

LIVAR, d.d.  
Ljubljanska cesta 43  
1295 Ivančna Gorica

Ivančna Gorica, April 22, 2014

On the basis of Article 15 of the Statute of Livar, d.d., Ivančna Gorica (hereinafter referred to as: Company), the Management Board herewith resolves to call the

### **21th ANNUAL GENERAL ASSEMBLY MEETING**

which shall be held on **28<sup>th</sup> May 2014** in the conference room at the Company's registered office address, Ljubljanska cesta 43, 1295 Ivančna Gorica, the scheduled time of commencement being **12.00** hours. The following agenda items shall be considered:

#### **1. Establishment of a quorum, opening of the General Assembly meeting and election of Assembly members**

The Management Board and the Supervisory Board propose that the General Assembly adopts the following resolution:

1. It is established that the General Assembly has a quorum.
2. Darinka Porenta has been elected President of the General Assembly.
3. Mitja Gabrovec and Melita Bračič have been appointed to count votes at the General Assembly.
4. Notary Irena Florjančič Cirman shall be present at the General Assembly meeting.

#### **2. Presentation of the Company's Annual Report for 2013 to the General Assembly and balance loss, payment of bonus to the Chairman of the Management Board for the business year 2013, presentation with the payments to the Board of Management and the Supervisory Board in 2013 and the granting of discharge to the Board of Management and the Supervisory Board for the business year 2013**

The Management Board and the Supervisory Board propose that the General Assembly adopts the following resolutions:

- 2.1 The Assembly is acquainted with audited Annual Report for the 2013 business year and with the report of the Supervisory Board of the Company regarding the approval of the Annual report for the 2013 business year.
- 2.2 Balance loss for the 2013 business year, as established on 31 December 2013, amounts to EUR 9,154,810. Balance loss of EUR 9,154,810 shall remain uncovered and shall be transferred to the following year.
- 2.3 To Franc Rovere shall be no later than June 18, 2014, paid bonus for the business year 2013 in the amount of 50 % of his salary under an individual contract of employment.
- 2.4 The Assembly is acquainted with the payments to the Board of Management and the Supervisory Board in 2013 that they had received for doing their duties in 2013 and are stated in Annual Report for the 2013 business year on page 64 (61 in Slovenian version).
- 2.5 The Assembly grants discharge to the Board of Management for the business year 2013, specifically Franc Rovere, who held the position of Chairman of the Management Board between 1<sup>st</sup> January and 31<sup>st</sup> December 2013.
- 2.6 The Assembly grants discharge to the Supervisory Board, specifically President Janko Čevka, Deputy Ivo Judnič, and Supervisory Board members Mitja Škrbec, M.Sc, Jože Strmole, Tomaž Švigelj and Vojko Rovere, for the business year 2013 – and, more precisely, for the period 1<sup>st</sup> January to 27<sup>th</sup> June 2013.
- 2.7 The Assembly grants discharge to the Supervisory Board, specifically President Janko Čevka, Deputy Jože Kaligaro, M.Sc, and Supervisory Board members Vojko Rovere, Mitja Škrbec, M.Sc, Jože Strmole and Janko Štehar, M.Sc, for the business year 2013 – and, more precisely, for the period 27<sup>th</sup> June to 31<sup>st</sup> December 2013.

#### **3. Appointment of an auditor for the business year 2014**

The Supervisory Board proposes that the General Assembly adopts the following resolution:

- KPMG Slovenija, d.o.o., an auditing company with offices at Železna cesta 8a, 1000 Ljubljana, shall be appointed auditor of the Company for the business year 2014.

## Information for shareholders

### Right to be informed and availability of materials for the general meeting

At general meetings, the shareholders may exercise their right to be informed under Paragraph 1, Article 305 of the Companies Act (ZGD-1).

The materials for the general meeting, including proposed resolutions for adoption with notes and other materials referred to in Paragraph 2, Article 297a of the Companies Act (ZGD-1), are made available to shareholders for inspection at the secretariat of the Management Board at the Company's registered office, every weekday from 9 am to 12 am, from the date of publication of the notice to convene the general meeting until the date of the general meeting. The agenda and other materials for the general meeting are available to the shareholders on the Company website, [www.livar.si](http://www.livar.si). In accordance with Company statute, the notice to convene a general meeting is also published on the website of the Agency of the Republic of Slovenia for public records and services for publication by Companies Act.

### Amendments to the agenda

Following the publication of the notice to convene the general meeting, the shareholders who hold at least one twentieth of the share capital may request in writing that an additional item be added to the agenda. The request must be accompanied by a resolution proposal in writing on which the general meeting should decide, or, if the general meeting does not adopt resolutions related to the particular item on the agenda, an explanatory note to the agenda. It is sufficient that the request is sent no later than seven days following the publication of this notice to convene the general meeting to the address: Ljubljanska cesta 43, 1295 Ivančna Gorica, or to the e-mail address: [darinka.porenta@livar.si](mailto:darinka.porenta@livar.si). Additional items on the agenda and its final version will be published in accordance with Article 298 of the Companies Act (ZGD-1).

### Shareholders' proposals

The shareholders may propose resolutions relating to any item on the agenda in writing by sending the proposals to the address: LIVAR, d.d., Ljubljanska cesta 43, 1295 Ivančna Gorica, or to the e-mail address: [darinka.porenta@livar.si](mailto:darinka.porenta@livar.si). The shareholder's proposals shall be published and communicated in accordance with Article 296 of the Companies Act (ZGD-1), if the shareholder has sent the Company a reasonably grounded proposal within seven days following the publication of the notice to convene the general meeting and provided the notification that at the general meeting he or she intends to object the proposals made by the Management Board or the Supervisory Board and that he or she will bring other shareholders to vote for his or her proposal.

The requests for additional items on the agenda and resolution proposals sent to the Company by e-mail must be sent in scanned form as attachments and contain an original signature of the legal representative and stamp or seal of the legal entity if one is used. The Company shall have the right to verify the identity of the shareholder or authorized person submitting the request or proposal via e-mail, as well the authenticity of their signatures.

### Shareholders' right to be informed

At the general meeting, the shareholders may pose questions and request information on Company matters if required for consideration of the agenda, as well as exercise their right to be informed in accordance with Paragraph 1, Article 305 of the Companies Act (ZGD-1).

### Conditions for attending the general meeting

Only those shareholders that are registered as shareholders at the central register of dematerialized securities at KDD – Centralna klirinško depotna družba, d.d., Ljubljana, at the end of the fourth day prior to the date of convening of the general meeting (cut-off date) may attend the general meeting and exercise the voting right. The shareholders must register their attendance in writing no later than on May 24, 2014.

The registration must be sent by mail to the address: LIVAR, d.d., Ljubljanska cesta 43, 1295 Ivančna Gorica. Only registrations with original signatures and registrations that have been sent via registered mail no later than on May 24, 2014, shall be taken into account and considered valid.

Any shareholder that has the right to attend the general meeting may name an authorized person to attend the general meeting in his or her name and exercise the voting right. The authorization must be made in writing and must be submitted to the Company, where it will remain deposited. The authorization must contain an original signature of the private person; in case of a legal entity, the authorization must contain the original signature of the legal representative and the seal or stamp of

the legal entity if one is used. The Company shall reserve the right to verify the authenticity of the shareholder or authorized person submitting the authorization. Shareholders may withdraw the authorization in the same manner in which the authorization was given up until the date of the general meeting.

At request, the shareholders or their legal representatives or authorized persons must identify themselves by way of a personal identification document and written authorization, as well as an extract from the judicial/business records in case of legal representatives.

All Company shareholders or their representatives are kindly invited to arrive at the location of the general meeting at least half an hour prior to the opening of the general meeting.

We are looking forward to seeing you.

Franc Rover  
Chairman of the Management Board