

Družba **Hisense Luxembourg Home Appliance Holding S.á r.l.**, s poslovnim naslovom 6, rue Eugène Ruppert, L-2453 Luxembourg, Luksemburg, vpisana v luksemburški poslovni register in register družb pod številko B224161, kot edini družbenik sprejme naslednji

The company **Hisense Luxembourg Home Appliance Holding S.á r.l.**, with its registered office at 6, rue Eugène Ruppert, L-2453 Luxembourg, Luxembourg, registered with the Luxembourg Register of Commerce and Companies under No. B224161, as the sole shareholder hereby adopts the following

## **AKT O USTANOVITVI**

### **DRUŽBE Z OMEJENO ODGOVORNOSTJO**

#### **Gorenje gospodinjski aparati, d.o.o.**

#### **1. EDINI DRUŽBENIK**

Edini družbenik družbe je družba **Hisense Luxembourg Home Appliance Holding S.á r.l.**, s poslovnim naslovom 6, rue Eugène Ruppert, L-2453 Luxembourg, Luksemburg, vpisana v luksemburški poslovni register in register družb pod številko B224161.

#### **2. FIRMA, SEDEŽ IN POSLOVNI NASLOV**

**2.1** Firma družbe se glasi: Gorenje gospodinjski aparati, d.o.o.

**2.2** Skrajšana firma družbe se glasi: Gorenje, d.o.o.

**2.3** Blagovna znamka gorenje je sestavni del imena družbe. Omenjena znamka je registrirana pri Uradu Republike Slovenije za intelektualno lastnino pod številko 9370452.

**2.4** Sedež družbe je v Velenju.

**2.5** Poslovni naslov družbe s sklepom določi poslovodstvo družbe. Sprememba poslovnega naslova ne pomeni spremembe akta o ustanovitvi.

## **DEED OF FOUNDATION**

### **OF THE LIMITED LIABILITY COMPANY**

#### **Gorenje gospodinjski aparati, d.o.o.**

#### **1. SOLE SHAREHOLDER**

The sole shareholder of the company is company **Hisense Luxembourg Home Appliance Holding S.á r.l.**, with its registered office at 6, rue Eugène Ruppert, L-2453 Luxembourg, Luxembourg, registered with the Luxembourg Register of Commerce and Companies under No. B224161.

#### **2. COMPANY NAME, REGISTERED SEAT, AND BUSINESS ADDRESS**

**2.1** The company name shall be: Gorenje gospodinjski aparati, d.o.o.

**2.2** The abbreviated name of the company shall be: Gorenje, d.o.o.

**2.3** The brand name gorenje forms an integral part of the Company name. The aforementioned brand name is registered with the Industrial Property Protection Bureau of the Republic of Slovenia under the registry No. 9370452.

**2.4** The registered seat of the Company shall be Velenje.

**2.5** Business address of the Company shall be determined by a resolution adopted by the Company's managing directors. Change of business

			address shall not constitute the change of the Deed of Foundation.
<b>2.6</b>	Prvi poslovni naslov družbe lahko določi družbenik s svojim sklepom.	<b>2.6</b>	The first business address of the Company may be determined by the sole shareholder's resolution.
<b>3.</b>	<b>TRAJANJE DRUŽBE IN POSLOVNO LETO</b>	<b>3.</b>	<b>DURATION OF THE COMPANY AND BUSINESS YEAR</b>
<b>3.1</b>	Družba pridobi lastnost pravne osebe z vpisom v sodni register.	<b>3.1</b>	The Company obtains legal and commercial capacity by entry into the court register.
<b>3.2</b>	Družba se ustanovi za nedoločen čas.	<b>3.2</b>	The Company is established for indefinite period of time.
<b>3.3</b>	Poslovno leto je enako koledarskemu letu.	<b>3.3</b>	A business year corresponds to a calendar year.
<b>4.</b>	<b>ODGOVORNOST ZA OBVEZNOSTI DRUŽBE</b>	<b>4.</b>	<b>LIABILITY FOR THE OBLIGATIONS OF THE COMPANY</b>
	Družba odgovarja za obveznosti s svojim celotnim premoženjem, družbenik za obveznosti družbe ne odgovarja.		The Company is liable for obligations with its entire assets, whereas the sole shareholder is not liable for the obligations of the company.
<b>5.</b>	<b>DEJAVNOST DRUŽBE</b>	<b>5.</b>	<b>SCOPE OF ACTIVITIES</b>
<b>5.1</b>	Osnovna dejavnost družbe je proizvodnja, prodaja in servisiranje električnih in neelektričnih gospodinjskih in elektrotoplotnih aparatov:	<b>5.1</b>	Basic business of the Company is manufacture, sale, and servicing of powered and non-powered household and thermal appliances, as follows:
	<ul style="list-style-type: none"> <li>▪ hladilniki, zamrzovalniki in hladilne naprave,</li> <li>▪ pralni, sušilni in pomivalni stroji,</li> <li>▪ električni in plinski štedilniki ter pečice ter kombinirani štedilniki.</li> </ul>		<ul style="list-style-type: none"> <li>▪ refrigerators, freezers, and air conditioners;</li> <li>▪ washing machines, dryers, and dishwashers;</li> <li>▪ electrical and gas cookers and ovens, and combined cookers.</li> </ul>
<b>5.2</b>	Dejavnosti družbe po standardni klasifikaciji so:	<b>5.2</b>	Company activities/affairs of business according to the standard classification of activities, are as follows:

01.620	Storitve za živinorejo, razen veterinarskih	01.620	Support activities for animal production, excl. veterinary
02.400	Storitve za gozdarstvo	02.400	Support services to forestry
08.120	Pridobivanje gramoza, peska, gline	08.120	Operation of gravel and sand pits; mining of clays and kaolin
09.900	Storitve za drugo rudarjenje	09.900	Support activities for other mining and quarrying
10.710	Proizvodnja kruha, svežega peciva in slaščic	10.710	Manufacture of bread; manufacture of fresh pastry goods and cakes
10.720	Proizvodnja prepečenca in piškotov, proizvodnja trajnega peciva in slaščic	10.720	Manufacture of risks and biscuits; manufacture of preserved pastry goods and cakes
10.850	Proizvodnja pripravljenih jedi in obrokov	10.850	Manufacture of prepared meals and dishes
10.890	Proizvodnja drugih prehrambenih izdelkov, drugje nerazvrščenih	10.890	Manufacture of other food products n.e.c. (not elsewhere classified)
13.300	Dodelava tekstilij	13.300	Finishing of textiles
14.120	Proizvodnja delovnih oblačil	14.120	Manufacture of work-wear
14.190	Proizvodnja drugih oblačil, pokrival ter dodatkov	14.190	Manufacture of other wearing apparel and accessories
15.120	Proizvodnja potovalne galanterije, sedlarskih in jermenarskih izdelkov	15.120	Manufacture of luggage, handbags and the like, saddler and harness
16.100	Žaganje, skobljanje in impregniranje lesa	16.100	Sawmilling and plane, and impregnation of wood
16.210	Proizvodnja furnirja in plošč na osnovi lesa	16.210	Manufacture of veneer sheets and wood-based panels
16.230	Stavbno mizarstvo in tesarstvo	16.230	Manufacture of other builders' carpentry and joinery
16.240	Proizvodnja lesene embalaže	16.240	Manufacture of wooden containers
16.290	Proizvodnja drugih izdelkov iz lesa, plute, slame in protja	16.290	Manufacture of other products of wood; manufacture of articles of cork, straw and plaiting materials
17.210	Proizvodnja papirja in kartona	17.210	Manufacture of corrugated paper and paperboard and of containers of paper and paperboard
17.230	Proizvodnja pisarniških potrebščin iz papirja	17.230	Manufacture of paper stationery
18.110	Tiskanje časopisov	18.110	Printing of newspapers
18.120	Drugo tiskanje	18.120	Other printing
18.130	Priprava za tisk in objavo	18.130	Pre-press and pre-media services
18.140	Knjigoveštvo in sorodne dejavnosti	18.140	Binding and related services
18.200	Razmnoževanje posnetih nosilcev zapisa	18.200	Reproduction of recorded media
22.210	Proizvodnja plošč, folij, cevi in profilov iz plastičnih mas	22.210	Manufacture of plastic plates, sheets, tubes and profiles

22.220	Proizvodnja embalaže iz plastičnih mas	22.220	Manufacture of plastic packing goods
22.230	Proizvodnja izdelkov iz plastičnih mas za gradbeništvo	22.230	Manufacture of plastic builders' ware (construction ware)
22.290	Proizvodnja drugih izdelkov iz plastičnih mas	22.290	Manufacture of other plastic products
23.310	Proizvodnja keramičnih ploščic in oblog	23.310	Manufacture of ceramic tiles and flags
23.410	Proizvodnja gospodinjske in okrasne keramike	23.410	Manufacture of ceramic household and ornamental articles
23.420	Proizvodnja sanitarne keramike	23.420	Manufacture of ceramic sanitary fixtures
23.440	Proizvodnja druge tehnične keramike	23.440	Manufacture of other technical ceramic products
23.490	Proizvodnja drugih keramičnih izdelkov	23.490	Manufacture of other ceramic products
23.990	Proizvodnja drugih nekovinskih mineralnih izdelkov	23.990	Manufacture of other non-metallic mineral products n.e.c.
25.110	Proizvodnja kovinskih konstrukcij in njihovih delov	25.110	Manufacture of metal structures and parts of structures
25.210	Proizvodnja radiatorjev in kotlov za centralno ogrevanje	25.210	Manufacture of central heating radiators and boilers
25.290	Proizvodnja drugih kovinskih rezervoarjev in cistern	25.290	Manufacture of other tanks, reservoirs and containers of metal
25.300	Proizvodnja parnih kotlov, razen kotlov za centralno ogrevanje	25.300	Manufacture of steam generators, except central heating hot water boilers
25.500	Kovanje, stiskanje, vtiskovanje in valjanje kovin, prašna metalurgija	25.500	Forging, pressing, stamping and roll-forming of metal; powder metallurgy
25.290	Proizvodnja drugih kovinskih rezervoarjev in cistern	25.290	Manufacture of other tanks, reservoirs and containers of metal
25.300	Proizvodnja parnih kotlov, razen kotlov za centralno ogrevanje	25.300	Manufacture of steam generators, except central heating hot water boilers
25.500	Kovanje, stiskanje, vtiskovanje in valjanje kovin, prašna metalurgija	25.500	Forging, pressing, stamping and roll-forming of metal; powder metallurgy
25.611	Prekrivanje kovin s kovino	25.611	Metallic coating of metals
25.619	Druga površinska in toplotna obdelava kovin	25.619	Other coating and (thermal) treatment of metals
25.620	Mehanska obdelava kovin	25.620	Machining - machine treatment of metal
25.710	Proizvodnja rezil in jedilnega pribora	25.710	Manufacture of blades and cutlery
25.731	Proizvodnja ročnega orodja	25.731	Manufacture of hand tools
25.732	Proizvodnja orodja za stroje	25.732	Manufacture of tools for machinery
25.910	Proizvodnja jeklenih bobnov, sodov in podobnih posod	25.910	Manufacture of steel drums, barrels, and similar containers
25.920	Proizvodnja lahke kovinske embalaže	25.920	Manufacture of light metal packaging
52.930	Proizvodnja izdelkov iz žice, verig in vzmeti	52.930	Manufacture of wire products, chain and springs
25.990	Proizvodnja drugje nerazvrščenih	25.990	Manufacture of other fabricated metal

	kovinskih izdelkov		products n.e.c.
26.200	Proizvodnja računalnikov in perifernih naprav	26.200	Manufacture of computers and peripheral equipment
26.300	Proizvodnja komunikacijskih naprav	26.300	Manufacture of communication equipment
26.400	Proizvodnja elektronskih naprav za široko rabo	26.400	Manufacture of consumer electronics
26.510	Proizvodnja merilnih, preizkuševalnih in navigacijskih instrumentov in naprav	26.510	Manufacture of instruments and appliances for measuring, testing and navigation
26.700	Proizvodnja optičnih instrumentov in fotografske opreme	26.700	Manufacture of optical instruments and photographic equipment
27.110	Proizvodnja elektromotorjev, generatorjev in transformatorjev	27.110	Manufacture of electric motors, generators and transformers
27.120	Proizvodnja naprav za distribucijo in krmiljenje elektrike	27.120	Manufacture of electricity distribution and control apparatus
27.310	Proizvodnja kablov iz optičnih vlaken	27.310	Manufacture of fibre optic cables
27.320	Proizvodnja drugih električnih kablov in žic	27.320	Manufacture of other electronic and electric wires and cables
27.330	Proizvodnja vtičnic, stikal in drugih naprav za ožičenje	27.330	Manufacture of wiring devices (sockets, switches, and other)
27.400	Proizvodnja naprav in opreme za razsvetljavo	27.400	Manufacture of electric lighting equipment
27.510	Proizvodnja električnih gospodinjskih naprav	27.510	Manufacture of electric domestic appliances
27.520	Proizvodnja neelektričnih gospodinjskih naprav	27.520	Manufacture of non-electric domestic appliances
27.900	Proizvodnja drugih električnih naprav	27.900	Manufacture of other electrical equipment
28.110	Proizvodnja motorjev in turbin, razen za letala in motorna vozila	28.110	Manufacture of engines and turbines, except aircraft, vehicle and cycle engines
28.120	Proizvodnja naprav za fluidno tehniko	28.120	Manufacture of fluid power equipment
28.130	Proizvodnja črpalk in kompresorjev	28.130	Manufacture of other pumps and compressors
28.140	Proizvodnja pip in ventilov	28.140	Manufacture of other taps and valves
28.150	Proizvodnja ležajev, zobnikov in elementov za mehanski prenos energije	28.150	Manufacture of bearings, gears, gearing and driving elements
28.130	Proizvodnja črpalk in kompresorjev	28.130	Manufacture of other pumps and compressors
28.210	Proizvodnja peči in gorilnikov	28.210	Manufacture of ovens, furnaces and furnace burners
28.220	Proizvodnja dvigalnih in transportnih naprav	28.220	Manufacture of lifting and handling equipment
28.230	Proizvodnja pisarniških strojev in	28.230	Manufacture of office machinery and

	naprav (razen računalnikov in perifernih naprav)		equipment (except computers and peripheral equipment)
28.240	Proizvodnja ročnih strojev in naprav	28.240	Manufacture of power-driven hand tools
28.250	Proizvodnja hladilnih in prezračevalnih naprav, razen za gospodinjstva	28.250	Manufacture of non-domestic cooling and ventilation equipment
28.290	Proizvodnja drugih strojev in naprav za splošne namene	28.290	Manufacture of other general-purpose machinery n.e.c.
28.300	Proizvodnja kmetijskih in gozdarskih strojev	28.300	Manufacture of agricultural and forestry machinery
28.410	Proizvodnja strojev za oblikovanje in obdelavo kovin	28.410	Manufacture of metal forming machinery
28.490	Proizvodnja drugih obdelovalnih strojev	28.490	Manufacture of other machine tools
28.910	Proizvodnja metalurških strojev	28.910	Manufacture of machinery for metallurgy
28.920	Proizvodnja rudarskih in gradbenih strojev	28.920	Manufacture of machinery for mining, quarrying and construction
28.930	Proizvodnja strojev za živilsko in tobačno industrijo	28.930	Manufacture of machinery for food, beverage and tobacco processing
28.940	Proizvodnja strojev za tekstilno, oblačilno in usnjarsko industrijo	28.940	Manufacture of machinery for textile, apparel and leather production
28.950	Proizvodnja strojev za industrijo papirja in kartona	28.950	Manufacture of machinery for paper and paperboard production
28.960	Proizvodnja strojev za plastiko in gumo	28.960	Manufacture of plastics and rubber machinery
28.990	Proizvodnja strojev za druge posebne namene	28.990	Manufacture of other special-purpose machinery n.e.c.
29.200	Proizvodnja karoserij za vozila, proizvodnja prikolic, polprikolic	29.200	Manufacture of bodies (coachwork) for motor vehicles; manufacture of trailers and semi-trailers
29.310	Proizvodnja električne in elektronske opreme za motorna vozila	29.310	Manufacture of electrical and electronic equipment for motor vehicles
29.320	Proizvodnja drugih delov in opreme za motorna vozila	29.320	Manufacture of other parts and accessories for motor vehicles
30.110	Gradnja ladij in plavajočih konstrukcij	30.110	Building of ships and floating structures
30.200	Proizvodnja železniških in drugih tirnih vozil	30.200	Manufacture of railway locomotives and rolling stock
30.300	Proizvodnja zračnih in vesoljskih plovil	30.300	Manufacture of air and spacecraft and related machinery
31.010	Proizvodnja pohištva za poslovne in prodajne prostore	31.010	Manufacture of office and shop furniture
31.020	Proizvodnja kuhinjskega pohištva	31.020	Manufacture of kitchen furniture
31.090	Proizvodnja drugega pohištva	31.090	Manufacture of other furniture
32.500	Proizvodnja medicinskih instrumentov, naprav in pripomočkov	32.500	Manufacture of medical and dental instruments and supplies
32.990	Drugje nerazvrščene predelovalne dejavnosti	32.990	Other manufacturing n.e.c.

33.110	Popravila kovinskih izdelkov	33.110	Repair of fabricated metal products
33.120	Popravila strojev in naprav	33.120	Repair of machinery
33.130	Popravila elektronskih in optičnih naprav	33.130	Repair of electronic and optical equipment
33.140	Popravila električnih naprav	33.140	Repair of electrical equipment
33.190	Popravila drugih naprav	33.190	Repair of other equipment
33.200	Montaža industrijskih strojev in naprav	33.200	Installation of industrial machinery and equipment
35.119	Druga proizvodnja električne energije	35.119	Other production of electricity
35.120	Prenos električne energije	35.120	Transmission of electricity
35.130	Distribucija električne energije	35.130	Distribution of electricity
35.140	Trgovanje z električno energijo	35.140	Trade of electricity
35.210	Proizvodnja plina	35.210	Manufacture of gas
35.220	Distribucija plinastih goriv po plinovodni mreži	35.220	Distribution of gaseous fuels through mains
35.230	Trgovanje s plinastimi gorivi po plinovodni mreži	35.230	Trade of gas through mains
35.300	Oskrba s paro in vročo vodo	35.300	Steam and hot water supply
36.000	Zbiranje, prečiščevanje in distribucija vode	36.000	Water collection, treatment and supply
37.000	Ravnanje z odplakami	37.000	Sewerage
38.110	Zbiranje in odvoz nenevarnih odpadkov	38.110	Collection of non-hazardous waste
38.120	Zbiranje in odvoz nevarnih odpadkov	38.120	Collection of hazardous waste
38.210	Ravnanje z nenevarnimi odpadki	38.210	Treatment and disposal of non-hazardous waste
38.220	Ravnanje z nevarnimi odpadki	38.220	Treatment and disposal of hazardous waste
38.310	Demontaža odpadnih naprav	38.310	Dismantling of wrecks
38.320	Pridobivanje sekundarnih surovin iz ostankov in odpadkov	38.320	Recovery of secondary raw (sorted) materials from waste
39.000	Saniranje okolja in drugo ravnanje z odpadki	39.000	Remediation activities and other waste management services
41.100	Organizacija izvedbe stavbnih projektov	41.100	Development of building projects
41.200	Gradnja stanovanjskih in nestanovanjskih stavb	41.200	Construction of residential and non-residential buildings
42.110	Gradnja cest	42.110	Construction of roads and motorways
42.120	Gradnja železnic in podzemnih železnic	42.120	Construction of railways and underground railways
42.130	Gradnja mostov in predorov	42.130	Construction of bridges and tunnels
42.210	Gradnja objektov oskrbne infrastrukture za tekočine in pline	42.210	Construction of utility projects for fluids (gas and liquid)
42.220	Gradnja objektov oskrbne infrastrukture za elektriko in telekomunikacije	42.220	Construction of utility projects for electricity and telecommunications

42.910	Gradnja vodnih objektov	42.910	Construction of water projects
42.990	Gradnja drugih objektov nizke gradnje	42.990	Construction of other civil engineering projects n.e.c
43.110	Rušenje objektov	43.110	Demolition
43.120	Zemeljska pripravljalna dela	43.120	Site preparation
43.210	Inštaliranje električnih napeljav in naprav	43.210	Electrical installation
43.220	Inštaliranje vodovodnih, plinskih in ogrevalnih napeljav in naprav	43.220	Plumbing, heat and air-conditioning installation
43.290	Drugo inštaliranje pri gradnjah	43.290	Other construction installation
43.310	Fasaderska in štukaterska dela	43.310	Plastering
43.320	Vgrajevanje stavbnega pohištva	43.320	Joinery installation
43.330	Oblaganje tal in sten	43.330	Floor and wall covering
43.341	Steklarska dela	43.341	Glazing
43.342	Pleskarska dela	43.342	Painting
43.390	Druga zaključna gradbena dela	43.390	Other building completion and finishing
43.910	Postavljanje ostrešij in krovška dela	43.910	Roofing activities
43.990	Druga specializirana gradbena dela	43.990	Other specialized construction activities n.e.c.
45.110	Trgovina z avtomobili in lahкими motornimi vozili	45.110	Sale of cars and light motor vehicles
45.190	Trgovina z drugimi motornimi vozili	45.190	Sale of other motor vehicles
45.200	Vzdrževanje in popravila motornih vozil	45.200	Maintenance and repair of motor vehicles
45.310	Trgovina na debelo z rezervnimi deli in opremo za motorna vozila	45.310	Wholesale trade of motor vehicle parts and accessories
45.320	Trgovina na drobno z rezervnimi deli in opremo za motorna vozila	45.320	Retail trade of motor vehicle parts and accessories
45.400	Trgovina, vzdrževanje in popravila motornih koles, trgovina z njihovimi deli in opremo	45.400	Sale, maintenance and repair of motorcycles and related parts and accessories
46.110	Posredništvo pri prodaji kmetijskih surovin, živih živali, tekstilnih surovin, polizdelkov	46.110	Agents involved in the sale of agricultural raw materials, live animals, textile raw materials and semi-finished goods
46.120	Posredništvo pri prodaji goriv, rud, kovin, tehničnih kemikalij	46.120	Agents involved in the sale of fuels, ores, metals and industrial chemicals
46.130	Posredništvo pri prodaji lesa in gradbenega materiala	46.130	Agents involved in the sale of timber and building materials
46.140	Posredništvo pri prodaji strojev, industrijske opreme, ladij, letal	46.140	Agents involved in the sale of machinery, industrial equipment, ships and aircraft
46.150	Posredništvo pri prodaji pohištva, predmetov in naprav za gospodinjstvo in železnine	46.150	Agents involved in the sale of furniture, household goods, hardware and ironmongery
46.160	Posredništvo pri prodaji tekstila,	46.160	Agents involved in the sale of textiles,



	oblačil, krzna, obutve, usnjenih izdelkov		clothing, fur, footwear and leather goods
46.170	Posredništvo pri prodaji živil, pijač, tobačnih izdelkov	46.170	Agents involved in the sale of food, beverages and tobacco
46.180	Specializirano posredništvo pri prodaji drugih določenih izdelkov	46.180	Agents specialized in the sale of other particular products
46.190	Nespecializirano posredništvo pri prodaji raznovrstnih izdelkov	46.190	Agents involved in the sale of a variety of goods
46.210	Trgovina na debelo z žiti, tobakom, semeni in krmo	46.210	Wholesale of grain, unmanufactured tobacco, seeds and animal feeds
46.240	Trgovina na debelo s kožami, usnjem	46.240	Wholesale of hides, skins and leather
46.390	Nespecializirana trgovina na debelo z živili, pijačami, tobačnimi izdelki	46.390	Non-specialized wholesale of food, beverages and tobacco
46.410	Trgovina na debelo s tekstilom	46.410	Wholesale of textiles
46.420	Trgovina na debelo z oblačili in obutvijo	46.420	Wholesale of clothing and footwear
46.430	Trgovina na debelo z električnimi gospodinjskimi napravami	46.430	Wholesale of electrical household appliances and radio and television goods
46.440	Trgovina na debelo s porcelanom, steklenino, čistili	46.440	Wholesale of china and glassware and cleaning materials
46.450	Trgovina na debelo s parfumi in kozmetiko	46.450	Wholesale of perfume and cosmetics
46.460	Trgovina na debelo s farmacevtskimi izdelki ter medicinskimi potrebščinami in materiali	46.460	Wholesale of pharmaceutical and medical goods and supplies
46.470	Trgovina na debelo s pohištvo, preprogami in svetili	46.470	Wholesale of furniture, carpets and lighting equipment
46.480	Trgovina na debelo z urami in nakitom	46.480	Wholesale of watches and jewellery
46.490	Trgovina na debelo z drugimi izdelki široke porabe	46.490	Wholesale of other household goods
46.510	Trgovina na debelo z računalniškimi napravami	46.510	Wholesale of computers, computer peripheral equipment and software
46.520	Trgovina na debelo z elektronskimi in telekomunikacijskimi napravami in deli	46.520	Wholesale of electronic and telecommunications equipment and parts
46.610	Trgovina na debelo s kmetijskimi stroji, priključki, opremo	46.610	Wholesale of agricultural machinery, equipment and supplies
46.620	Trgovina na debelo z obdelovalnimi stroji	46.620	Wholesale of machine tools
46.630	Trgovina na debelo z rudarskimi in gradbenimi stroji	46.630	Wholesale of mining, construction and civil engineering machinery
46.640	Trgovina na debelo s stroji za tekstilno industrijo	46.640	Wholesale of machinery for the textile industry and of sewing and knitting
46.650	Trgovina na debelo s pisarniškim pohištvo	46.650	Wholesale of office furniture

46.660	Trgovina na debelo s pisarniškimi stroji in opremo	46.660	Wholesale of other office machinery and equipment
46.690	Trgovina na debelo z drugimi napravami in opremo	46.690	Wholesale of other machinery and equipment
46.710	Trgovina na debelo s trdimi, tekočimi in plinastimi gorivi	46.710	Wholesale of solid, liquid and gaseous fuels and related products
46.720	Trgovina na debelo s kovinami in rudami	46.720	Wholesale of metals and metal ores
46.730	Trgovina na debelo z lesom, gradbenim materialom in sanitarno opremo	46.730	Wholesale of wood, construction materials and sanitary equipment
46.740	Trgovina na debelo s kovinskimi proizvodi, inštalacijskim materialom, napravami za ogrevanje	46.740	Wholesale of hardware, plumbing and heating equipment and supplies
46.750	Trgovina na debelo s kemičnimi izdelki	46.750	Wholesale of chemical products
46.760	Trgovina na debelo z drugimi polizdelki	46.760	Wholesale of other intermediate products
46.770	Trgovina na debelo z ostanki in odpadki	46.770	Wholesale of waste and scrap
46.900	Nespecializirana trgovina na debelo	46.900	Non-specialized wholesale trade
47.110	Trgovina na drobno v nespecializiranih prodajalnah, pretežno z živili	47.110	Retail sale in non-specialized stores with food, beverages or tobacco predominating
47.190	Druga trgovina na drobno v nespecializiranih prodajalnah	47.190	Other retail sale in non-specialized stores
47.250	Trgovina na drobno v specializiranih prodajalnah s pijačami	47.250	Retail sale of beverages in specialized stores
47.410	Trgovina na drobno v specializiranih prodajalnah z računalniškimi napravami in programi	47.410	Retail sale of computers, peripheral units and software in specialized stores
47.420	Trgovina na drobno v specializiranih prodajalnah s telekomunikacijskimi napravami	47.420	Retail sale of telecommunications equipment in specialized stores
47.430	Trgovina na drobno v specializiranih prodajalnah z avdio in video napravami	47.430	Retail sale of audio and video equipment in specialized stores
47.510	Trgovina na drobno v specializiranih prodajalnah s tekstilom	47.510	Retail sale of textiles in specialized stores
47.520	Trgovina na drobno v specializiranih prodajalnah z gradbenim materialom, kovinskimi izdelki, barvami in steklom	47.520	Retail sale of hardware, paints and glass in specialized stores
47.530	Trgovina na drobno v specializiranih prodajalnah s preprogami, talnimi in stenski oblogami	47.530	Retail sale of carpets, rugs, wall and floor coverings in specialized stores
47.540	Trgovina na drobno v specializiranih prodajalnah z električnimi	47.540	Retail sale of electrical household appliances in specialized stores

	gospodinjskimi napravami		
47.590	Trgovina na drobno v specializiranih prodajalnah s pohištvo, svetili in druge nerazvrščenimi predmeti za gospodinjstvo	47.590	Retail sale of furniture, lighting equipment and other household articles in specialized stores
47.621	Trgovina na drobno v specializiranih prodajalnah s časopisi in revijami	47.621	Retail sale of newspapers in specialized stores
47.630	Trgovina na drobno v specializiranih prodajalnah z glasbenimi in video zapisi	47.630	Retail sale of music and video recordings in specialized stores
47.640	Trgovina na drobno v specializiranih prodajalnah s športno opremo	47.640	Retail sale of sporting equipment in specialized stores
47.650	Trgovina na drobno v specializiranih prodajalnah z igračami in rekviziti za igre in zabavo	47.650	Retail sale of games and toys in specialized stores
47.710	Trgovina na drobno v specializiranih prodajalnah z oblačili	47.710	Retail sale of clothing in specialized stores
47.720	Trgovina na drobno v specializiranih prodajalnah z obutvijo in usnjenimi izdelki	47.720	Retail sale of footwear and leather goods in specialized stores
47.740	Trgovina na drobno v specializiranih prodajalnah z medicinskimi in ortopedskimi pripomočki	47.740	Retail sale of medical and orthopaedic goods in specialized stores
47.750	Trgovina na drobno v specializiranih prodajalnah s kozmetičnimi in toaletnimi izdelki	47.750	Retail sale of cosmetic and toilet articles in specialized stores
47.762	Trgovina na drobno v specializiranih prodajalnah z vrtnarsko opremo in hišnimi živalmi	47.762	Retail sale of gardening material, pet animals and pet food in specialized stores
47.770	Trgovina na drobno v specializiranih prodajalnah z urami in nakitom	47.770	Retail sale of watches and jewellery in specialized stores
47.781	Trgovina na drobno v specializiranih prodajalnah z očali	47.781	Activities of opticians
47.782	Trgovina na drobno v specializiranih prodajalnah z umetniškimi izdelki	47.782	Retail sale services of commercial art galleries
47.789	Druga trgovina na drobno v drugih specializiranih prodajalnah	47.789	Other retail sale of new goods in specialized stores n.e.c.
47.790	Trgovina na drobno v prodajalnah z rabljenim blagom	47.790	Retail sale of second-hand goods in stores
47.810	Trgovina na drobno na stojnicah in tržnicah z živili, pijačami in tobaknimi izdelki	47.810	Retail sale via stalls and markets of food, beverages and tobacco products
47.820	Trgovina na drobno na stojnicah in tržnicah s tekstilijami in obutvijo	47.820	Retail sale via stalls and markets of textiles, clothing and footwear
47.890	Trgovina na drobno na stojnicah in tržnicah z drugim blagom	47.890	Retail sale via stalls and markets of other goods

47.910	Trgovina na drobno po pošti ali po internetu	47.910	Retail sale via mail order houses or via Internet
47.990	Druga trgovina na drobno zunaj prodajaln, stojnic in tržnic	47.990	Other retail sale not in stores, stalls or markets
49.391	Medkrajevni in drug cestni potniški promet	49.391	Interurban and other passenger road transport
49.410	Cestni tovorni promet	49.410	Freight transport by road
49.420	Selitvena dejavnost	49.420	Removal / moving services
52.100	Skladiščenje	52.100	Warehousing and storage
52.210	Spremljajoče storitvene dejavnosti v kopenskem prometu	52.210	Service activities incidental to land transportation
52.240	Pretovarjanje	52.240	Cargo handling
52.290	Špedicija in druge spremljajoče prometne dejavnosti	52.290	Other transportation support activities
53.200	Druga poštna in kurirska dejavnost	53.200	Other postal and courier activities
55.100	Dejavnost hotelov in podobnih nastanitvenih obratov	55.100	Hotels and similar accommodation
55.209	Druge nastanitve za krajši čas	55.209	Other short-stay accommodation
56.101	Restavracije in gostilne	56.101	Restaurants and inns
56.102	Okrepčevalnice in podobni obrati	56.102	Snack bars and similar
56.103	Slaščičarne in kavarne	56.103	Sweetshops and coffee-houses
56.104	Začasni gostinski obrati	56.104	Provisory food-serving stands
56.210	Priložnostna priprava in dostava jedi	56.210	Event catering activities
56.290	Druga oskrba z jedmi	56.290	Other food service activities
56.300	Strežba pijač	56.300	Beverage serving activities
58.110	Izdajanje knjig	58.110	Book publishing
58.120	Izdajanje imenikov in adresarjev	58.120	Publishing of directories and mailing lists
58.130	Izdajanje časopisov	58.130	Publishing of newspapers
58.140	Izdajanje revij in druge periodike	58.140	Publishing of journals and periodicals
58.190	Drugo založništvo	58.190	Other publishing activities
58.210	Izdajanje računalniških iger	58.210	Publishing of computer games
58.290	Drugo izdajanje programja	58.290	Other software publishing
59.200	Snemanje in izdajanje zvočnih zapisov in muzikalij	59.200	Sound recording and music publishing activities
60.100	Radijska dejavnost	60.100	Radio broadcasting
60.200	Televizijska dejavnost	60.200	Television programming and broadcasting activities
61.100	Telekomunikacijske dejavnosti po vodih	61.100	Wired telecommunications activities
61.200	Brezžične telekomunikacijske dejavnosti	61.200	Wireless telecommunications activities
61.300	Satelitske telekomunikacijske dejavnosti	61.300	Satellite telecommunications activities
61.900	Druge telekomunikacijske dejavnosti	61.900	Other telecommunications activities
62.010	Računalniško programiranje	62.010	Computer programming activities

62.020	Svetovanje o računalniških napravah in programih	62.020	Information technology consultancy activities
62.030	Upravljanje računalniških naprav in sistemov	62.030	Computer facilities management activities
62.090	Druge z informacijsko tehnologijo in računalniškimi storitvami povezane dejavnosti	62.090	Other information technology and computer service activities
63.110	Obdelava podatkov in s tem povezane dejavnosti	63.110	Data processing, hosting and related activities
63.120	Obratovanje spletnih portalov	63.120	Web portals
63.990	Drugo informiranje	63.990	Other information service activities n.e.c.
64.200	Dejavnost holdingov	64.200	Activities of holding companies
64.300	Dejavnost skrbniških in drugih skladov ter podobnih finančnih subjektov	64.300	Trusts, funds and similar financial entities
64.920	Drugo kreditiranje	64.920	Other credit granting
64.990	Drugje nerazvrščene dejavnosti finančnih storitev, razen zavarovalništva in dejavnosti pokojninskih skladov	64.990	Other financial intermediation (excl. insurance and pension funding) n.e.c.
65.200	Dejavnost pozavarovanja	65.200	Reinsurance
65.300	Dejavnost pokojninskih skladov	65.300	Pension funding
66.120	Posredništvo pri trgovanju z vrednostnimi papirji in borznim blagom	66.120	Security and commodity contracts dealing activities
66.300	Upravljanje finančnih skladov	66.300	Fund management activities
66.190	Druge pomožne dejavnosti za finančne storitve, razen za zavarovalništvo in pokojninske sklade	66.190	Other activities auxiliary to financial services, except insurance and pension funding
68.100	Trgovanje z lastnimi nepremičninami	68.100	Buying and selling of own real estate
68.200	Oddajanje in obratovanje lastnih ali najetih nepremičnin	68.200	Renting and operating of own or leased real estate
68.310	Posredništvo v prometu z nepremičninami	68.310	Real estate agencies
68.320	Upravljanje nepremičnin za plačilo ali po pogodbi	68.320	Management of real estate on a fee or contract basis
69.101	Odvetništvo	69.101	Legal representation
69.102	Notariat	69.102	Activities of notaries public
69.103	Druge pravne dejavnosti	69.103	Other legal activities (excl. legal representation)
69.200	Računovodske, knjigovodske in revizijske dejavnosti, davčno svetovanje	69.200	Accounting, bookkeeping and auditing activities; tax consultancy
70.100	Dejavnost uprav podjetij	70.100	Activities of head offices
70.210	Dejavnost stikov z javnostjo	70.210	Public relation and communication activities
70.220	Drugo podjetniško in poslovno	70.220	Business and other management

	svetovanje		consultancy activities
71.111	Arhitekturno projektiranje	71.111	Architectural planning
71.112	Krajinsko arhitekturno, urbanistično in drugo projektiranje	71.112	Landscape architecture, urban and other planning
71.121	Geofizikalne meritve, kartiranje	71.121	Geo-engineering and related activities
71.129	Druge inženirske dejavnosti in tehnično svetovanje	71.129	Other engineering activities and related technical consultancy
71 200	Tehnično preizkušanje in analiziranje	71 200	Technical testing and analysis
72.110	Raziskovalna in razvojna dejavnost na področju biotehnologije	72.110	Research and experimental development on biotechnology
72.190	Raziskovalna in razvojna dejavnost na drugih področjih naravoslovja in tehnologije	72.190	Other research and experimental development on natural sciences and engineering
72.200	Raziskovalna in razvojna dejavnost na področju družboslovja in humanistike	72.200	Research and experimental development on social sciences and humanities
73.110	Dejavnost oglaševalskih agencij	73.110	Advertising agencies
73.120	Posredovanje oglaševalskega prostora	73.120	Media representation
73.200	Raziskovanje trga in javnega mnenja	73.200	Market research and public opinion polling
74.100	Oblikovanje, aranžerstvo, dekoraterstvo	74.100	Specialized design activities
74.200	Fotografska dejavnost	74.200	Photographic activities
74.300	Prevajanje in tolmačenje	74.300	Translation and interpretation activities
74.900	Drugje nerazvrščene strokovne in tehnične dejavnosti	74.900	Other professional, scientific and technical activities n.e.c.
77.110	Dajanje lahkih motornih vozil v najem in zakup	77.110	Renting and leasing of cars and light motor vehicles
77.120	Dajanje tovornjakov v najem in zakup	77.120	Renting and leasing of trucks and other heavy vehicles
77.210	Dajanje športne opreme v najem in zakup	77.210	Renting and leasing of recreational and sports goods
77.220	Dajanje videokaset in plošč v najem	77.220	Renting of video tapes and disks
77.290	Dajanje drugih izdelkov za široko rabo v najem in zakup	77.290	Renting and leasing of other personal and household goods
77.310	Dajanje kmetijskih strojev in opreme v najem in zakup	77.310	Renting and leasing of agricultural machinery and equipment
77.320	Dajanje gradbenih strojev in opreme v najem in zakup	77.320	Renting and leasing of construction and civil engineering machinery and
77.330	Dajanje pisarniške opreme in računalniških naprav v najem in zakup	77.330	Renting and leasing of office machinery and equipment (including computers)
77.390	Dajanje drugih strojev, naprav in opredmetenih sredstev v najem in zakup	77.390	Renting and leasing of other machinery, equipment and tangible goods n.e.c.
77.400	Dajanje pravic uporabe intelektualne lastnine v zakup, razen avtorsko	77.400	Leasing of intellectual property and similar products, except copyrighted

	zaščitenih del		works
78.100	Dejavnost pri iskanju zaposlitve	78.100	Activities of employment placement agencies
79.110	Dejavnost potovalnih agencij	79.110	Travel agency activities
79.120	Dejavnost organizatorjev potovanj	79.120	Tour operator activities
79.900	Rezervacije in druge s potovanji povezane dejavnosti	79.900	Other booking (reservation) services and other travel-related activities
80.100	Varovanje	80.100	Private security activities
80.200	Nadzorovanje delovanja varovalnih sistemov	80.200	Security systems service activities
80.300	Poizvedovalne dejavnosti	80.300	Investigation activities
81.100	Vzdrževanje objektov in hišniška dejavnost	81.100	Combined facilities support activities
81.210	Splošno čiščenje stavb	81.210	General cleaning of buildings
81.220	Drugo čiščenje stavb, industrijskih naprav in opreme	81.220	Other building and industrial cleaning activities
81.290	Čiščenje cest in drugo čiščenje	81.290	Other cleaning activities
82.110	Nudenje celovitih pisarniških storitev	82.110	Combined office administrative service activities
82.190	Fotokopiranje, priprava dokumentov in druge posamične pisarniške dejavnosti	82.190	Photocopying, document preparation and other specialized office support activities
82.200	Dejavnost klicnih centrov	82.200	Activities of call centres
82.300	Organiziranje razstav, sejmov, srečanj	82.300	Organisation of conventions and trade shows
82.910	Zbiranje terjatev in ocenjevanje kreditne sposobnosti	82.910	Activities of collection agencies and credit bureaus
82.920	Pakiranje	82.920	Packaging activities
82.990	Drugje nerazvrščene spremljajoče dejavnosti za poslovanje	82.990	Other business support service activities n.e.c
84.250	Zaščita in reševanje pri požarih in nesrečah	84.250	Fire service activities
85.320	Srednješolsko poklicno in strokovno izobraževanje	85.320	Technical and vocational secondary education
85.510	Izobraževanje, izpopolnjevanje in usposabljanje na področju športa in rekreacije	85.510	Sports and recreation education
85.520	Izobraževanje, izpopolnjevanje in usposabljanje na področju kulture in umetnosti	85.520	Cultural education
85.590	Drugje nerazvrščeno izobraževanje, izpopolnjevanje in usposabljanje	85.590	Other education n.e.c.
85.600	Pomožne dejavnosti za izobraževanje	85.600	Educational support activities
88.910	Dnevno varstvo otrok	88.910	Child day-care activities
90.010	Umetniško uprizorjanje	90.010	Performing arts
90.020	Spremljajoče dejavnosti za umetniško	90.020	Support activities to performing arts

	uprizarjanje		
90.040	Obratovanje objektov za kulturne prireditve	90.040	Operation of arts facilities
91.011	Dejavnost knjižnic	91.011	Library activities
91.012	Dejavnost arhivov	91.012	Archives activities
91.020	Dejavnost muzejev	91.020	Museums activities
93.110	Obratovanje športnih objektov	93.110	Operation of sports facilities
93.120	Dejavnost športnih klubov	93.120	Activities of sport clubs
93.190	Druge športne dejavnosti	93.190	Other sports activities
93.299	Druge nerazvrščene dejavnosti za prosti čas	93.299	Other amusement and recreation activities n.e.c.
95.110	Popravila in vzdrževanje računalnikov in perifernih enot	95.110	Repair of computers and peripheral equipment
95.120	Popravila komunikacijskih naprav	95.120	Repair of communication equipment
95.210	Popravila elektronskih naprav za široko rabo	95.210	Repair of consumer electronics
95.220	Popravila gospodinskih in hišnih naprav in opreme	95.220	Repair of household appliances and home and garden equipment
95.230	Popravila obutve in usnjene galanterije	95.230	Repair of footwear and leather goods
95.240	Popravila pohištva	95.240	Repair of furniture and home furnishings
95.290	Popravila drugih osebnih ali gospodinskih izdelkov	95.290	Repair of other personal and household goods
96.090	Druge storitvene dejavnosti, drugje nerazvrščene	96.090	Other personal service activities n.e.c.

<b>5.3</b>	Ne glede na prejšnji odstavek sme družba opravljati tudi vse druge posle, ki so pomembni za njen obstoj in za opravljanje dejavnosti, ne pomenijo pa neposrednega opravljanja dejavnosti.	<b>5.3</b>	Notwithstanding the previous paragraph, the Company may conduct all other transactions which are important for its existence and for performance of its activities, and which do not represent the direct performance of activities.
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<b>5.4</b>	Družba lahko ustanovi podružnico kjerkoli na območju Republike Slovenije ali v tujini.	<b>5.4</b>	The Company may establish a branch office anywhere within the territory of the Republic of Slovenia or abroad.
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<b>6.</b>	<b>OSNOVNI KAPITAL, OSNOVNI VLOŽEK IN POSLOVNI DELEŽ</b>	<b>6.</b>	<b>SHARE CAPITAL, SUBSCRIBED CONTRIBUTION AND BUSINESS SHARE</b>
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<b>6.1</b>	Osnovni kapital družbe znaša 101.415.882,14 EUR.	<b>6.1</b>	The share capital of the Company amounts to EUR 101,415,882.14.
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<b>6.2</b>	Edini družbenik ima v družbi osnovni	<b>6.2</b>	The sole shareholder holds in the
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vložek v višini 101.415.882,14 EUR (sto en milijon štiristo petnajst tisoč osemsto dvainosemdeset evrov in štirinajst centov), na podlagi katerega je imetnik 100% poslovnega deleža v družbi.

Company a subscribed contribution of EUR 101,415,882.14 (euros one hundred and one million four hundred fifteen thousand eight hundred eighty two and fourteen cent) on the basis of which it holds a 100% business share in the Company.

**6.3** Osnovni vložek je v celoti vplačan.

**6.3** The subscribed contribution is fully paid-in.

**6.4** V preteklosti se je osnovni kapital družbe na podlagi odobrenega kapitala povečal s stvarnim vložkom s konverzijo terjatev upnikov, kot je razvidno iz spodnjih odstavkov 6.5 in 6.6.

**6.4** Previously, the Company's share capital was increased based on the authorised capital by means of in-kind contribution, in the form of debt-to-equity swap as the creditors' claims or accounts receivable were converted into equity, as evident from paragraphs 6.5 and 6.6 below.

**6.5** Osnovni kapital družbe se je na podlagi odobrenega kapitala povečal z 92.240.139,36 EUR za znesek 5.488.090,47 EUR s stvarnim vložkom s konverzijo terjatev upnika Gorenjska banka, d.d., Kranj, do družbe v skupni višini 5.668.365,46 EUR, pri čemer je bilo za to izdanih 1.315.166 navadnih prosto prenosljivih imenskih kosovnih delnic.

**6.5** The Company's share capital was increased, based on authorized capital, from EUR 92,240,139.36 by an amount of EUR 5,488,090.47, with non-cash contribution of the company creditor Gorenjska banka, d.d., Kranj, in the form of debt to equity conversion of the creditor's receivables in the total amount of EUR 5,668,365.46, for which 1,315,166 ordinary freely transferable registered no-par value shares were issued.

**6.6** Osnovni kapital družbe se je na podlagi odobrenega kapitala povečal s 97.728.229,83 EUR za znesek 4.193.874,14 EUR s stvarnim vložkom s konverzijo terjatev upnika International Finance Corporation do družbe v skupni višini 4.331.336,20 EUR, pri čemer je bilo za to izdanih 1.005.020 navadnih prosto prenosljivih imenskih kosovnih delnic.

**6.6** The company share capital was increased, based on authorized capital, from EUR 97,728,229.83 by an amount of EUR 4,193,874.14, with non-cash contribution of the company creditor International Finance Corporation, in the form of debt to equity conversion of the creditor's receivables in the total amount of EUR 4,331,336.20, for which 1,005,020 ordinary freely transferable registered no-par value shares were issued.

## **7. NAKNADNA VPLAČILA**

Družbenik lahko na podlagi pisnega sklepa odloča o zahtevi za dodatna obvezujoča naknadna vplačila.

## **8. ORGANI DRUŽBE**

Organa družbe sta družbenik in dva ali več direktorjev.

## **9. DRUŽBENIK**

**9.1** Družbo upravlja družbenik družbe.

**9.2** Družbenik samostojno odloča o:

- aktu o ustanovitvi družbe in njegovih spremembah in dopolnitvah,
- uporabi bilančnega dobička,
- vmesni razdelitvi dobička,
- razrešnici poslovodstvu,
- letnem poročilu,
- ukrepih za povečanje in/ali zmanjšanje osnovnega kapitala,
- imenovanju revizorja,
- imenovanju in odpoklicu direktorjev,
- statusnih spremembah in prenehanju družbe,
- sprejemu letnega poročila in načrta za razdelitev dobička,
- zahtevi za vplačilo osnovnih vložkov,

## **7. SUBSEQUENT CONTRIBUTIONS**

The sole shareholder may, on the basis of a written resolution, decide on the request for obligatory subsequent contributions.

## **8. BODIES OF THE COMPANY**

The bodies of the Company are the shareholder and two or more managing directors.

## **9. SHAREHOLDER**

**9.1** The Company shall be managed by the shareholder.

**9.2** The shareholder independently decides on the following:

- Company's Deed of Foundation and its amendments and supplements;
- allocation of balance sheet profits;
- interim distribution of profits;
- release of responsibilities for the managing directors;
- Annual Report;
- measures for the increase and/or reduction of share capital;
- appointment of an auditor;
- appointment and recall of the managing directors;
- statutory legal changes and cessation of the Company;
- adoption of the annual report and the plan for the distribution of profit,
- request for payment of subscribed

			contributions,
▪	vplačilu in vračanju naknadnih vplačil,	▪	payment and return of subsequent contributions,
▪	delitvi in prenehanju poslovnih deležev,	▪	division and termination of business shares,
▪	ukrepah za pregled in nadzor dela direktorjev,	▪	measures of controlling the managing directors' performance,
▪	imenovanju in odpoklicu poslovnih pooblaščenecv,	▪	appointment and recall of proxies,
▪	uveljavljanju zahtevkov družbe proti poslovodjem ali družbenikom v zvezi s povračilom škode, nastale pri ustanavljanju ali poslovodenju,	▪	enforcement of claims of the Company against the managing directors or shareholders regarding compensation for damage incurred at the foundation and the management of the company,
▪	zastopanju družbe v sodnih postopkih proti poslovodjem in	▪	representation of the company in court proceedings against the managing directors, and
▪	drugih zadevah, za katere tako določa Zakon o gospodarskih družbah ali ta akt o ustanovitvi.	▪	any other issues determined by the Companies Act or this Deed of Foundation.
<b>9.3</b>	Pri odločanju glede razdelitve bilančnega dobička družbenika zavezujejo določila sprejetega letnega poročila.	<b>9.3</b>	When deliberating in regard to the allocation of balance sheet profit the shareholder is bound by the provisions of the approved Annual Report.
<b>9.4</b>	Družbenik mora vse odločitve vpisovati v knjigo sklepov, ki jo potrди notar. Sklepi, ki niso vpisani v knjigo sklepov, nimajo pravnega učinka.	<b>9.4</b>	All decisions adopted by the shareholder must be entered in a special book of resolutions, which is to be confirmed by a notary. Resolutions which are not entered in the book of resolutions have no legal effect.
<b>10.</b>	<b>POSLOVODSTVO</b>	<b>10.</b>	<b>MANAGING DIRECTORS</b>
<b>10.1</b>	Družba ima dva ali več direktorjev.	<b>10.1</b>	The Company has two or more managing directors.
<b>10.2</b>	Družbenik imenuje direktorje s posebnim	<b>10.2</b>	Managing directors are appointed by

	sklepom.		a special resolution of the shareholder.
<b>10.3</b>	Direktorji so imenovani za petletni mandat. Direktorji so lahko ponovno imenovani.	<b>10.3</b>	The term of office of the managing directors is five years. The managing directors may be reappointed.
<b>10.4</b>	Direktor družbe je lahko razrešen kadarkoli, tudi brez razloga.	<b>10.4</b>	The managing director of the Company may be dismissed at any time, even without cause.
<b>10.5</b>	Eden izmed direktorjev je predstavnik delavcev, ki je imenovan na predlog sveta delavcev. Direktor, ki je predstavnik delavcev, zastopa družbo le skupaj z enim izmed glavnih direktorjev. Direktor, ki je predstavnik delavcev, je odpoklican v skladu z veljavno zakonodajo, ki ureja sodelovanje delavcev pri upravljanju, ter v skladu z veljavnimi poslovniki sveta delavcev.	<b>10.5</b>	One of the managing directors is a workers' representative, appointed upon proposal by the Workers Council. The workers' representative managing director represents the Company only jointly with one of the Chief Managing Directors. The workers' representative managing director is dismissed in accordance with the relevant legislation regulating workers participation in management, and in line with relevant Workers Council statutes.
<b>10.6</b>	Dva direktorja, ki nista predstavnika delavcev, se imenuje s posebnim sklepom družbenika za glavna direktorja in družbo zastopata vsak samostojno in brez omejitev.	<b>10.6</b>	Two of the managing directors, who are not the workers' representatives, are named Chief Managing Directors by a special resolution of the shareholder and they represents the Company each solely and without limitations.
<b>10.7</b>	Direktorji, ki niso bili imenovani za glavne direktorje, zastopajo družbo skupno z enim izmed glavnih direktorjev.	<b>10.7</b>	The managing directors who are not appointed as Chief Managing Directors represent the Company jointly with one of the Chief Managing Directors.
<b>10.8</b>	Vsak glavni direktor je odgovoren za:	<b>10.8</b>	Each Chief Managing Director is responsible for:
	<ul style="list-style-type: none"> <li>▪ tekoče posle družbe, kar vključuje vodenje proizvodnje in poslovanja družbe,</li> <li>▪ izvajanje sklepov družbenika in sklepov</li> </ul>		<ul style="list-style-type: none"> <li>▪ day-to-day business of the Company which includes the management of the Company's production and operation;</li> <li>▪ implementing the resolutions of the</li> </ul>

	kolegija direktorjev,		shareholder and decisions of the Committee of Directors;
	<ul style="list-style-type: none"> <li>▪ sestavo predloga letnega poročila in predloga za uporabo bilančnega dobička,</li> <li>▪ organizacijo izvajanja letnih poslovnih načrtov družbe in investicijskih načrtov,</li> <li>▪ prijave vpisov v sodni register,</li> <li>▪ skrb za vodenje poslovnih knjig družbe,</li> <li>▪ določanje interne organizacijske strukture družbe (razdelitev po oddelkih, upravljanje takšnih oddelkov in podobno),</li> <li>▪ določanje internih pravilnikov družbe,</li> <li>▪ pooblastila članom svoje skupine vodilnih delavcev, vključno z vodjo financ,</li> <li>▪ druge zadeve v skladu z aktom o ustanovitvi, sklepi družbenika in sklepi kolegija direktorjev.</li> </ul>	<ul style="list-style-type: none"> <li>▪ drafting the proposal of the annual report and the proposal of the use of the balance-sheet profit;</li> <li>▪ organizing the implementation of the Company's annual operating plans and investment programs;</li> <li>▪ filing of any entries into the court register;</li> <li>▪ managing the Company's books;</li> <li>▪ determining the outline of the Company's internal organisation (i.e. organisation into departments, management of such departments, and similar);</li> <li>▪ determining internal regulations of the Company;</li> <li>▪ authorisation of his/her managerial team, including the officer in charge of finance;</li> <li>▪ other matters in accordance with this Deed of Foundation, the resolutions of the shareholder, and the decisions of the Committee of Directors.</li> </ul>	
<b>10.9</b>	Direktor, ki je predstavnik delavcev, je odgovoren za zastopanje interesov delavcev v zvezi s socialnimi in delovnopravnimi zadevami.	<b>10.9</b>	The managing director who is a workers' representative is responsible for representing the interests of the workers with respect to social security and employment matters.
<b>10.10</b>	Direktorji morajo pri svojem ravnanju upoštevati navodila in omejitve družbenika in kolegija direktorjev.	<b>10.10</b>	The managing directors must observe the instructions and limitations to their conduct, imposed by the shareholder and the Committee of Directors.
<b>10.11</b>	Področja dela in pristojnosti direktorjev so lahko nadaljnje določena z akti	<b>10.11</b>	Areas of work and competences of the managing directors may be

družbe.

further set with regulations of the Company .

## **11. KOLEGIJ DIREKTORJEV**

**11.1** Direktorji vodijo družbo v okviru kolegija direktorjev.

**11.2** Družbenik s posebnim sklepom izmed članov kolegija direktorjev imenuje predsednika kolegija direktorjev, lahko pa tudi enega ali več podpredsednikov. Predsednik ali podpredsednik ne sme biti direktor, ki je predstavnik interesov delavcev.

**11.3** Predsednik sklicuje in vodi seje kolegija direktorjev ter razglša sklepe in odločitve kolegija direktorjev.

**11.4** Kolegij direktorjev je sklepčen, če je prisotna vsaj polovica članov kolegija direktorjev.

**11.5** Odsotni član kolegija direktorjev lahko sodeluje pri odločitvah kolegija direktorjev tako, da svojo odločitev poda v pisni obliki.

**11.6** Kolegij direktorjev sprejema odločitve z navadno večino oddanih glasov.

**11.7** Člani kolegija direktorjev ne smejo sodelovati pri odločitvah, ki jih osebno zadevajo.

**11.8** Predsednik uradno razglasi izid glasovanja, ki se zabeleži v zapisniku.

## **11. COMMITTEE OF DIRECTORS**

**11.1** The managing directors shall manage the Company within the framework of the Committee of Directors.

**11.2** The shareholder by a special resolution appoints a Chairman of the Committee of Directors from the members of the Committee of Directors and, optionally, one or more Deputy Chairmen. The Chairman or the Deputy Chairman may not be the managing director who is a representative of worker's interest.

**11.3** The Chairman shall call and chair the Committee of Directors' meetings, and shall declare and announce the resolutions and decisions of the Committee of Directors.

**11.4** The Committee of Directors shall constitute a quorum if not less than half the Committee of Directors' members are present. .

**11.5** Absent member of the Committee of Directors may participate in deliberation of the Committee of Directors by submitting his written ruling or decision.

**11.6** The Committee of Directors shall deliberate with common majority of cast votes.

**11.7** The members of the Committee of Directors may not participate in deliberating upon matters concerning themselves personally.

**11.8** Voting outcome must be declared by the Chairman for the record and noted in the relevant minutes of

proceedings.

<b>11.9</b>	Kolegij direktorjev ima predvsem naslednje pristojnosti:	<b>11.9</b>	The Committee of Directors has predominantly the following competences:
▪	vodenje družbe in nadzor njenega poslovanja,	▪	managing the company and supervising the conduct of its business;
▪	preverjanje letnega poročila in predložitev letnega poročila v odločanje družbeniku, preverjanje predloga za uporabo bilančnega dobička, ki ga predloži glavni direktor,	▪	verifying the annual report and submitting the annual report for decision-making to the shareholder, verifying the proposal for the use of balance-sheet profit, submitted by a Chief Managing Director;
▪	predlaganje revizorja družbe družbeniku,	▪	proposing the auditor of the Company to the shareholder;
▪	podajanje predlogov družbeniku v zvezi z odločitvami, ki jih zahteva zakonodaja,	▪	proposing to the shareholder any relevant deliberations if so defined by legislative requirements;
▪	spreminjanje in prilagajanje besedila akta o ustanovitvi, ki ga bo sprejel družbenik,	▪	amending and adjusting the text of the Deed of Foundation to be adopted by the shareholder;
▪	izvajanje sklepov, ki jih sprejme družbenik,	▪	implementing resolutions adopted by the shareholder;
▪	predlaganje relevantnih poročil družbeniku,	▪	presenting the relevant reports to the shareholder;
▪	določanje poslovnih/operativnih in investicijskih načrtov/programov družbe,	▪	determining the Company's operational plans and investment programs;
▪	priprava letnega načrta finančnega proračuna in končnih računovodskih načrtov družbe,	▪	preparing annual financial budget plans and final accounting plans of the Company;
▪	priprava načrtov za povečanje ali zmanjšanje osnovnega kapitala družbe in načrtov za združitev, delitev, statusno preoblikovanje ali prenehanje družbe,	▪	preparing plans for increasing or reducing registered capital of the company and plans for merger, division, change of corporate form or dissolution of the Company;
▪	odobritev podeljevanja pooblastil s strani direktorjev,	▪	approving the delegation of authorisations by a managing director;

<ul style="list-style-type: none"> <li>▪ ter druge pristojnosti v skladu z veljavno zakonodajo, aktom o ustanovitvi in sklepi družbenika.</li> </ul>	<ul style="list-style-type: none"> <li>▪ having other competences in accordance with the applicable laws, this Deed of Foundation and resolutions of the shareholder.</li> </ul>
<p><b>11.10</b> Kolegij direktorjev lahko sprejme poslovnik kolegija direktorjev, ki bolj podrobno določa opravljanje nalog kolegija direktorjev.</p>	<p><b>11.10</b> The Committee of Directors may adopt the Rules of Proceedings of the Committee of Directors which shall further specify the conduct of the Committee of Directors.</p>
<p><b>12. PROKURA</b></p>	<p><b>12. PROCURATION</b></p>
<p><b>12.1</b> Družba ima lahko enega ali več prokuristov.</p>	<p><b>12.1</b> The company may have one or more procurators.</p>
<p><b>12.2</b> Prokurista imenuje kateri koli izmed glavnih direktorjev s sklepom.</p>	<p><b>12.2</b> A procurator shall be appointed by any of the Chief Managing Directors with a resolution.</p>
<p><b>12.3</b> Prokurist je imenovan za petletni mandat. Prokurist je lahko ponovno imenovan.</p>	<p><b>12.3</b> The term of office of the procurator is five years. The procurator may be reappointed.</p>
<p><b>12.4</b> Prokurist je lahko razrešen s sklepom katerega koli izmed glavnih direktorjev, kadarkoli, tudi brez razloga.</p>	<p><b>12.4</b> The procurator may be dismissed by any of the Chief Managing Directors with a resolution, at any time, even without cause.</p>
<p><b>12.5</b> Prokurist zastopa družbo skupno z enim izmed glavnih direktorjev.</p>	<p><b>12.5</b> The procurator represents the Company jointly with one of the Chief Managing Directors.</p>
<p><b>12.6</b> Prokurist zastopa družbo v vseh pravnih poslih, ki spadajo v pristojnost direktorja, razen pri odsvojitvi in obremenitvi nepremičnin, za kar je potrebno posebno pooblastilo.</p>	<p><b>12.6</b> The procurator represents the company in all matters which fall within the competence of the managing director, except for disposal and encumbrance of real estate, for which the procurator requires a special authorisation.</p>
<p><b>12.7</b> Področja dela in pristojnosti prokuristov so lahko nadaljnje določena z akti družbe.</p>	<p><b>12.7</b> Areas of work and competences of the procurators may be further set with regulations of the Company.</p>
<p><b>13. PODELJEVANJE POOBLASTIL</b></p>	<p><b>13. DELEGATION OF AUTHORIZATION</b></p>
<p><b>13.1</b> Direktorji lahko pri uresničevanju svojih</p>	<p><b>13.1</b> In the realization of their powers, the</p>



pooblastil izvrševanje določenih zadev prenesejo na vodilne delavce s posebnimi pooblastili, vključno s pravico, da zastopajo družbo v okviru poslovnega področja, ki ga vodijo, pri čemer lahko svoja pooblastila, pri katerih lahko zastopa samo skupaj z enim izmed glavnih direktorjev prenese le s soglasjem enega izmed glavnih direktorjev.

**13.2** Vsak glavni direktor lahko prenese pooblastila na člane svoje skupine vodilnih delavcev, vključno z vodjo financ.

**13.3** Vse prenose pooblastil mora odobriti kolegij direktorjev.

**13.4** Direktor ne sme prenesti celotnega obsega svojih pooblastil.

**13.5** Vsak izmed Glavnih direktorjev je pristojen za sklepanje z vodilnimi delavci, ki imajo posebna pooblastila, pogodbe o zaposlitvi z vodilnim delavcem, v katerih so določene pravice in obveznosti ter plačilo za njihovo delo.

#### **14. POVEČANJE OSNOVNEGA KAPITALA**

Družbenik lahko sprejme sklep o povečanju osnovnega kapitala družbe. Povečanje osnovnega kapitala se lahko izvede tako, da se vplačajo novi denarni vložki ali izročijo novi stvarni vložki (efektivno povečanje), ali tako, da se za povečanje uporabijo rezerve ali dobiček družbe (nominalno povečanje).

managing directors may delegate the execution of particular matters to the officers with special authorizations, including the right to represent the Company within the delimitation of the relevant business areas that they manage, whereas a managing director may delegate his/her powers for which he/she can only jointly represent with one of the Chief Managing Directors only with consent of one of the Chief Managing Directors.

**13.2** Authorisations to be delegated may include granting the authorisations by a Chief Managing Director to his/her managerial team, including the officer in charge of finance.

**13.3** Any delegation of authorisations must be approved by the Committee of Directors.

**13.4** A managing director may not delegate the entire scope of her/his authorization thereof.

**13.5** Each of the Chief Managing Directors is authorised to sign relevant managerial contracts of employment with such officers with special authorizations, defining respective rights and obligations, as well as salaries for their work.

#### **14. INCREASE OF THE SHARE CAPITAL**

The shareholder may adopt a resolution on the increase of the share capital of the Company. An increase of the share capital may be effected through payment of new cash contributions or new contributions in kind (effective increase) or by using the reserves of the company or retention of the profits of the company (nominal increase).

<p><b>15. ZMANJŠANJE OSNOVNEGA KAPITALA</b></p> <p>Osnovni kapital družbe se lahko zmanjša na podlagi sklepa, ki ga sprejme družbenik, vendar pa se znesek osnovnega kapitala ne sme zmanjšati pod minimum zakonsko določene višine osnovnega kapitala.</p>	<p><b>15. DECREASE OF THE SHARE CAPITAL</b></p> <p>The share capital may be decreased based on a resolution adopted by the shareholder; however, the amount of the share capital may not be reduced under the minimum amount of share capital provided by law.</p>
<p><b>16. LASTNI POSLOVNI DELEŽ</b></p> <p><b>16.1</b> Družba ne more lastnih poslovnih deležev, za katere vložki niso v celoti vplačani, niti pridobiti niti sprejeti v zastavo.</p> <p><b>16.2</b> Družba ne more pridobiti vseh poslovnih deležev.</p>	<p><b>16. OWN BUSINESS SHARE</b></p> <p><b>16.1</b> The Company may not acquire or receive as collateral own shares, for which the contributions have not been paid in total.</p> <p><b>16.2</b> The Company may not acquire all the business shares.</p>
<p><b>17. OBJAVE</b></p> <p>Družba zagotavlja objave na način in v obsegu, kot je predpisano z veljavnimi zakoni in predpisi.</p>	<p><b>17. ANNOUNCEMENTS</b></p> <p>The Company shall provide announcements in the way and scope as prescribed by the applicable laws and regulations.</p>
<p><b>18. PRENEHANJE DRUŽBE</b></p> <p>Družba preneha:</p> <ul style="list-style-type: none"> <li>▪ če tako sklene družbenik,</li> <li>▪ če sodišče ugotovi ničnost družbe,</li> <li>▪ s stečajem,</li> <li>▪ s pripojitvijo drugi družbi,</li> <li>▪ če se osnovni kapital zniža pod zakonsko določen znesek,</li> <li>▪ v drugih primerih, kot jih določa Zakon o gospodarskih družbah.</li> </ul>	<p><b>18. CESSATION OF THE COMPANY</b></p> <p>The Company shall be dissolved in the following cases:</p> <ul style="list-style-type: none"> <li>▪ if so decided by the shareholder,</li> <li>▪ if a court establishes that the company is null and void,</li> <li>▪ due to bankruptcy,</li> <li>▪ by merger into another company,</li> <li>▪ if the share capital is reduced under the minimum amount as provided by law,</li> <li>▪ in other instances as provided by the Companies Act.</li> </ul>

**19. KONČNE DOLOČBE**

**19.1** Če bi bila ali postala katera od določb tega akta o ustanovitvi v celoti ali deloma neveljavna ali neizvedljiva ali če bi bila v tem aktu o ustanovitvi pravna praznina, to ne vpliva na veljavnost preostalih določil tega akta o ustanovitvi.

**19.2** Družbenik sprejme ta akt o ustanovitvi v dveh izvodih, od katerih je en izvod namenjen družbeniku, drugi pa vpisu v sodni in poslovni register.

**19. FINAL PROVISIONS**

**19.1** Should a provision of this Deed of Foundation be or become fully or partially invalid or unworkable or if there is a legal gap within this Deed of Foundation, such shall not influence the validity of the remaining provisions of this Deed of Foundation.

**19.2** The shareholder shall adopt this Deed of Foundation in two counterparts, one for the shareholder and one for the registration into the court and commercial register.