



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

Ivančna Gorica, June 2015

Subject: Item 1 on the Agenda of the 23rd general meeting of the Livar d.d. company, Ivančna Gorica (hereinafter referred to as: Company)

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

The Management Board proposes 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 Slobodan Vuk have been appointed to count votes at the General Assembly.
4. Notary Irena Florjančič Cirman shall be present at the General Assembly meeting.

Rationale for the proposed resolution:

The presence of the authorised delegate or delegation of the General Assembly and of a technical assistant is a necessary condition for conducting a General Assembly meeting. Minutes of the General Assembly meeting are required to be notarised in accordance with the Companies Act (Ur. l. RS (Official Gazette of the Republic of Slovenia), No. 65/09 and further). Therefore, a notary must also be present at the meeting.

Vojko Rovere
Chairman of the Management Board



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Ivančna Gorica, June 2015

Subject: Item 2 on the Agenda of the 23rd general meeting of the Livar d.d. company, Ivančna Gorica (hereinafter referred to as: Company)

2. Acceptance of the Company's Annual Report for 2014 and deciding of balance loss, presentation with the payments to the Board of Management and the Supervisory Board and to the Management Board and Executives Directors in 2014 and the granting of discharge to the Board of Management and the Supervisory Board and the Management Board for the business year 2014

The Management Board proposes that the General Assembly adopts the following resolutions:

- 2.1 The Assembly accepts audited Company's Annual Report for the 2014 business year, with the Auditor's Report KPMG, d.o.o., and with the report of the Management Board regarding the Company's Annual Report for the 2014 business year.
- 2.2 Balance loss for the 2014 business year, as established on 31 December 2014, amounts to EUR 8.254.537. Balance loss of EUR 8.254.537 shall remain uncovered and shall be transferred to the following year.
- 2.3 The Assembly is acquainted with the payments to the Board of Management and the Supervisory Board and to the Management Board and Executives Directors in 2014 that they had received for doing their duties in 2014 and are stated in Company's Annual Report for the 2014 business year on page 55.
- 2.4 The Assembly grants discharge to the Board of Management for the business year 2014, specifically Franc Rovere, who held the position of Chairman of the Board of Management between 1st January and 21st May 2014.
- 2.5 The Assembly grants discharge to the Board of Management, specifically Chairman Alenka Rabuza, and members Nina Tušar Markež and Andrej Selan, for the business year 2014 – and, more precisely, for the period 21st May to 17th December 2014.
- 2.6 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 Štehnar, M.Sc, for the business year 2014 – and, more precisely, for the period 1st January to 29th May 2014.
- 2.7 The Assembly grants discharge to the Supervisory Board, specifically President Vojko Rovere, Deputy Jože Kaligaro, M.Sc, and Supervisory Board members Janko Čevka, Mitja Škrbec, M.Sc, Jože Strmole and Janko Štehnar, M.Sc, for the business year 2014 – and, more precisely, for the period 29th May to 21st August 2014.
- 2.8 The Assembly grants discharge to the Supervisory Board, specifically President Vojko Rovere, and Supervisory Board members Janko Čevka, Mitja Škrbec, M.Sc, Jože Strmole and Janko Štehnar, M.Sc, for the business year 2014 – and, more precisely, for the period 21st August 2014 to 28th August 2014.
- 2.9 The Assembly grants discharge to the Supervisory Board, specifically President Vojko Rovere, Deputy Janko Čevka, and Supervisory Board members Mitja Škrbec, M.Sc, Jože Strmole and Janko Štehnar, M.Sc, for the business year 2014 – and, more precisely, for the period 28th August 2014 to 17th December 2014.
- 2.10 The Assembly grants discharge to the Management Board, specifically Chairman Vojko Rovere, Deputy Jože Kaligaro, M.Sc, and member Jože Strmole, for the business year 2014 – and, more precisely, for the period 17th December 2014 to 31st December 2014.



Rationale for the proposed resolutions:

The Annual Report of the Company for the business year 2014 has been prepared in accordance with the Companies Act (Ur. l. RS, No. 65/09 and further). The Annual Report has also been reviewed by the auditor appointed by the Assembly for the business year 2014. The Auditor's Report is appended with the Company's Annual Report for 2014. The Management Board has reviewed the Annual Report for 2014 and has prepared a report. The Supervisory Board who held the position till 17th December 2014 has also prepared a report. Balance loss for the 2014 shall remain uncovered. The Assembly is also acquainted with the payments to the Board of Management and the Supervisory Board and to the Management Board and Executives Directors that they had received for doing their duties in 2014 and are stated in Company's Annual Report for the 2014 business year. It is proposed that the Management and Supervisory Boards and Management Board or their individual compositions be granted discharge for the business year 2014 in accordance with the provisions of the Companies Act.

Reference material:

- Annual Report of the Company for the business year 2014, including Auditor's Report
- Report of the Supervisory Board and Management Board for 2014

Vojko Rovere
Chairman of the Management Board





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Ivančna Gorica, June 2015

Subject: Item 3 on the Agenda of the 23rd general meeting of the Livar d.d. company, Ivančna Gorica (hereinafter referred to as: Company)

3. Determination of remuneration of Management Board members

The Management Board proposes that the General Assembly adopts the following resolution: Members of the Management Board are entitled to remuneration for performing their functions and to reimbursement for expenses incurred in the performance of their functions:

- remuneration: the Chairman of the Management Board shall receive a monthly fixed fee in the gross amount of EUR 1,500.00, and other members of the Management Board shall receive a monthly fixed fee in the gross amount of EUR 600.00;
- reimbursement: members of the Management Board are entitled to reimbursement payable in the same amount and manner as reimbursements to other employees of the Company.

Remuneration and reimbursement of expenses to members of the Management Board shall be paid to members' bank accounts by the 20th of the month for the previous month.

The remuneration and reimbursement of expenses in accordance with this resolution shall be determined from 1st May 2015 onwards.

By adopting this resolution, the resolution of the General Meeting no. 3.4 on December 17, 2014, which was adopted at the 22nd General Meeting of Shareholders, ceases, whereby the remuneration and reimbursement of expenses by the decision of the General Meeting no. 3.4 on December 17, 2014, provides up to April 30, 2015.

Rationale for the proposed resolution:

In accordance with the Companies Act (Official Gazette of the Republic of Slovenia, No. 65/09 et seq.) and the Company's Articles of Association, remuneration of Management Board members is determined by a resolution of the General Meeting. The proposed remuneration is commensurate with the tasks of Management Board members and the Company's financial situation. By accepting proposed resolution, the resolution of the General Meeting no. 3.4 on December 17, 2014, which was adopted at the 22nd General Meeting of Shareholders, will be ceased. Furthermore, remuneration and reimbursement of expenses will be defined up to April 30, 2015, by the resolution of the General Meeting no. 3.4 on December 17, 2014, and by this proposed resolution from May 1, 2015.

Vojko Rovere
Chairman of the Management Board



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Ivančna Gorica, June 2015

Subject: Item 4 on the Agenda of the 23rd general meeting of the Livar d.d. company, Ivančna Gorica (hereinafter referred to as: Company)

4. Appointment of an auditor for the business year 2015

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

- Deloitte revizija, d.o.o., an auditing company with offices at Dunajska cesta 165, 1000 Ljubljana, shall be appointed auditor of the Company for the business year 2015.

Rationale for the proposed resolutions:

According to the Companies Act (Ur. l. RS, No. 65/09 and further), annual reports of a company must be reviewed by an auditor in the manner and within the parameters laid down by the law governing auditing practices. The Management Board of the Company proposes to the General Assembly to appoint Deloitte revizija, d.o.o., an auditing company with offices at Dunajska cesta 165, 1000 Ljubljana, as auditor of the Company for the business year 2015. The company has substantial knowledge and experience in the field of auditing, is globally recognised and is well known.

Vojko Rovere
Chairman of the Management Board