

Naslovník;  
KS NALOŽBE finančne naložbe d.d., Ljubljana,  
Dunajska cesta 9  
1000 Ljubljana

KALANTIA LIMITED, 261, 28 Oktovriou, View point tower, 3035 Limassol, Ciper, na podlagi 4. odst. 295. člena Zakona o gospodarskih družbah (v nadaljevanju: ZGD-1), podaja naslednjo

#### ZAHTEVO ZA SKLIC

skupščine delničarjev družbe KS NALOŽBE finančne naložbe d.d., Ljubljana

I.

KALANTIA LIMITED (v nadaljevanju: predlagatelj) je imetnik 8.845.920 delnic od skupaj 9.863.878 delnic družbe KS NALOŽBE finančne naložbe d.d., Ljubljana (v nadaljevanju: družba), kar predstavlja 89,68 % osnovnega kapitala družbe, s čimer je izkazana zakonska upravičenost za vložitev te zahteve za sklic skupščine družbe v skladu s 4. odst. 295. člena ZGD-1.

II.

Predlagatelj v zvezi s podano zahtevo predlaga sledeči dnevni red skupščine ter predloge sklepov pod posamezno točko dnevnega reda in sicer kot sledi:

#### 1. Otvoritev skupščine in izvolitev delovnih teles skupščine

Predlog sklepa:

Za predsednika skupščine se izvoli odvetnika dr. Damijana Brulca, za preštevalki glasov pa Martino Pavlovič in Tanjo Novak.

Obrazložitev:

Dr. Damijan Brulc je odvetnik v Ljubljani. Martina Pavlovič in Tanja Novak imata ustrezna znanja in izkušnje za opravljanje funkcije preštevalk glasov, saj sta to že večkrat uspešno opravljali.

Addressee;  
KS NALOŽBE finančne naložbe d.d., Ljubljana,  
Dunajska cesta 9  
1000 Ljubljana

KALANTIA LIMITED, 261, 28 Oktovriou, View point tower, 3035 Limassol, Cyprus, pursuant to paragraph 4 of Article 295 of the Companies Act (hereinafter: ZGD-1), files the following

#### REQUEST FOR A CONVOCATION

of the General Meeting of Shareholders of KS NALOŽBE finančne naložbe d.d., Ljubljana

I.

KALANTIA LIMITED (hereinafter: the proposer) holds 8,845,920 shares out of a total of 9,863,878 shares of KS NALOŽBE finančne naložbe d.d., Ljubljana (hereinafter: the company), which represents 89.68 % of the share capital of the company, thus demonstrating the statutory eligibility to file this request for a convocation of the General Meeting of the company in accordance with paragraph 4 of Article 295 of ZGD-1.

II.

In connection with the submitted request, the proposer suggests the following agenda of the General Meeting and proposals for decisions under each item on the agenda, as follows:

#### 1. Opening of the General Meeting and election of working bodies of the General Meeting

Proposal for the decision:

Dr. Damijan Brulc, lawyer, is elected as the chairman of the General Meeting. Martina Pavlovič and Tanja Novak are elected to count the votes.

Reasoning:

Dr. Damijan Brulc is a lawyer in Ljubljana. Martina Pavlovič and Tanja Novak have the appropriate knowledge and experience to perform the function of counting votes, as they have successfully performed this several times.

## 2. Umik delnic družbe iz trgovanja na organiziranem trgu

Predlog sklepa:

2.1 Skupščina delničarjev sprejme sklep, da se vseh 9.863.878 delnic izdajatelja KS NALOŽBE finančne naložbe d.d., 1000 Ljubljana, Dunajska cesta 9, 1000 Ljubljana, ki so izdane v nematerializirani obliki in vpisane v centralni register nematerializiranih vrednostnih papirjev pri KDD d.d., z ISIN kodo SI0021113855 in z oznako KSFR, umakne z organiziranega trga vrednostnih papirjev Ljubljanske borze d.d..

Ta sklep bo, v skladu s 1. točko osmega odstavka 125. člena Zakona o trgu finančnih instrumentov (ZTFI-1) in v skladu s tretjim odstavkom 4. člena Zakona o pravnih naslednicah pooblaščenih investicijskih družb (ZPNPID), stopil v veljavo in začel učinkovati z vpisom v sodni register, če bo sprejet z večino, ki bo vključevala najmanj 9/10 osnovnega kapitala družbe.

Skladno z določbami tretjega odstavka 125. člena ZTFI-1 in določbami drugega odstavka 4. člena ZPNPID družba KS NALOŽBE finančne naložbe d.d., izjavlja, da bo prevzela delnice delničarjev, ki bodo nasprotovali temu umiku in/ali delničarjev, ki ne bodo glasovali za sklep o umiku delnic z organiziranega trga, tudi če se skupščine niso udeležili zaradi razlogov na njihovi strani in bodo v treh mesecih po objavi vpisa sklepa o umiku delnic z organiziranega trga v sodni register zahtevali, da družba od njih prevzame delnice za plačilo primerne denarne odpravnine, in za njih plačala primerno denarno odpravnino.

Denarna odpravnina, ki jo družba ponuja, znaša 1,00 EUR za posamezno delnico.

2.2 Skupščina delničarjev ugotavlja, da družba KS NALOŽBE finančne naložbe d.d. z umikom njenih delnic z organiziranega trga vrednostnih papirjev Ljubljanske borze d.d. ni več pravna naslednica pooblaščenih investicijskih družb v skladu z določbami ZPNPID.

Obrazložitev:

V letu 2021 (od 1.1.2021 do 31.3.2021) je promet z delnicami KSFR na Ljubljanski borzi d.d. znašal 1.621 delnic v vrednosti 894,28 EUR. Povprečni tečaj je znašal 0,55 EUR za delnico. Glede na obseg prometa in glede na to, da stroški kotacije in ostali s kotacijo povezani stroški presegajo 40.000 EUR letno, nadaljnja kotacija po mnenju večinskega delničarja ni smiselna in povzroča družbi nepotrebne visoke stroške. V zadnjih letih je glavnino ponujenih delnic skladno s skupščinskimi sklepi odkupil večinski delničar. Z umikom preostali delničarji

## 2. Withdrawal of the company's shares from trading on the regulated market

Proposal for the decision:

2.1 The General Meeting of Shareholders adopts a decision that all 9,863,878 shares of the issuer KS NALOŽBE finančne naložbe dd, 1000 Ljubljana, Dunajska cesta 9, 1000 Ljubljana, issued in dematerialized form and entered in the central register of dematerialized securities at KDD d.d., with the ISIN code SI0021113855 and with the code KSFR, are withdrawn from the regulated market of the Ljubljana Stock Exchange d.d.

Pursuant to point 1 of the eighth paragraph of Article 125 of the Market in Financial Instruments Act (ZTFI-1) and in accordance with the third paragraph of Article 4 of the Legal Successors of Authorized Investment Companies Act (ZPNPID), this decision will enter into force and take effect upon entry into the corporate register, if it is adopted by a majority, which includes at least 9/10 of the share capital of the company.

Pursuant to the provisions of the third paragraph of Article 125 of ZTFI-1 and the provisions of the second paragraph of Article 4 of ZPNPID, KS NALOŽBE finančne naložbe d.d. declares that it will take over the shares of shareholders who oppose this withdrawal and/or of shareholders who do not vote for the decision on the withdrawal of shares from the regulated market, even if they did not attend the General Meeting for reasons on their part and will request the company to take over the shares from them within three months after the publication of the decision on the withdrawal of shares from the regulated market in return for the payment of appropriate financial compensation, and pay appropriate financial compensation for these shares.

The financial compensation offered by the company amounts to EUR 1.00 per individual share.

2.2 The General Meeting of Shareholders finds that the company KS NALOŽBE finančne naložbe d.d. by withdrawing its shares from the regulated market of the Ljubljana Stock Exchange d.d. it is no longer the legal successor of authorized investment companies in accordance with the provisions of the ZPNPID.

Reasoning:

In 2021 (from 1 January 2021 to 31 March 2021), the turnover of KSFR shares on the Ljubljana Stock Exchange d.d. amounted to 1,621 shares in the amount of EUR 894.28. The average price was EUR 0.55 per share. Given the volume of turnover and the fact that the listing costs and other costs related to listing exceed EUR 40,000 per annum, further listing is not reasonable in the opinion of the majority shareholder and causes the company unnecessarily high costs. In recent years, the majority of

ne bodo v slabšem položaju kot pred umikom, saj bodo delnice še vedno lahko prodali, prav tako pa jim bo ponujena odškodnina, ki dosega skoraj dvakratno borzno ceno.

### 3. Odobreni kapital

Predlog sklepa:

4.1 Dopolni se 4. točka statuta družbe, in sicer tako, da se za obstoječim tekstom doda naslednje besedilo: »Uprava družbe je pooblaščen, da v roku petih let po vpisu spremembe statuta, sprejete na seji skupščine družbe dne \_\_\_\_\_ (vpisati datum sklica skupščine po predlogu uprave družbe), v sodni register, s soglasjem nadzornega sveta družbe in brez dodatnega sklepa skupščine družbe, osnovni kapital družbe poveča z izdajo 3.000.000 novih kosovnih delnic istega razreda za vložke, za skupaj največ 3.000.000,00 EUR, kar predstavlja odobreni kapital. Uprava družbe lahko s soglasjem nadzornega sveta družbe prednostno pravico obstoječih delničarjev do novih delnic izključi. Delnice se ob soglasju nadzornega sveta družbe lahko izdajo tudi za stvarne vložke.«

Obrazložitev:

Zaradi nadaljnega razvoja družbe predlagatelj predlaga, da se poslovanju družbe v obliki odobrenega kapitala omogoči naknadno povečanje kapitalskih sredstev družbe v kolikor se bodo za to izkazale potrebe. S tem ne bo potrebno ponovno sprejemati skupščinskega sklepa o povečanju kapitala družbe v roku nadaljnjih 5 let, če bo potrebno povečati kapitalna sredstva družbe.

the offered shares have been repurchased by the majority shareholder in accordance with the decisions of general meetings. The withdrawal will not put the remaining shareholders at a disadvantage, as they will still be able to sell the shares, and they will also be offered compensation amounting to almost twice the stock market price.

### 3. Authorised share capital

Proposal for the decision:

4.1 Item 4 of the company's Articles of Association shall be amended by adding the following text after the existing text: "Within five years upon the entry of the amendment of the Articles of Association, adopted at the General Meeting \_\_\_\_\_ (enter the date of convening the General Meeting upon the proposal of the Management Board), into the corporate register, with the consent of the Company's Supervisory Board and without an additional decision by the Management Board, the Management Board of the company is authorized to increase the company share capital by issuing 3,000,000 new no-par value shares of the same class for contributions, for a maximum total of EUR 3,000,000.00, which represents the authorized capital. With the consent of the Company's Supervisory Board, the management of the Company may exclude the preemptive right of the existing shareholders to new shares. With the consent of the company's Supervisory Board, the shares may also be issued for in-kind contributions."

Reasoning:

Due to the further development of the company, the proposer suggests that the management of the company be allowed to subsequently increase the company's capital assets in the form of authorized capital if the need arises. This will not require the re-adoption of the General Meeting decision on the increase of the company's capital within the next 5 years, if it is necessary to increase the company's capital assets.

Signed in Limassol, on 19 April 2021

KALANTIA LIMITED

Andria Constantinou

Maria Elena Michael

