

Resolutions passed at the 8th General Meeting of Shareholders of Istrabenz, Koper

Pursuant to the Securities Market Act-1 and the Rules of the Ljubljana Stock Exchange, we hereby publish the contents of the resolutions passed at the 8th General Meeting of Shareholders of the Istrabenz Holding Company on 27 August 2004. The General Meeting of Shareholders passed the following resolutions:

1. The General Meeting of Shareholders appointed:

- Mr. Gregor VELKAVERH, MSc., Chairman of the General Meeting of Shareholders.
- Mr. Dravo FERLIGOJ, Notary Public of the General Meeting of Shareholders.
- The Credentials Committee composed of:
 - Chairman: Mr. Robert ERNESTL,
 - vote counters: Mrs. Klavdija ULE,
Mrs. Sanja BAJEC.

2. The General Meeting of Shareholders adopted the amendments and supplements to the Articles of Association, the authorisation to the Management Board for the exclusion of the pre-emptive right of existing shareholders to new shares in the event of a capital increase from authorised capital, and the authorisation to the Supervisory Board for aligning the Articles of Association with the following resolutions:

- a) The General Meeting of Shareholders hereby adopts the amendments and supplements to the Articles of Association as submitted as well as its fair copy, and authorises the Management Board to exclude the pre-emptive right of existing shareholders to new shares in the event of a capital increase from authorised capital subject to the consent of the Supervisory Board.
- b) The General Meeting of Shareholders hereby authorises the Supervisory Board to amend the Articles of Association only so as to bring the wording of the Articles of Association in line with validly adopted decisions.

3.

a) The General Meeting of Shareholders acknowledged the Annual Report of the Company for 2003, the Auditor's Opinion and the Supervisory Board's Report on the Review of the Annual Report pursuant to Article 274a of the Companies Act.

b) The General Meeting of Shareholders adopted the resolution on the distribution of the 2003 balance-sheet profit:

The balance-sheet profit for 2003 in the amount of SIT 2,436,300,239.08 shall be allocated as follows:

1. SIT 569,800,000.00 to dividends or SIT 110.00 gross dividend per share;
The Company shall pay dividends to shareholders whose complete data it has available by no later than 26 October 2004 according to the Share Register of the Company, kept with the Central Register of KDD – the Central Securities Clearing Corporation, Ljubljana – as at 31 August 2004, in the manner specified by the Management Board of the Company.
2. SIT 32,000,000.00 for bonuses to the Management Board;
3. SIT 16,522,000.00 for bonuses to the Supervisory Board;
4. SIT 1,191,198,239.08 for other reserves of the Company;
5. SIT 626,780,000.00 for the Company's retained profit.

SIT 618,322,000.00 of other reserves from 1997 shall be earmarked for payments under items 1, 2 and 3.

Bonuses for the Management Board and Supervisory Board members shall, in line with the third paragraph of item 7.10 of the Company's Articles of Association, be paid in cash and shares of the Company in a 50:50 ratio. The Company shall sell the shares at the average market price in the period from the day the General Meeting of Shareholders is convened until the day it takes place.

4. The General Meeting of Shareholders granted a discharge from liability to the Management Board and Supervisory Board members for 2003.

5. The General Meeting of Shareholders appointed the auditing company KPMG Slovenija, podjetje za revidiranje in poslovno svetovanje, d.o.o., Neubergerjeva ulica 30, Ljubljana, the auditor of the Company for 2004.

6. The General Meeting of Shareholders acknowledged the new Supervisory Board member – a workers' representative.

All resolutions were adopted in the form proposed.

Yours sincerely,

Management Board
ISTRABENZ

Rules of the Company

The Rules of the Company are available in PDF format.
To read them you need [free Acrobat Reader](#).

[Rules of Procedure of the General Meeting of Shareholders](#)

[Rules of Procedure of the Supervisory Board](#)

Corporate Governance Code for Joint Stock Companies