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

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

18th ANNUAL GENERAL ASSEMBLY MEETING

which shall be held on 27th August 2012 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**

Proposed resolution:
- The Assembly quorum has been established.
- Attorney Irena Dobravc Tatalovič has been elected President of the Assembly.
- Tomislav Mučič and Melita Matešič have been appointed to count votes at the General Assembly meeting.
- Notary Irena Florjančič Cirman shall be present at the Assembly meeting.

2. **Presentation of the Company's Annual Report for 2011 to the General Assembly and the granting of discharge to the Board of Management and the Supervisory Board for the financial year 2011**

Proposed resolutions:
a) The Assembly takes note of the audited Annual Report for the financial year 2011 and the report of the Supervisory Board on the approval of the Annual Report for 2011. The Assembly is informed that the net losses of the Company as on 31st December 2011 amount to EUR 1,019,062.00, the amount of uncovered loss being EUR 14,848,978.00.
b) The Assembly grants discharge to the Board of Management for the financial year 2011, specifically Damjan Debeljak, who held the position of President of the Board of Management between 1st January and 4th July 2011.
c) The Assembly grants discharge to the Board of Management for the financial year 2011, specifically Damjan Debeljak , who held the position of President of the Board of Management between 4th July and 31st December 2011, and Izidor Derganc, M.Sc., who held the position of member of the Board of Management between 4th July and 31st December 2011.
d) The Assembly grants discharge to the Supervisory Board, specifically President Ivo Judnič, Deputy President Mitja Škrbec, M.Sc, and Supervisory Board members Adriano Corsi, Janko Čevka and Drago Jerman, for the financial year 2011 – and, more precisely, for the period 1st January to 20th June 2011.
e) The Assembly grants discharge to the Supervisory Board, specifically President Ivo Judnič, Deputy President Mitja Škrbec, M.Sc, and Supervisory Board members Adriano Corsi, Janko Čevka, Drago Jerman and Tomaž Švigelj, for the financial year 2011 – and, more precisely, for the period June 20th to 12th December 2011.
f) The Assembly grants discharge to the Supervisory Board, specifically President Ivo Judnič, Deputy President Mitja Škrbec, M.Sc, and Supervisory Board members Adriano Corsi, Janko Čevka, Tomaž Švigelj and Jože Strmole, for the financial year 2011 – and, more precisely, for the period December 12th to 31st December 2011.

3. **Recall and appointment of a Supervisory Board member**

Proposed resolutions:
a) By the day of the 18th General Assembly meeting shall be recalled the following members of the Supervisory Board:
- Adriano Corsi, Via Sovenza 20, 34070 San Floriano del Collio, Italia.

- Ivo Judnič, Zgornje Gameljne 13c, 1211 Ljubljana-Šmartno.
- Janko Čevka, Vrhpolje pri Kamniku 135, 1240 Kamnik.

b) By the day of the 18th General Assembly meeting shall be appointed the following members of the Supervisory Board for a term od four years:

- Ivo Judnič, Zgornje Gameljne 13c, 1211 Ljubljana-Šmartno, technical school, is Agent authorized to sing per pro in ADRIA-IMPEX, d.o.o., Ljubljana. The prospective member has knowledge and experience also in economy and trade.
- Janko Čevka, Vrhpolje pri Kamniku 135, 1240 Kamnik, BA in metallurgy, is Chairman of the Board of Directors in EXOTERM Holding, d.d., Kranj. The prospective member has knowledge and experience also in economy and trade and metallurgy.
- Andrew Rajapakse, M.Sc, Hrastova 13, 1230 Domžale, BA in economics, postgraduate Said Business School, University of Oxford, is Director of sector in NLB, d.d., Ljubljana. The prospective member has knowledge and experience also in economy and finance, managing corporate performance, strategy, mergers and acquisitions of companies, people management.

The Assembly is hereby informed that the Supervisory Board incorporates two employee representatives:

- Jože Strmole, Vir pri Stični 1, 1295 Ivančna Gorica.
- Mitja Škrbec, M.Sc., Jezero 111, 1352 Preserje.

4. Appointment of an auditor for the financial year 2012

Proposed 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 financial year 2012.

Details of reference material

Shareholders may consult the Company's Annual Report for 2011, the report of the Supervisory Board as well as proposed resolutions and rationales for proposed resolutions, available for review at the Executive Office of the Company's headquarters from 11.00 hours to 13.00 hours every Monday through Friday. These documents shall be available from the date upon which the convening notice is published until the date of the General Assembly meeting, and shall also be accessible on the Company's website www.livar.si under the tab "FOR SHAREHOLDERS".

Attendance at the General Assembly meeting

The right to attend and vote at the General Assembly meeting is held only by those shareholders who send a prior written application to the Company's address or who apply via e-mail to slobodan.vuk@livar.si no later than by close of day four days prior to the General Assembly meeting, i.e., no later than 23th August 2012 (the record date), and who are listed in the share register of the Company at the Central Securities Clearing Corporation on the record date.

If the General Assembly meeting is to be attended by a shareholder's representative or agent, s/he must present written proof of representative authority. Legal representatives of legal persons who are shareholders of the Company must submit an extract from the business or court register, or a copy of the register entry of the corresponding subject.

On the day of the General Assembly meeting and before its commencement, the shareholders or their representatives or agents shall present valid proof of identity.

Shareholder proposals and rights

Shareholders who hold common shares representing at least 20 percent of the Company's share capital have the right to request in writing that an item be added to the agenda after issue of the notice convening the General Assembly. Details of the item are to be submitted together with a written proposed resolution to be considered by the General Assembly. If the General Assembly does not adopt a resolution on a specific item on the agenda, shareholders shall also be required

to submit a rationale pertaining to the corresponding item. The request should be sent to the Company no later than seven days after issue of the notice convening the General Assembly.

Shareholders may submit written counter-proposals pertaining to any item on the agenda. A counter-proposal of a shareholder will be published and distributed in the same way as this notice, provided the shareholder sends the appropriately justified counter-proposal to the Company together with a notice that s/he will oppose the resolution proposed by the Management or Supervisory Board and that s/he will try to convince other shareholders to vote for his or her counter-proposal. The counter-proposal and the notice are to be submitted within seven days of issue of the notice convening the General Assembly.

At the meeting, shareholders or their representatives may ask questions and request information on matters concerning the Company, insofar as this information is required for pertinent assessment of an item on the agenda. Shareholders' questions pertaining to this content may be accorded a single answer that provides information covering all such questions.

We request all shareholders or their representatives to arrive at the venue of the General Assembly meeting not later than 30 minutes before the commencement of the meeting.

You are cordially invited to attend this year's General Assembly meeting of Livar d.d.

Damjan Debeljak
President, Board of Management