



Based on the provisions of Ljubljana Stock Exchange Rules and pertinent legislation, the company's Management Board publishes the following

REQUEST TO PLACE AN ADDITIONAL ITEM ON THE AGENDA

for the 16th General Meeting of Shareholders of the ISTRABENZ Holding Company to be held on 27th May 2010

as received by the company on 3rd May 2010, in the following wording:

The Association of minority shareholders "**Društvo - Mali delničarji - Skupaj smo močnejši**", from Ljubljana, Dalmatinova ulica 10, in its capacity as shareholder of Istrabenz, d.d. (in the following text: shareholder-proposer) called upon the Management Board and Supervisory Board of the company Istrabenz, d.d. to place an additional, i.e. 7th item on the agenda for the 16th General Meeting of Shareholders of the company Istrabenz, d.d., in line with their authorisations, competences and based on the provisions of the Companies Act-1C (ZGD-1C). The aforementioned proposal to place an additional item on the agenda was formally sustained on 3rd May 2010 also by the shareholder **FI_COM, d.o.o.**, from Ljubljana, Dunajska cesta 21, a company represented by Gordan Šibić as Company Director, acting also as Head of Istrabenz Section in the Association of minority shareholders of Slovenia, owner of 1,456 company's shares or 0,028 % of share capital of Istrabenz, d.d., and by the shareholder **PETROL, Slovenska energetska družba, d.d.**, Ljubljana, Dunajska cesta 50, 1527 Ljubljana, represented by Janez Živko, MBA, upon authorisation conferred to him by the President of the Management board of PETROL, d.d., owner of 1,690,305 company's shares or 32,631 % of share capital of Istrabenz, d.d. In this manner, the condition from the Article 296 of the Companies Act-1C regarding the majority required for placing additional items on the agenda for the 16th General Meeting of Shareholders of Istrabenz, d.d. has been fulfilled.

The text of the new item 7 of the agenda shall read:

7. Appointment of a special auditor and filing of an action for damages

7.1. Appointment of a special auditor

The shareholders-proposers hereby propose to the General Meeting of Shareholders to adopt the following two resolutions:

"The General Meeting of Shareholders adopts a resolution on the appointment of a special auditor in charge of performing an examination regarding the direction process of determinate company's business transactions, including the transactions related to the increase and decrease of company's share capital over the past five years, causing the company Istrabenz d.d. an irreparable loss and as a consequence, the insolvency. The transactions that have been already inspected in the course of an extraordinary and special audit are not to be included in the aforementioned examination, unless if there is a suspicion that they were not inspected in line with the existing standards.

The General Meeting of Shareholders authorises the company's Supervisory Board to select a reputable auditing house on the basis of a public tender, by excluding all those auditing houses which already performed regular or extraordinary examinations and offered advisory services to the company Istrabenz, d.d. over the past five years."

The General Meeting of Shareholders shall adopt this resolution with the ordinary majority of votes cast.

7.2. Action for damages

The shareholders-propose hereby propose to the General Meeting of Shareholders to adopt the following resolution:

"In the event that the findings of the audit performed with regard to determined company's business transactions give rise to an eventual suspicion that an irreparable loss was caused to the company, the management board of Istrabenz d.d. shall file within 6 months as of the date of the General Meeting of Shareholders an action for compensation of loss caused in connection to the management of company's business transactions by Igor Bavčar, the erstwhile President of the Management Board of Istrabenz, d.d. and by Janko Kosmina, the erstwhile President of the Supervisory board and other members of the supervisory board due to their omission of supervising duty."

The General Meeting of Shareholders shall adopt this resolution with the ordinary majority of votes cast.



In line with Article 298 of the Companies Act-1 (ZGD-1), the Istrabenz Holding Company hereby publishes a clean copy of the agenda for the 16th General Meeting of Shareholders of the company.

**EXPANDED AGENDA for the 16th GENERAL MEETING OF SHAREHOLDERS
of the ISTRABENZ HOLDING COMPANY
to be held at 1 p.m. on Thursday, 27th May 2010
in the Galea-Batana Hall of the Grand Hotel Portorož, Obala 33, Portorož**

with the following

AGENDA:

1. Opening of the General Meeting of Shareholders and the election of its working bodies;

The Management Board hereby proposes to the General Meeting of Shareholders to adopt the following resolution:

The following are elected:

- Chairman of the General Meeting of Shareholders: Uroš Ilić, lawyer,
- the Credentials Committee, composed of:
 - Chairman: Gregor Mavsar,
 - Vote Counters: Klavdija Ule, Mira Pinter.

The meeting will be attended by the invited notary public Dravo Ferligoj.

2. Presentation of Annual Report of the Istrabenz Holding Company and the Istrabenz Group for 2009 with auditor's opinions and the written report of the Supervisory Board on the examination and approval of the Annual Report, information on the income of the Management and Supervisory boards and granting of discharge from liability;

The Management board and the Supervisory board hereby propose to the General Meeting of Shareholders to adopt the following resolution:

- a) The General Meeting of Shareholders grants discharge from liability to the Company's Management Board for the financial year 2009.
- b) The General Meeting of Shareholders grants discharge from liability to the Company's Supervisory Board for the financial year 2009.

3. Appointment of the Company's auditing house for the financial year 2010;

The Supervisory Board proposes to the Shareholders' Meeting to adopt the following resolution:

The General Meeting of Shareholders appoints the auditing house KPMG SLOVENIJA, podjetje za revidiranje, d.o.o., Železna cesta 8a, Ljubljana as Company's auditing house for the financial year 2010.

4. Changes to the Articles of Association of the Company due to required harmonisation of stated activities with the new Standard Classification of Activities, and the harmonisation of provisions with the Act amending the Companies Act (ZGD-1C) in

the part referring to the payments for the Supervisory Board members, the convening of the General Meeting of Shareholders, the informing of the shareholders, the notifying of participation and the participation at the General Meeting of Shareholders, the changes of provisions regarding the increase of the Company's share capital and the representation of the Company;

The Management Board and the Supervisory Board hereby propose to the Shareholders' Meeting to adopt the following resolution:

The General Meeting of Shareholders adopts the proposed changes to the Articles of Association due to required harmonisation of the stated activities with the new Standard Classification of Activities, and the harmonisation of provisions with the Act amending the Companies Act (ZGD-1C, Official Gazette of the Republic of Slovenia, No. 42/2009) in the part referring to the payments for the Supervisory Board members of the Company, the convening of the General Meeting of Shareholders, the informing of the shareholders, the notifying of participation and the participation at the General Meeting of Shareholders, the changes of provisions regarding the increase of the Company's share capital and the representation of the Company, as ensues from the text which is a constituent part of the materials for the General Meeting of Shareholders.

5. Introduction to and discussion about the Extraordinary audit report on the findings of the extraordinary audit performed within the company Istrabenz, holdinška družba, d.d. in relation to the business year 2007;

The Management Board and the Supervisory Board hereby propose to the General Meeting of Shareholders to adopt the following resolution:

The General Meeting of Shareholders is introduced to the Extraordinary audit report on the findings of the extraordinary audit performed within the company Istrabenz, holdinška družba, d.d. in relation to the business year 2007, as submitted by the auditing house ABC revizija, družba za revizijo in sorodne storitve d.o.o., Dunajska 101, Ljubljana on 10th March 2009, and is informed about the consideration of the findings ensuing from the aforementioned extraordinary audit report in the items of the company's Annual Report.

6. Introduction to and discussion about the Reports on special audit and the adopting of decision on the filing of the action for damages;

The Management Board and the Supervisory Board hereby propose to the Shareholders' Meeting to adopt the following resolution:

- a) The General Meeting of Shareholders is introduced to the "Report on the findings resulting from the audit procedures", carried out in line with the decree No. Ng 9/2009 adopted by the District Court in Koper on 8th October 2009, and the "Report on the findings resulting from the audit procedures", carried out in line with the decree No. Ng 19/2008 adopted by the District Court in Koper on 24th April 2009, prepared respectively by the auditing house BDO Revizija d.o.o., Cesta v Mestni log 1, 1000 Ljubljana.
- b) Based on the findings of the "Report on the findings resulting from the audit procedures", carried out in line with the decree No. Ng 9/2009 adopted by the District Court in Koper on 8th October 2009, and the "Report on the findings resulting from the audit procedures", carried out in line with the decree No. Ng 19/2008 adopted by the District Court in Koper on 24th April 2009, prepared respectively by the auditing house BDO Revizija d.o.o., Cesta v Mestni log 1, 1000 Ljubljana, a decision is adopted that with regard to the management of the business transactions that were subject to the aforementioned audit procedures, no action for damages shall be filed against the members of management and supervisory bodies with the term of office coinciding with the afore-mentioned period.

7. Appointment of a special auditor and filing of an action for damages

The Association of minority shareholders "Društvo - Mali delničarji - Skupaj smo močnejši", FI COM, d.o.o. and Petrol, Slovenska energetska družba, d.d., Ljubljana hereby propose to the General Meeting of Shareholders to appoint the following two resolutions:

7.1.

The General Meeting of Shareholders adopts a resolution on the appointment of a special auditor in charge of performing an examination regarding the direction process of determinate company's business transactions, including the transactions related to the increase and decrease of company's share capital over the past five years, causing the company Istrabenz d.d. an irreparable loss and as a consequence, the insolvency. The transactions that have been already inspected in the course of an extraordinary and special audit are not to be included in the aforementioned examination, unless if there is a suspicion that they were not inspected in line with the existing standards.

The General Meeting of Shareholders authorises the company's Supervisory Board to select a reputable auditing house on the basis of a public tender, by excluding all those auditing houses which already performed regular or extraordinary examinations and offered advisory services to the company Istrabenz, d.d. over the past five years.

7.2.

In the event that the findings of the audit performed with regard to determined company's business transactions give rise to an eventual suspicion that an irreparable loss was caused to the company, the management board of Istrabenz d.d. shall file within 6 months as of the date of the General Meeting of Shareholders an action for compensation of loss caused in connection to the management of company's business transactions by Igor Bavčar, the erstwhile President of the Management Board of Istrabenz, d.d. and by Janko Kosmina, the erstwhile President of the Supervisory board and other members of the supervisory board due to their omission of supervising duty.

Management Board
of the Istrabenz Holding Company