



Pursuant to item 9.2. of the Articles of Association of the ISTRABENZ Holding Company, d.d. and second paragraph of Article 295 of the Companies Act (ZGD-1), we hereby convene the

**29th regular General Meeting of Shareholders of the ISTRABENZ Holding Company, d.d.
to be held on Tuesday, 26 November 2019, at 13:00 o'clock
in the Galea Batana Hall of the Grand Hotel Portorož, Obala 33, Portorož**

with the following

AGENDA:

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

Resolution proposal:

The following are elected:

- Chairman of the General Meeting of Shareholders: Stojan Zdolšek;
- the Credentials Committee, composed of:
 - Chairman: Robert Ernestl,
 - Vote Counters: Klavdija Primožič, Sonja Long.

The meeting will be attended by the invited notary public Mojca Tavčar Pasar.

2. Transfer of company's assets

Resolution proposal:

The General Meeting of Shareholders approves the execution of the following contracts on sale and on transfer of the company's assets which together exceed 25% of the company's assets, to The Bank Assets Management Company (DUTB), as follows:

- Contract on sale (premises at Ferrarska 5a);
- Contract on sale (parcel of land "Kolomban");
- Contract on sale (parcel of land 2605 1297/5 (ID 2107211));
- Contract on sale (art collection);
- Contract on sale of shares (issued by KB 1909 Società per azioni - Delniška družba in liquidazione);
- Agreement on sale and transfer of a shareholding in the company ADRIAFIN d.o.o.;
- Contract on sale of trade marks and service marks;
- Agreement on claim assignment in return for consideration - POTEZA NALOŽBE podjetje za naložbe in financiranje, d.o.o. – in bankruptcy, CG Venture B.V. – in bankruptcy, as full legal successor to Aktiva Holdings B.V., Bonifika d.o.o.;
- Agreement on claim assignment in return for consideration - Istrabenz Turizem d.d.;
- Agreement on claim assignment in return for consideration - Municipality of Koper.

3. Company dissolution and commencement of liquidation

Resolution proposal:

The company Istrabenz, holdinška družba, d.d., Obala 33, 6320 Portorož, registration number: 5000025000, tax number: SI 17762723, shall dissolve due to reasons stated in second indent, first paragraph of Article 402 of the Companies Act (ZGD-1), and liquidation proceedings shall commence.

Creditors can notify their claims within a period of 30 days of the publication of resolution.

As authorised liquidator shall be appointed the company Palmar, d.o.o., managed by Miha Mušič, Bachelor of Laws.

For the implementation of the liquidation proceedings in line with the provisions of the applicable legislation as well as for providing advising to the shareholders with regard to the selection and implementation of activities and for providing advising to the creditors with regard to the selection and implementation of activities, the appointed liquidator shall be entitled to a monthly fee in the amount of EUR 2,500.00 excl. VAT, to be paid from the Company's assets. The costs related to the implementation of the Company's liquidation proceedings (e.g. administrative costs, costs of auditor and appraisers, notarial- and court fees) are not included in the price of services stated in this resolution.

The General Meeting of Shareholders of the company Istrabenz, holdinška družba, d.d., which adopted this resolution, hereby authorizes the notary public Mojca Tavčar Pasar to submit this resolution to the registration authority in order to have the commencement of liquidation entered in the register.

On the day of adoption of this resolution, the term of office of the company's management board and supervisory board shall terminate.

The party submitting the resolution proposal under the item 1 of the agenda is the company's management board; the parties submitting the resolution proposals under the items 2 and 3 of the agenda are the company's management board and supervisory board.

Information for the shareholders:

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

The materials for the General Meeting of Shareholders, including the draft resolutions with grounds, and other materials as stated in paragraph 2, Article 297.a of the Companies Act (ZGD-1), including contracts and agreements on sale and on transfer of the Company's assets as stated under the item 2 of the convocation (copies of contracts and agreement will be provided to the shareholders not later than on the 5th working day following their request, free of charge) are available to the shareholders for inspection based on previous appointment to be made at Tel. +386 5 662 15 00, at the Secretariat of the Management Board of the Company in Portorož, Obala 33, every working day from 9 a.m. to 12 a.m., from the day the notice of convening the General Meeting of Shareholders is published up until and including the day it is held. The materials are also available on the Company's website (www.istrabenz.si). The notice of convening the General Meeting of Shareholders, the draft resolutions with grounds and other materials are published also on the website of the Ljubljana Stock Exchange (<http://seonet.ljse.si>). The information from paragraph 3, Article 296 of the Companies Act-

1 (ZGD-1) and extensive information on the shareholders' rights with regard to their request to place additional items on the agenda, the submitting of resolutions' counter-proposals, the proposals to be subject to the voting and the shareholders' right to be informed (paragraph 1 of the Article 298, paragraph 1 of the Article 300, Articles 301 and 305 of the Companies Act (ZGD-1)) are all published on the Company's website.

Requests and proposals of the shareholders

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

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

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

Shareholder's right to be informed

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

Invitation to larger shareholders in line with item 6.2. of the Slovenian Corporate Governance Code for Listed Companies, as adopted on 27 October 2016

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

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

Only those shareholders who have registered for the General Meeting of Shareholders and whose application has been received by the Management Board at least by the end of the fourth day prior to the meeting, i.e. by 22 November 2019 inclusive, and who are entered as holders of the shares in the Central Book-Entry Securities Register as of the end of the fourth day prior to the meeting, namely on 22 November 2019, shall be entitled to participate and exercise their voting rights at the General Meeting of Shareholders. The application, i.e. "Registration of participation" form, shall be sent by post to the following address: ISTRABENZ, d.d., Secretariat of the Management Board, Obala 33, Portorož. Applications cannot be sent through electronic media. The Company will consider valid only the registration forms undersigned with original signatures.

Each shareholder entitled to participate at the General Meeting of Shareholders has the right to appoint a proxy to exercise the voting right on his/her behalf. The written power of attorney must be sent to the Company and shall be kept by the Company. The registration form for exercising the voting right by proxy is available on the Company's website and can also be obtained free of charge from the Secretariat of the Management Board of the Company in Portorož, Obala 33, based on previous request, every working day from 9 a.m. to 12 a.m., from the day the notice of convening the General Meeting of Shareholders is published up until and including the day it is held. The shareholders can send the power of attorney to the Company also by e-mail, to the e-mail address info@istrabenz.si. The power of attorney which is sent via e-mail has to be in a scanned form as attachment, and must contain the date, a personal signature of the natural person, or, in the case of legal entity, a personal signature of a representative and a stamp/seal if used by such a legal entity. The Company is entitled to verify the identity of a shareholder or a person who submits the power of attorney by e-mail, as well as the authenticity of their signatures. A shareholder is entitled to revoke the power of attorney as when submitting it, at any time before the day of the General Meeting of Shareholders.

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

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

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

Andrej Laznik
President of the Management Board