

## **NOTICE OF RESOLUTIONS OF THE 28<sup>th</sup> GENERAL MEETING OF SHAREHOLDERS**

In line with Ljubljana Stock Exchange Rules and the applicable law the company ISTRABENZ Holding Company d.d. Koper herewith announces the resolutions adopted at the **28<sup>th</sup> General Meeting of Shareholders** of the ISTRABENZ Holding Company **held on 17 May 2019** in the Galea - Batana Hall of the Grand Hotel Portorož, Obala 33, Portorož.

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

The share capital of the joint-stock company ISTRABENZ Holding Company consists of 5,180,000 ordinary shares, 5,179,022 thereof with voting rights. The company has 978 own shares without voting rights. There were 1,590,756 shares with voting rights present at the General Meeting of Shareholders, corresponding to 30.72-percent of company's share capital, i.e. shares with voting rights.

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

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

The following are elected:

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

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

*The resolution was adopted in the proposed wording.*

*The chairman of the general meeting of shareholders stated that one more proxy/shareholder joined the general meeting and from the list of participating and represented shareholders subsequently ensued that there were 1,592,214 votes of shareholders and their proxies present at the general meeting, corresponding to 30.74-percent of company's shares with voting rights.*

#### **2. Presentation of the Annual Report of the ISTRABENZ Holding Company, d.d. and the ISTRABENZ GROUP for 2018 with auditor's opinions and the written report of the Supervisory Board on the examination and approval of the Annual Report, information on the remuneration of the Management- and Supervisory board and granting of discharge from liability;**

- a) **The General Meeting of Shareholders grants discharge from liability to the Company's Management Board composed of Andrej Laznik as President, for the period from 1 January 2018 to 31 December 2018.**

*The resolution was adopted in the proposed wording.*

*During the voting under the item no. 2. a) of the agenda, there were 1,553,892 valid votes cast, i.e. shares with voting rights. IN FAVOUR OF the resolution were 1,127,282 votes, corresponding to 72.546% of all votes cast, whereas AGAINST were 426,610 votes. The holders of 38,322 votes ABSTAINED from voting.*

**b) The General Meeting of Shareholders grants discharge from liability to the Company's Supervisory Board composed of Milan Marinič, Desanka Katić, Janko Gedrih and Denis Tavčar, MSc., for the period from 1 January 2018 to 31 December 2018.**

*The resolution was adopted in the proposed wording.*

*During the voting under the item no. 2. b) of the agenda, there were 1,553,892 valid votes cast, i.e. shares with voting rights. IN FAVOUR OF the resolution were 1,127,282 votes, corresponding to 72.546% of all votes cast, whereas AGAINST were 426,610 votes. The holders of 38,322 votes ABSTAINED from voting.*

**3. Appointment of the Company's auditor for the financial years 2019, 2020 and 2021;**

**The General Meeting of Shareholders appoints the auditing company DELOITTE REVIZIJA d.o.o., Dunajska cesta 165, 1000 Ljubljana as auditor of the Company for the financial years 2019, 2020 and 2021.**

*The resolution was adopted in the proposed wording.*

*During the voting under the item no. 3 of the agenda, there were 1,553,892 valid votes cast, i.e. shares with voting rights. IN FAVOUR OF the resolution were 1,553,892 votes, corresponding to 100% of all votes cast, whereas AGAINST were 0 (zero) votes. The holders of 38,322 votes ABSTAINED from voting.*

**4. Decrease and increase in the share capital**

This item was removed from the agenda.

**DECLARED CHALLENGING ACTIONS**

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

**FIVE LARGEST SHAREHOLDERS**

The proportion of voting rights of the five major shareholders present at the Company's General Meeting of Shareholders, expressed in relation to all shares with voting rights, was 30.57-percent. The General Meeting of Shareholders was attended by the following five largest shareholders:

<b>Shareholder</b>	<b>Number of shares and votes</b>	<b>% of voting rights within the Company</b>
SAVA, d.d. Ljubljana	845,153	16.32
GB d.d. Kranj	426,610	8.24
DUTB d.d., Ljubljana	278,271	5.37
VZMD Ljubljana	20,956	0.40
Verbič Kristjan	12,669	0.24
<b>TOTAL</b>	<b>1,583,659</b>	<b>30.57</b>

ISTRABENZ Holding Company d.d.