

VHODNA POŠTA		Aerodrom Ljubljana, d.d.	
Datum: 16-12-2014			
Stev.: 3676		Sektor: 1	

Fraport AG Frankfurt
Worldwide
Flughafen, Geb. 162,
60547 Frankfurt am Main
Germany

Airport Services

Fraport AG Frankfurt Airport Services
Worldwide
Flughafen, Geb. 162,
60547 Frankfurt am Main
Nemčija

REQUEST FOR CONVENING OF THE GENERAL MEETING OF AERODROM LJUBLJANA, d.d.

Fraport AG, being an Aerodrom Ljubljana, d.d. ("**Company**") shareholder, holding 97.99% of all of the Company's shares requests the management to convene the Company's general meeting of the shareholders with the following agenda:

1. Opening of the general meeting and election of the general meeting bodies

Proposed decision:

The general meeting shall establish the quorum and elect the chairman, 2 votes' tellers nominated by the convener and shall establish the presence of the notary.

2. Transfer of the minority shareholders' shares to the principal shareholder

Proposed decision:

2.1 Fraport AG Frankfurt Airport Services Worldwide, Flughafen, Geb. 162, 60547 Frankfurt am Main, Germany holds 1,860,298 shares with the sticker AELP and 1,859,872 shares with the sticker AELG, representing 97,99 % of all Aerodrom d.d. shares and is therefore the principal shareholder of Aerodrom d.d. pursuant to the Article 384 of ZGD-1

2.2 All 76,357 shares with the sticker AELG held by the remaining shareholders (minority shareholders) shall be transferred to the principal shareholder Fraport AG Frankfurt Airport Services, on the day of the registration of this resolution in the court register of companies.

2.3 The compensation offered by the principal shareholder to the minority shareholders for the transfer of

ZAHTEVA ZA SKLIC SKUPŠČINE AERODROMA LJUBLJANA, d.d.

Fraport AG, kot delničar družbe Aerodrom Ljubljana, d.d. ("Družba"), ki je imetnik 97,99% delnic Družbe zahteva, da uprava skliče skupščino Družbe z naslednjim dnevnim redom:

1. Otvoritev skupščine in izvolitev organov skupščine

Predlog sklepa:

Skupščina družbe ugotovi sklepčnost in izvoli predsednika skupščine in 2 preštevalca glasov na predlog sklicatelja skupščine ter ugotovi prisotnost notarja.

2. Prenos delnic manjšinskih delničarjev na glavnega delničarja

Predlog sklepa:

2.1 Fraport AG Frankfurt Airport Services Worldwide Flughafen, Geb. 162, 60547 Frankfurt am Main, Nemčija je imetnik 1.860.298 delnic z oznako AELP in 1.859.872 delnic z oznako AELG, kar predstavlja 97,99% delež v osnovnem kapitalu družbe Aerodrom Ljubljana d. d. in je torej glavni delničar Aerodroma d.d. po določilih 384. člena ZGD-1.

2.2 Z dnem vpisa tega sklepa v sodni register se prenese vseh 76.357 delnic z oznako AELG, katerih imetniki so preostali delničarji (manjšinski delničarji) na glavnega delničarja Fraport AG Frankfurt Airport Services Worldwide.

2.3 Nadomestilo, ki ga ponuja glavni delničar manjšinskim delničarjem za prenos delnic znaša 61,75 EUR na

shares amounts to EUR 61.75 per share and is equal as offered by the principal shareholder in the takeover procedure, the outcome of which was published in Finance on 24 November 2014.

- 2.4 The compensation shall be due on the date of publishing of the registration of this resolution in the court register, and shall bear interest at the rate of 5% annually from the due date to the payment.



Date: [●] December 2014

By:

Fraport AG Frankfurt Airport Services

Mr. Alexander Zinell (Senior Vice President)
Mr. Christoph Nanke (Vice President)

[name(s) of the signatory(ies)]

delnico in je enako kot je bila cena na delnico, ki je bila ponujena s strani glavnega delničarja s prevzemno ponudbo, izid katere je bil objavljen v Financah 24. novembra 2014.

- 2.4 Nadomestilo zapade v plačilo na dan objave vpisa tega sklepa v sodni register ter se od tega dne dalje do plačila obrestuje po stopnji 5% letno.



Datum: [●] december 2014

Podpisnik:

Fraport AG Frankfurt Airport Services

Attachment:

- Report Pursuant to Article 386.2 ZGD-1

Priloga:

- Poročilo na podlagi 386.2 člena ZGD-1

Remarque:

Aerodrom Ljubljana d.d. will receive a bank guarantee for the payment of compensation to the minority shareholders directly from the bank

Opomba:

Aerodrom Ljubljana d.d. bo prejel bančno garancijo za plačilo nadomestila manjšinskim delničarjem neposredno s strani banke