

## **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 **15th General Meeting of Shareholders** of the holding company ISTRABENZ, d.d. (Plc.), **held on 5 June 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 4,369,073 shares with voting rights present at the General Meeting of Shareholders, meaning 84.36-percent of company's share capital or shares with voting rights.

## **RESOLUTIONS ADOPTED BY 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 4,368,933 shares voting FOR, representing 100-percent of votes present at the General Meeting of Shareholders.*

**2. The General Meeting of Shareholders acknowledged the 2008 Annual report of the Istrabenz Holding Company and the Istrabenz Group, the Auditor's Reports and the written Report of the Supervisory Board on the examination and confirmation of the 2008 Annual report, together with the report on the work of the Supervisory Board.**

### **4. Increase of company's share capital by means of new cash subscription, with shareholders' pre-emptive right to subscribe for new shares**

The share capital of the company consisting of 5,180,000 ordinary registered no-par value shares shall be increased from existing EUR 21,615,756.97 by EUR 143,633,324.39, to total EUR 165,249,081.36.

For the purpose of capital increase 34,420,290 ordinary registered no-par value shares shall be issued with emission price of each new share amounting to EUR 13.80 per share, resulting in a total amount of EUR 475,000,000.00 for all newly issued shares. The total number of new shares shall be increased in the same proportion as the company's share capital, so that following the share capital increase the company's share capital shall consist of 39,600,290 ordinary registered no-par value shares of the same class. The newly issued shares shall grant to their holders the following authorisations and rights, the same as those granted by the existing shares:

- the right to participate in the management of the company,
- the right to participate in a part of the profit (dividend) and
- the right to adequate proportion of the remaining property following the company's liquidation or bankruptcy.

At the moment of acquisition of the new share, the total amount of the emission price per share shall be paid in.

The new shares shall be first offered to the shareholders who have a pre-emptive right to subscribe for new shares proportionate to their participation in the company's share capital. The management shall publish the Invitation for subscription and payment of new shares, based on the share capital increase, within three working days after the termination of the general meeting of shareholders where this resolution is adopted. The time period foreseen for the enforcement by the shareholders of the pre-emptive right to subscribe for new shares shall be 8 days, starting on the day following the publication, as foreseen by Article 337, paragraph 2 of the Companies Act-1. The time period for the subscription and payment for new shares shall be 15 days following the publication of Invitation for subscription and payment of new shares.

The emission of new shares will be considered successful if all newly issued shares will be subscribed and paid in within time periods defined with this resolution.

The shares will be issued in an immaterial form, with the entry in the central register of immaterial securities kept by KDD – Central clearing company. Each shareholder who will subscribe and pay for new shares will be entered in the central register as the holder of those shares.

The General Meeting of Shareholders hereby authorises the company's Supervisory Board to adequately amend the company's Articles of Association and put them in line with the resolutions adopted by the General Meeting of Shareholders.

In the event that the subscription and payment for new shares are stated as unsuccessful, the company will return the eventually paid amounts in cash to the payers within 8 days following such statement.

*This resolution was adopted with 4,311,854 shares voting FOR, representing 98.678 percent of votes present at the General Meeting of Shareholders. AGAINST voted 57,778 of votes or 1.322-percent of votes present.*

## **5. Appointment of the Company's auditing house for the financial year 2009.**

The Company's General Meeting of Shareholders appointed the auditing house KPMG SLOVENIJA, podjetje za revidiranje, d.o.o., Železna cesta 8a, Ljubljana as Company's auditing house for the financial year 2009.

*This resolution was adopted with 4,313,420 shares voting FOR, representing 98.714 percent of votes present at the General Meeting of Shareholders. AGAINST voted 56,212 of votes or 1.286-percent of votes present.*

## **6. Acknowledgement by the General Meeting of Shareholders regarding the appointment of the Supervisory Board Members - workers' representatives.**

The General Meeting of Shareholders acknowledged the new Supervisory Board members – workers' representatives:

- Klavdija Primožič,
- Maja Prodan Jurič and
- Klavdija Ule.

## NOT ADOPTED RESOLUTIONS (LACKING THE MAJORITY OF VOTES)

### 3. Granting of discharge from liability to the Management Board and Supervisory Board for the financial year 2008.

In favour of the resolution proposed by the Company's Management Board and Supervisory Board to the item 3.a) of the agenda, stating that "The General Meeting of Shareholders grants discharge from liability to the Company's Management Board for the financial year 2008" voted 1,344,394 of shares corresponding to 30.767-percent. Against voted 3,025,241 of votes or 69,233-percent of votes present. The resolution was not adopted.

In favour of the resolution proposed by the Company's Management Board and Supervisory Board to the item 3.a) of the agenda, stating that "The General Meeting of Shareholders grants discharge from liability to the Company's Supervisory Board for the financial year 2008" voted 1,344,394 of shares corresponding to 30.767-percent. Against voted 3,025,241 of votes or 69,233-percent of votes present. The resolution was not adopted.

## COUNTER PROPOSALS

The counter proposal to the item 4 of the agenda, submitted by the shareholder Tadej Kotnik, was not put to vote.

## DECLARED CHALLENGING ACTIONS

There were no challenging actions declared at the General Meeting of Shareholders.

## 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 81.67-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.)	1.339.705	25,87
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>4.229.531</b>	<b>81,67</b>

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