnostjo ponovnega imenovanja.</p>                                                                                                                                                        | <p>Term of office of each Board member is 5 years, with the option of renewed appointment.</p>                                                                                                                                                                                      |
| <p>5.3. (pet,tri) Predsednik uprave in člani uprave zastopajo družbo posamično in brez omejitev.</p>                                                                                                                      | <p>5.3. The President and all Board members represent the Company individually and without limitations.</p>                                                                                                                                                                         |
| <p>Pri zastopanju člani uprave upoštevajo s poslovníkom uprave določena razmerja med člani uprave.</p>                                                                                                                    | <p>In representing the Company, the members shall respect relations between particular Board members defined by the Rules of Proceedings.</p>                                                                                                                                       |
| <p>Uprava sprejema odločitve iz svoje pristojnosti z</p>                                                                                                                                                                  | <p>The Board shall deliberate upon matters from its</p>                                                                                                                                                                                                                             |



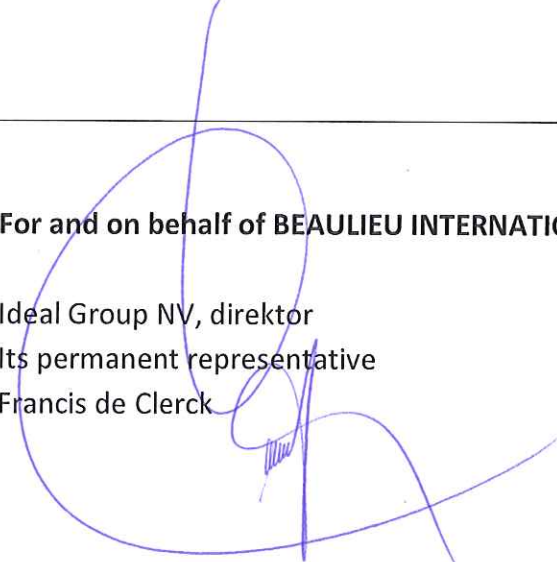


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| <p>navadno večino glasov vseh članov, pri čemer ima vsak član uprave en glas. V primeru enakega števila glasov je odločilen glas predsednika uprave.</p> <p>Uprava za svoje delo sprejme poslovnik.</p>                                                                                                                                                                                                                                                                                                                       | <p>competence with common majority of all members, with each member exercising the right to one vote. In case of a tie the ruling vote is cast by the President of the Management Board.</p> <p>Management Board shall adopt relevant Rules of Proceedings.</p>                                                                                                                                                                                                                                                                                                                                                                                                |
| <p>5.4. (pet,štiri) Nadzorni svet lahko predčasno odpokliče člana uprave iz razlogov določenih v določbi 2. odstavka 268. člena ZGD-1.</p>                                                                                                                                                                                                                                                                                                                                                                                    | <p>5.4. The Supervisory Board may dismiss the Management Board prior to the expiry of its term of office, in accordance with Article 268/2 ZGD-1.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <p>5.5. (pet,pet) V primeru predčasne prekinitve pogodbe za opravljanje poslovodne funkcije v družbi, ima član uprave v skladu z zakonom oziroma sklepom skupščine pravico do odpravnine v višini, določeni s pogodbo. Član uprave nima pravice do odpravnine, če je pogodba predčasno prekinjena iz razlogov, ker je huje kršil obveznosti, ni sposoben voditi poslov ali ker mu je skupščina izrekla nezaupnico (razen če je nezaupnico izrekla iz očitno neutemeljenih razlogov), oziroma če je sam odpovedal pogodbo.</p> | <p>5.5. In case of early termination of the contract for performance of management function in the company, a member of the Management Board has a right to severance pay according to the law or resolution of the General Assembly in the amount set in the contract. A member of the Management Board does not have a right to severance pay, if the contract is early terminated due to serious breach of the contract, incapability of running the business or due to vote of no confidence by the General Assembly (save where vote of no confidence was received out of clearly unfounded reasons) or if he has terminated the contract by himself.</p> |
| <p>5.6. (pet,šest) Vsak član uprave se lahko predčasno odpove svojemu mandatu z odpovednim rokom šestih mesecev. Pisno odpoved je potrebno poslati predsedniku nadzornega sveta.</p>                                                                                                                                                                                                                                                                                                                                          | <p>5.6. Each member of the Management Board can early waive their mandate with termination notice period of six months. The written termination has to be sent to the President of Supervisory Board.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <p>5.7. (pet,sedem) Na predlog nadzornega sveta ter v skladu s sklepom skupščine je uprava lahko udeležena na delu bilančnega dobička, ki se lahko izplača tudi v obliki delnic.</p>                                                                                                                                                                                                                                                                                                                                          | <p>5.7. On the basis of proposal of the Supervisory Board and in accordance with the resolution of General Assembly the Management Board can participate on part of the distributable profit that can be paid also in shares.</p>                                                                                                                                                                                                                                                                                                                                                                                                                              |

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| <p>Spremembe statuta začnejo veljati z dnem vpisa v sodni register.</p> <p><b><u>Obrazložitev predloga sklepa:</u></b></p> <p>Uskladitev statuta v točki 4.1. se izvede v skladu z zmanjšanjem osnovnega kapitala.</p> <p>Spremembe poglavja o upravi družbe omogočajo veččlansko upravo, ki bo zagotavljala bolj učinkovito korporativno upravljanje družbe. Z neomejenim zastopanjem vseh članov uprave se bo povečala njena operativnost.</p> | <p>This Change of Statute shall enter into force on the date of entry in the register.</p> <p><b><u>Explanation:</u></b></p> <p>Amendment of the statute in Section 4.1. shall be conducted in accordance with the reduction of the share capital.</p> <p>Amendments in chapter 5 - Management Board enable the Supervisory Board to expand Management Board according to its estimation. Representation of the Company by each Member of Management Board individually and without limitations shall increase operability of Management Board.</p> |
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**For and on behalf of BEAULIEU INTERNATIONAL GROUP NV**

Ideal Group NV, direktor  
Its permanent representative  
Francis de Clerck



Berry Floor Group NV, direktor  
Its permanent representative  
Luc De Clerck

