

## **INFORMATION ON RESOLUTIONS ADOPTED AT THE GENERAL MEETING OF SHAREHOLDERS**

Pursuant to the Rules of the Ljubljana Stock Exchange, Plc. and in line with the legislation in force, the Management Board of the company herewith announces the resolutions adopted at the 14th General Meeting of Shareholders of the holding company ISTRABENZ, d.d. (Plc.), **held on 4 March 2009.**

### **Opening of the General Meeting of Shareholders and statement of quorum**

The share capital of the joint-stock company Istrabenz, holding company Plc. consists of 5,180,000 ordinary shares, 5,179,022 thereof with voting rights. The company has 978 own shares without voting rights. There were 4,507,464 shares with voting rights present at the General Meeting of Shareholders, meaning 87.03-percent of company's share capital or shares with voting rights.

## **RESOLUTIONS ADOPTED AT THE GENERAL MEETING OF SHAREHOLDERS**

### **1. The General Meeting of Shareholders appointed:**

- as Chairman of the General Meeting of Shareholders Mr. Stojan ZDOLŠEK, lawyer, and the
- Credentials Committee, composed of:  
Chairman: Mr. Robert ERNESTL, and  
Vote Counters: Ms. Mira PINTER and Ms. Klavdija ULE.

The meeting was attended also by the invited notary public Mr. Dravo FERLIGOJ from Koper.

*This resolution was adopted with 4,507,464 shares voting FOR, representing 100-percent of votes present at the General Meeting of Shareholders.*

### **2. Appointment of two alternate members of the Supervisory Board instead of the resigning members Mr. Božo Predalič, M.Sc., and Mr. Anton Turnšek**

The General Meeting of Shareholders appoints

- Ms. Alenka Vrhovnik Težak, M.Sc., and
- Mr. Zoran Bošković

as Members of the Supervisory Board replacing the resigning members Mr. Božo Predalič, M.Sc., and Mr. Anton Turnšek, with a term of office from 5 March 2009 until the expiration of the term of office of all other members of the Supervisory Board.

*This resolution was adopted with 4,436,621 shares voting FOR, representing 98,432-percent of votes present at the General Meeting of Shareholders. AGAINST voted 70,683 of votes or 1,568-percent of votes present.*

Due to changed quorum, the quorum of the General Meeting of Shareholder was stated again, showing that the present shareholders held together 4,508,167 shares with voting rights, representing 87.05-percent of all shares with voting rights.

### **3. Appointment of the Members of the Supervisory Board**

As Members of the Supervisory Board of the company Istrabenz, d.d., (Plc.), representing shareholders, with a term of office beginning as of 30 May 2009, are appointed:

- Ms. Alenka Vrhovnik Težak, M.Sc.
- Mr. Janez Grošelj, M.Sc.
- Ms. Tamara Jerman, M.Sc.
- Mr. Zoran Bošković,

- Mr. Franci Strajnar,
- Mr. Miroslav Kaluža.

*This resolution was adopted with 4,287,946 shares voting FOR, representing 95,549-percent of votes present at the General Meeting of Shareholders. AGAINST voted 199,727 of votes or 4,451-percent of votes present.*

## RESOLUTION PROPOSAL NOT PUT TO VOTE

The resolution proposed by the shareholder Petrol, d.d., (Plc.) Ljubljana to the item 3 of the expanded agenda suggesting that the General Meeting of Shareholders appoints Ms. Alenka Vrhovnik Težak (M.Sc.), Ms. Barbara Jama Živalič (M.Sc.), Mr. Janez Grošelj (M.Sc.), Ms. Tamara Jerman (M.Sc.), Mr. Iztok Bajda and Mr. Kristjan Verbič (M.Sc.) as Members of the Supervisory Board representing the shareholders with a full term of office, was not put to vote.

## COUNTER PROPOSALS

The counter proposal to the item 3 of the expanded agenda, submitted at the General Meeting of Shareholders by the shareholder Maksima Holding d.d. (Plc.), finančna družba, was not put to vote.

The counter proposal to the item 3 of the expanded agenda, submitted at the General Meeting of Shareholders by the shareholder Finetol, finančna družba, d.d.(Plc.), was not put to vote.

The counter proposal to the item 3 of the expanded agenda, submitted at the General Meeting of Shareholders by the shareholder Maksima Invest, finančna družba, d.d.(Plc.), was not put to vote.

## DECLARED CHALLENGING ACTIONS

Mr.Kristjan Verbič, M.Sc., declared on behalf of the PanSlovenian Shareholders' Association and on behalf of all proxies, the challenging action with regard to the resolution adopted under the item 3 of the agenda.

## FIVE LARGEST SHAREHOLDERS

The proportion of voting rights of the five major shareholders present at the Company's General Meeting of Shareholders, expressed in relation to all shares with voting rights, was 81.49-percent. The following five largest shareholders were present at the General Meeting of Shareholders:

Shareholder	Number of shares and votes	% in relation to all voting rights within the Company
PETROL, d.d.(Plc.), Ljubljana	1.690.305	32,64
MAKSIMA HOLDING, d.d.(Plc.)	1.330.467	25,69
NFD HOLDING, d.d.(Plc.)	724.637	13,99
MAKSIMA INVEST, d.d.(Plc.)	291.787	5,63
DAIMOND, d.d.(Plc.)	183.097	3,54
<b>TOTAL</b>	<b>4.220.293</b>	<b>81,49</b>

Management Board  
of the holding company Istrabenz, d.d.