



SAVA, družba za upravljanje in financiranje, d.d.
Dunajska cesta 152
1000 Ljubljana

Pursuant to Article 295(2) of the Companies Act (ZGD-1) and point 7.3. of the Articles of Association of Sava, družba za upravljanje in financiranje, d.d., the Management Board convenes

The 35th regular General Shareholders Meeting

which will take place **on Monday, 29 May 2023 at 10:00** at the registered office of Sava, d.d.,
Dunajska cesta 152, 1000 Ljubljana, on the 6th floor

AGENDA

1. Start of the General Meeting, election of the bodies of the General Meeting and quorum

The Management Board and Supervisory Board propose to the General Meeting the following resolution:

“The General Meeting notes that the meeting will be attended by the notary, Miro Košak, and appoints the bodies of the Meeting:

- 1. President of the Meeting: lawyer Stojan Zdolšek,*
- 2. Verification Committee: Irena Debeljak (chairwoman) and Tina Dežela (member).”*

2. Presentation of the audited annual report of Sava, d.d. and the audited consolidated annual report of the Sava Group for 2022, together with the written report of the Company’s Supervisory Board, information on the remuneration of the members of the Board of Directors and the CEO of the Company, and the members of the management and supervisory bodies of the controlling company’s subsidiaries for the 2022 financial year, as well as the granting of discharge

The Management Board and Supervisory Board propose to the General Meeting the following resolutions:



Proposal 2.1:

“The General Meeting takes note of the audited Annual Report of Sava, d.d. for 2022, the audited consolidated Annual Report of the Sava Group for 2022 and the written report by the Supervisory Board for 2022.”

Proposal 2.2:

“The General Meeting takes note of the information on the remuneration of the members of the Board of Directors and the CEO of the Company, and the members of the management and supervisory bodies of the Company’s subsidiary for the 2022 financial year.”

Proposal 2.3:

“The Meeting notes that the accumulated loss as at 31 December 2022 amounts to EUR 2,447,338.04 (in words: two million four hundred and forty-seven thousand three hundred and thirty-eight 04/100) and consists of a net loss for the 2022 financial year of EUR 2,447,338.04 (in words: two million four hundred and forty-seven thousand three hundred and thirty-eight 04/100).”

Proposal 2.4:

“The General Meeting grants the discharge from liability to the Company’s Board of Directors for 2022. The General Meeting approves and ratifies the work of the Board of Directors in the 2022 financial year.”

3. Increase of the Company’s share capital through non-cash contributions

The Management Board and Supervisory Board propose to the General Meeting the following resolution:

Proposal 3.1:

“The share capital of SAVA, družba za upravljanje in financiranje d.d., which amounts to EUR 29,082,968.00 and is divided into 29,082,968 freely transferable par-value registered shares, is increased by new non-cash contributions of EUR 9,937,888.00 (nine million nine hundred and thirty-seven thousand eight hundred and eighty-eight 00/100), so that the total share capital after the increase amounts to EUR 39,020,856.00 (thirty-nine million twenty thousand eight hundred and fifty-six 00/100).”

The share capital increase is effected by the issuance of 9,937,888 (nine million nine hundred and thirty-seven thousand eight hundred and eighty-eight) ordinary registered freely transferable par-value shares, which shall carry (i) the right to participate in the



management of the Company, (ii) the right to participate in the profits of the Company (dividend) and (iii) the right to receive a pro rata share of the assets remaining after the liquidation or bankruptcy of the Company, and which, together with the previously issued shares, shall form a single class.

The issue price of the new shares is EUR 3.22 (three 22/100) for 1 ordinary registered freely transferable par-value share, and the total issue price of all the newly issued shares is EUR 32,000,000.00 (thirty-two million 00/100).

The newly issued shares shall be fully subscribed and paid-in by SSH, d.d., Mala ulica 5, Ljubljana and Kapitalska družba, d.d., Dunajska cesta 119, Ljubljana, by transferring their claims against SAVA, družba za upravljanje in financiranje d.d. to the latter, which will be the subject of a separate Assignment of Claims Agreement..

The subjects of the non-cash contribution are the claims of the creditor SSH, d.d., Mala ulica 5, Ljubljana, in the amount of EUR 16,000,000.00 (sixteen million 00/100) and the claims of the creditor Kapitalska družba, d.d., Dunajska cesta 119, Ljubljana, in the amount of EUR 16,000,000.00 (sixteen million 00/100), all of which arise from the Reprogramming Agreement of 15 November 2019, entered into between the aforementioned creditors and SAVA, družba za upravljanje in financiranje d.d., Addendum No 1 to the Reprogramming Agreement of 29 April 2020, Addendum No 2 to the Reprogramming Agreement of 7 September 2020, Addendum No 3 to the Reprogramming Agreement of 25 May 2021, Addendum No 4 to the Reprogramming Agreement of 30 September 2021, Addendum No 5 to the Reprogramming Agreement of 27 May 2022 and Addendum No 6 to the Reprogramming Agreement of 29 September 2022.

The newly issued shares shall be issued in dematerialised form by registration in the central register of dematerialised securities kept by KDD, d.o.o., Ljubljana. The time limit for subscribing and paying for new shares is 30 days from the date of adoption of this Resolution.

The pre-emptive right of existing shareholders to new shares is excluded.

The increase of the share capital by non-cash contributions shall be audited by an auditor in accordance with Article 334 of the Companies Act.

If the implementation of the share capital increase is not fully registered within 45 days of the date of this Resolution, the registration becomes non-binding, and all transfers of creditors' claims to the Company are deemed to be ineffective retroactively and are deemed not to have been transferred to the Company.

The General Shareholder Meeting authorises the Management Board to adapt the Articles of Association of SAVA, družba za upravljanje in financiranje d.d. to the decision on the increase of the share capital."



4. Increase of the Company's share capital by cash contributions

The Management Board and Supervisory Board propose to the General Meeting the following resolution:

Proposal 4.1.

"The share capital of the Company, amounting to EUR 39,020,856.00, divided into 39,020,856 freely transferable par-value registered shares, is increased from EUR 39,020,856.00 (in words: thirty-nine million twenty thousand eight hundred and fifty-six 00/100) by EUR 2,919,254.00 (in words: two million nine hundred and nineteen thousand two hundred and fifty-four 00/100) to a total of EUR 41,940,110.00 (in words: forty-one million nine hundred and forty thousand one hundred and ten 00/100).

2,919,254 (two million nine hundred and nineteen thousand two hundred and fifty-four) ordinary, freely transferable par-value registered shares with an issue price of EUR 3.22 (three 22/100) per share and a total issue price for all the newly issued shares of EUR 9,400,000.00 (nine million four hundred thousand 00/100) are issued for the increase of the share capital. The total number of new shares is increased in the same proportion as the share capital of the Company, so that the total share capital of the Company after the increase of the share capital of the Company is divided into 41,940,110 (: forty-one million nine hundred and forty thousand one hundred and ten) ordinary, freely transferable par-value registered shares of the same class. The newly issued shares confer on their holders the following rights and entitlements, which are identical to the rights and entitlements of the existing shares:

- *the right to participate in the management of the Company,*
- *the right to participate in the profits of the Company (dividend),*
- *the right to receive a pro-rata share of the assets remaining after the liquidation or bankruptcy of the Company.*

When a new share is purchased, the full issue price of each new share must be paid for the share.

The new shares are first offered to shareholders who, at the end of the day on which the call for subscription and payment of new shares is published, are entered in the central register of book-entry securities with the Central Securities Clearing Corporation (KDD, d.o.o.), and who, in proportion to their holdings in the share capital, have a pre-emptive right to subscribe for the new shares (first round).

The Management issues a call for subscription and payment of new shares on the basis of the share capital increase not later than ten working days from the date on which the subscription of the share capital increase referred to in the previous resolution of this General Meeting is effected. The time limit for exercising the pre-emptive right to subscribe for new shares is 15 (fifteen) days and starts to run on the day following the date of publication of the call.



If not all shareholders exercise their pre-emptive rights, the remaining shares are offered in the second round to the shareholders who exercised their pre-emptive rights in the first round, in accordance with the proportional subscription in the first round, and who may exercise their pre-emptive rights to subscribe for the new shares within the next 10 (in words: ten) days from the date of publication of the call for subscription and payment of shares.

The remaining available shares that would not have been subscribed for and paid-in by the shareholders in the second round are offered by the Management Board in the third round for subscription and payment to the existing shareholders who subscribed for and paid-in in the second round, with proportionality excluded, and the same mechanism as in the second round is applied as regards the time limits.

The issue of new shares is deemed successful if at least 2,919,254 (two million nine hundred and nineteen thousand two hundred and fifty-four) shares are subscribed for and paid-in.

The new shares are issued in dematerialised form by registration in the central register of book-entry securities with the Central Securities Clearing Corporation (KDD, d.o.o.). The shareholder subscribing for and paying-in the new shares is entered as a holder in the central register.

If at least 2,919,254 (two million nine hundred and nineteen thousand two hundred and fifty-four) shares are not subscribed for and paid-in by 31 August 2023 (thirty-first of August, twenty twenty-three) at the latest, the subscription becomes non-binding.

The General Meeting hereby authorises the Management Board of the Company to amend the Articles of Association of the Company accordingly, in order to comply with this resolution of the General Meeting.

The Company shall return the monies of any subscriptions to the subscribers within 8 (eight) days of any determination of unsuccessful subscriptions and payments.”

5. Payment of remuneration to members of the Company’s Supervisory Board for the performance of their duties

The Management Board and Supervisory Board propose to the General Meeting the following resolution:

“1. Members of the Supervisory Board receive a meeting fee for their attendance at a meeting, which for each member of the Supervisory Board of the Company amounts to EUR 360.00 gross. Members of a Supervisory Board committee receive a meeting fee for their attendance at a meeting of the committee, which for each member of the committee



amounts to 80% of the meeting fee for attendance at a meeting of the Supervisory Board. The meeting fee for a correspondence meeting amounts to 80% of the normal meeting fee. Notwithstanding the foregoing, and therefore irrespective of the number of meetings attended, each member of the Supervisory Board is entitled to the payment of a meeting fee in each financial year until the total amount of the meeting fee reaches 50% of the basic remuneration for the performance of their duties as a member of the Supervisory Board on an annual basis. Notwithstanding the foregoing, and therefore irrespective of the number of attendances at Supervisory Board and Supervisory Board committee meetings, an individual member of the Supervisory Board who is a member of a committee or committees of the Supervisory Board is entitled to the payment of a meeting fee in each financial year until the total amount of the meeting fee for attendance at Supervisory Board and committee meetings reaches 75% of the basic remuneration for the performance of the duties of a member of the Supervisory Board on an annual basis.

2. In addition to the meeting fees, the members of the Supervisory Board receive a basic remuneration for the performance of their duties of EUR 14,000.00 gross per member per year. The Chairman of the Supervisory Board is also entitled to an additional remuneration of 50% of the basic remuneration for the performance of their duties as a member of the Supervisory Board, and the Vice-Chairman/Deputy Chairman of the Supervisory Board is entitled to an additional remuneration of 10% of the basic remuneration for the performance of their duties as a member of the Supervisory Board. The members of a Supervisory Board committee receive an additional remuneration for the performance of their duties, which for each member of the committee amounts to 25% of the basic remuneration for the performance of the duties of a member of the Supervisory Board. The Chairman of the Committee is entitled to an additional remuneration for the performance of their duties equal to 37.5% of the basic remuneration for the performance of their duties as a member of the Supervisory Board. Notwithstanding the foregoing, and therefore irrespective of the number of committees of which they are a member or chair, each member of a committee of the Supervisory Board is entitled to payment of additional remuneration for the performance of their duties in each financial year until the total amount of such additional remuneration reaches 50% of the basic remuneration for the performance of their duties as a member of the Supervisory Board on an annual basis. If the term of office of an individual member of the Supervisory Board is less than one financial year, the individual member of a Supervisory Board committee is, notwithstanding the foregoing and therefore irrespective of the number of committees of which they are member or chair, entitled to an additional remuneration for the performance of their duties during the financial year until the total amount of such additional remuneration reaches 50% of the basic remuneration for the performance of the duties of the individual member of the Supervisory Board with respect to the eligible payments for the period of their term of office of the financial year in question.

3. In addition to the above, members of the Supervisory Board are entitled to a special duties allowance. Special duties of a member of the Supervisory Board are those involving the actual performance of unusual tasks of above-average complexity over a prolonged period of time, normally lasting at least one month. The Supervisory Board is hereby



authorised to decide, with the consent of each member of the Supervisory Board, on the assignment of special duties to each member of the Supervisory Board, on the duration of the special duties and on the additional remuneration to be paid for the special duties in accordance with this Resolution of the General Meeting. The Supervisory Board is authorised to decide on additional remuneration for special duties of the members of the Supervisory Board due to objective circumstances of the Company. Additional remuneration for special duties is only admissible for the period during which the special duties are actually performed, which the Supervisory Board may exceptionally decide on retrospectively (in particular in the case of special duties due to the objective circumstances of the Company), but no longer than for the preceding financial year. Additional remuneration for special duties may amount to a maximum of 50% of the basic remuneration for the performance of the Supervisory Board member's duties in any one year for each Supervisory Board member in total (irrespective of the number of special duties). For each special duty, the additional remuneration is determined taking into account the complexity of the duty and the increased workload and responsibility involved. Additional remuneration is always pro-rated accordingly to the period of actual performance of the special duty.

4. Members of the Supervisory Board receive the basic remuneration, the additional remuneration for the performance of their duties and the additional remuneration for special duties in proportion to the monthly payments which they are entitled to for as long as they hold office and/or perform a special duty. The monthly payments are one-twelfth of the above annual amounts. Depending on the circumstances, the remuneration for special duties may also be made in a single lump sum, after the special duty has been carried out.

5. The limitation of the total amount of the meeting fees or the payment of additional remuneration to a member of the Supervisory Board in no way affects the member's duty to actively participate in all meetings of the Supervisory Board and of the committees of which they are a member, and their statutory responsibility.

6. Members of the Supervisory Board are entitled to reimbursement of transport and accommodation expenses incurred in connection with their work on the Supervisory Board up to the amount laid down in the rules governing the reimbursement of expenses relating to work and other income not deductible for tax purposes (provisions applicable to travel on official business and accommodation on official business). The amount due to a member of the Supervisory Board under the above-mentioned provision is adjusted so that the net payment represents the reimbursement of actual travel expenses. For the determination of the mileage, the distances between places calculated on the public website of the AMZS is taken into account. Accommodation expenses may only be reimbursed if the distance between the place of residence or temporary residence of the member of the Supervisory Board or member of a committee of the Supervisory Board and the place of work of the body is at least 100 kilometres, if they were unable to return because the timetable no longer provided for a journey by public transport, or for other objective reasons.



7. This Resolution enters into force and applies on the date of its adoption at the General Meeting. It revokes Resolution No 3 adopted by the General Meeting on 23 December 2016.”

Materials for the General Meeting and availability of materials

All materials for the General Meeting referred to in Article 297a(2) of the ZGD-1 shall be available to shareholders from the date of the announcement of the General Meeting until the date of the General Meeting at the Company’s reception office (9th floor), Dunajska cesta 152, Ljubljana, every weekday from 9.00 to 12.00.

Shareholders’ rights, proposals and other notices

Pursuant to Article 298 of the Companies Act (ZGD-1), shareholders whose aggregate holdings amount to one twentieth of the share capital may – within seven days of the publication of this Convocation – request for the agenda to be supplemented. A complete and timely request must be accompanied by a written proposal for a resolution to be acted upon by the General Meeting, or if the General Meeting does not adopt a resolution on a particular agenda item, by an explanation of the agenda item.

Shareholders’ counter-proposals to individual items on the agenda, which are explained in writing, comply with the regulations and are sent within seven days of the publication of this Convocation, will be published in the same manner as this Convocation, subject to the conditions laid down in Article 300 of ZGD-1. The Company will consider the requests for additions to the agenda and counter-proposals which are received on time and sent by post to Sava, d.d., Dunajska cesta 152, 1000 Ljubljana.

At the General Meeting, the shareholder may exercise his/her right to the information referred to in Article 305(1) of the Companies Act, which includes information on the Company’s items on the agenda, including those relating to all legal and business relations with affiliated companies.

Conditions for attending the General Meeting

The General Meeting can only be attended by shareholders registered as holders of shares in the central register of book-entry securities with the Central Securities Clearing Corporation (KDD, d.o.o.) at the end of the seventh day preceding the General Meeting (cut-off date), and who register their participation in the General Meeting in writing to the address Sava, d.d., Dunajska cesta 152, 1000 Ljubljana, or via a standardised message regarding the exercise of shareholders’ rights at the General Meeting, transmitted by KDD, d.o.o., via protected websites, no later than at the end of the 4th day prior to the General Meeting.



If an intermediary other than the ultimate shareholder is entered in the Central Securities Clearing Corporation (KDD, d.o.o.) as a holder of shares, the shareholders may exercise their voting rights based on the proof referred to in Article 235.č(2) of the Companies Act (ZGD-1), which shows who the ultimate shareholder is on the cut-off date. To this end, the intermediary is to issue relevant proof to the shareholder, on whose behalf the services of safekeeping and management of shares or maintenance of securities accounts are provided, upon his/her request and without delay.

Shareholders or their representatives or proxies must produce on request an identity document, a written power of attorney, and in the case of a legal representative, an extract from the commercial register.

If a proxy of the shareholder attends the General Meeting, a written power of attorney must be submitted to the Company, which remains deposited at the registered office of the Company. The power of attorney to represent the person at the General Meeting must be made in writing. The power of attorney form is available on the Company's website. The power of attorney must contain general identifying information of the principal and the proxy. In accordance with the provision of Article 235 no. of the Companies Act-1 that the instruction for the exercise of shareholders' rights may be transmitted by electronic means, standardised communications regarding the exercise of shareholders' rights at the General Meeting (including applications and powers of attorney) received from the KDD, d.o.o. and previously received by the KDD, d.o.o. through the intermediary chain will also be considered. A mediator may only exercise or delegate his/her voting rights in respect of shares which do not belong to him/her if he/she is authorised to do so in writing.

The Chamber will open one hour before the start of the meeting.

President of the Management Board
Dr. Domen Trobec