

KALANTIA LIMITED,
28 Oktovriou, 261, VIEW POINT TOWER, 3035, Limassol, Cyprus
registration number: HE 226757

Naslovník;
KS NALOŽBE finančne naložbe d.d., Ljubljana,
Dunajska cesta 9
1000 Ljubljana
Slovenia

KALANTIA LIMITED, 261, 28 Oktovriou, View point tower, 3035 Limassol, Ciper, na podlagi določbe 298. člena Zakona o gospodarskih družbah (v nadaljevanju: ZGD-1) v zvezi s sklicem skupščine delničarjev družbe KS NALOŽBE finančne naložbe d.d., Ljubljana, ki bo dne 16. 7. 2020 ob 10. uri na sedežu družbe KS NALOŽBE d.d., Dunajska cesta 9 v Ljubljani, vlaga naslednjo

ZAHTEVO ZA DOPOLNITEV DNEVNEGA REDA

skupščine delničarjev družbe KS NALOŽBE finančne naložbe d.d., Ljubljana

I.

KALANTIA LIMITED (v nadaljevanju: predlagatelj) je imetnik 2.884.228 delnic družbe KS NALOŽBE finančne naložbe d.d., Ljubljana (v nadaljevanju: družba), kar predstavlja 73,77% osnovnega kapitala družbe, s čimer je izkazan njegov pravni interes oziroma njegova zakonska upravičenost za vložitev te zahteve za dopolnitev dnevnega reda po prvem odstavku 298. člena ZGD-1.

II.

Na podlagi 298. člena ZGD-1 predlagatelj vlaga zahtevo za dopolnitev dnevnega reda skupščine delničarjev družbe KS NALOŽBE finančne naložbe d.d., Ljubljana, ki bo dne 16. 7. 2020 ob 10. uri na sedežu družbe KS NALOŽBE d.d., Dunajska cesta 9 v Ljubljani in v njej zahteva, da se dnevni red razširi kot sledi v nadaljevanju:

Predlagatelj predlaga, da se za sedanjo 3. točko dnevnega reda doda nova točka dnevnega reda in sicer kot sledi:

4. Znižanje osnovnega kapitala družbe, odobreni kapital ter povečanje osnovnega kapitala družbe z denarnimi vložki

Predlogi sklepov:

4.1 Osnovni kapital družbe se zaradi prilagoditve nominalne vrednosti kosovne delnice njeni tržni vrednosti ter zaradi konverzije dela kapitala v kapitalske rezerve zmanjša iz sedanjih 16.315.848,77 EUR za 12.405.970,77 EUR, tako da po zmanjšanju znaša 3.909.878 EUR. Zaradi zmanjšanja osnovnega kapitala družbe, se pripadajoči znesek vsake delnice v osnovnem kapitalu zniža iz 4,17 EUR za 3,17 EUR in po zmanjšanju osnovnega kapitala znaša 1,00 EUR. Število delnic, na katere je razdeljen osnovni kapital družbe ostane

Addressee;
KS NALOŽBE finančne naložbe d.d., Ljubljana,
Dunajska cesta 9
1000 Ljubljana
Slovenija

KALANTIA LIMITED, 261, 28 Oktovriou, View point tower, 3035 Limassol, Cyprus, pursuant to the provision of Article 298 of the Companies Act (hereinafter: ZGD-1) regarding the convening of the General Meeting of Shareholders of company KS NALOŽBE finančne naložbe d.d., Ljubljana, which shall take place on 16th July 2020 at 10 am, at the headquarters of company KS NALOŽBE d.d., Dunajska cesta 9 in Ljubljana, submits the following

REQUEST FOR SUPPLEMENTING THE AGENDA

of the General Meeting of Shareholders of company KS NALOŽBE finančne naložbe d.d., Ljubljana

I.

KALANTIA LIMITED (hereinafter: the Proposer) holds 2,884,228 shares in company KS NALOŽBE finančne naložbe d.d., Ljubljana (hereinafter: the Company), which represents 73.77% of the share capital of the company, thus demonstrating its legal interest or its legal entitlement to submitting this request for supplementing the agenda pursuant to Article 298, Paragraph 1 of ZGD-1.

II.

Pursuant to Article 298 of ZGD-1, the Proposer submits a request to supplement the agenda of the General Meeting of Shareholders of company KS NALOŽBE finančne naložbe d.d., Ljubljana, which shall take place on 16th July 2020 at 10 am, at the headquarters of company KS NALOŽBE d.d., Dunajska cesta 9 in Ljubljana and requests that the agenda be extended as follows:

The Proposer suggests adding a new item of the agenda after the current item 3, as follows:

4. Reduction in the company share capital, authorized capital and increase in the company share capital through cash contributions

Proposals for the decisions:

4.1 Due to the adjustment of the nominal value of a no-par value share to its market value and for redistribution into capital reserves, the company share capital is reduced from the current EUR 16,315,848.77 by EUR 12,405,970.77, amounting to EUR 3,909,878 after the reduction. Due to the reduction in the company share capital, the corresponding amount of each share in the share capital decreases from EUR 4.17 to EUR 3.17, amounting to EUR 1.00 after the reduction of the share capital. The number of shares into which the share capital of the Company is divided remains unchanged, namely

<p>nespremenjeno in sicer 3.909.878 navadnih imenskih prosto prenosljivih kosovnih delnic z glasovalno pravico.</p> <p>4.2 Spremeni se 4. točka statuta družbe, tako da se odslej glasi:</p> <p>»Osnovni kapital družbe znaša 3.909.838 EUR. Osnovni kapital družbe je v celoti vplačan. Osnovni kapital je razdeljen na 3.909.838 kosovnih delnic. Uprava družbe je pooblaščen, da v roku petih let po vpisu spremembe statuta, sprejete na seji skupščine družbe dne 16. 07. 2020, v sodni register, s soglasjem nadzornega sveta družbe in brez dodatnega sklepa skupščine družbe, osnovni kapital družbe poveča z izdajo 1.954.000 novih kosovnih delnic istega razreda za vložke, za skupaj največ 1.954.000,00 EUR, kar predstavlja odobreni kapital. Uprava družbe lahko s soglasjem nadzornega sveta družbe prednostno pravico obstoječih delničarjev do novih delnic izključi. Delnice se ob soglasju nadzornega sveta družbe lahko izdajo tudi za stvarne vložke.«</p>	<p>3,909,878 ordinary registered freely transferable no-par value shares with voting rights.</p> <p>4.2 Item 4 of the Company's Articles of Association is amended to read as follows:</p> <p>"Company share capital amounts to EUR 3,909,838. Company share capital is fully paid up. The share capital is divided into 3,909,838 no-par value shares. Within five years upon the entry of the amendment of the Articles of Association, adopted at the General Meeting as of 16th July 2020 into the court register, with the consent of the Company's Supervisory Board and without an additional decision by the Management Board, the management of the Company is authorized to increase the company share capital by issuing 1,954,000 new no-par value shares of the same class for contributions, for a maximum total of EUR 1,954,000.00, which represents the authorized capital. With the consent of the Company's Supervisory Board, the management of the Company may exclude the pre-emptive right of the existing shareholders to new shares. With the consent of the Company's Supervisory Board, the shares may also be issued for in-kind contributions."</p>
<p>4.3 Osnovni kapital družbe, ki po znižanju osnovnega kapitala, v skladu s sklepom sprejetim na skupščini družbe dne 16. 07. 2020, znaša 3.909.878 EUR in je razdeljen na 3.909.878 navadnih imenskih prosto prenosljivih kosovnih delnic z glasovalno pravico, se poveča z denarnimi vložki za največ 4.000.000,00 EUR na skupaj največ 7.909.878 EUR z izdajo novih navadnih imenskih prosto prenosljivih kosovnih delnic z glasovalno pravico, ki tvorijo z že izdanimi delnicami isti razred.</p>	<p>4.3 The share capital of the Company, which upon the reduction of the share capital, in accordance with the resolution adopted at the General Meeting on 16th July 2020, amounts to EUR 3,909,878 and is divided into 3,909,878 ordinary registered freely transferable no-par value shares with voting rights, is increased through cash contributions for a maximum of EUR 4,000,000.00 to a maximum total of EUR 7,909,878 by issuing new ordinary registered freely transferable no-par value shares with voting rights, which present the same class with the already issued shares.</p>
<p>Povečanje osnovnega kapitala v znesku največ 4.000.000,00 EUR se izvede z izdajo največ 4.000.000,00 novih navadnih prosto prenosljivih imenskih kosovnih delnic z glasovalno pravico tako, da bo imela družba po povečanju osnovnega kapitala skupaj izdanih največ 7.909.878 navadnih prosto prenosljivih imenskih kosovnih delnic z glasovalno pravico.</p>	<p>The increase of the share capital in the maximum amount of EUR 4,000,000.00 is performed by issuing a maximum of 4,000,000.00 new ordinary freely transferable registered no-par value shares with voting rights, meaning that upon the increase of the share capital, the Company will have a maximum of 7,909,878 ordinary transferable registered no-par value shares with voting rights issued.</p>
<p>Emisijska vrednost ene nove delnice je 1,00 EUR. Skupna emisijska vrednost vseh novih delnic znaša največ 4.000.000,00 EUR. Vpisniki novih delnic so dolžni ob vpisu novih delnic vplačati celoten emisijski znesek vsake vpisane nove delnice.</p>	<p>The issue price of one new share is EUR 1.00. The total issue price of all new shares amounts to a maximum of EUR 4,000,000.00. Upon subscription of new shares, subscribers of new shares are obliged to pay the full issue price of each subscribed new share.</p>
<p>Vse novo izdane delnice dajejo njihovim imetnikom enaka upravičenja in pravice, kot že izdane delnice istega razreda. Nove delnice bodo izdane v nematerializirani obliki in vpisane v register pri KDD d.d. po vpisu povečanja osnovnega kapitala v sodni register.</p>	<p>All newly issued shares give their holders the same rights and privileges as the already issued shares of the same class. The new shares shall be issued in dematerialized form and entered in the register at KDD d.d. upon the entry of the share capital increase in the court register.</p>
<p>Delnice se ob izdaji ponudijo javnosti, v skladu s predpisi, ki veljajo za trg finančnih instrumentov. Ponudba delnic javnosti bo potekala na podlagi prospekta za ponudbo delnic javnosti, ki ga mora predhodno potrditi Agencija za trg vrednostnih papirjev (ATVP). Način prodaje delnic v postopku ponudbe javnosti, časovni okvir dejanj v postopku ponudbe javnosti ter vsi drugi pogoji izdaje in druge informacije o ponudbi delnic javnosti bodo razvidni iz prospekta za ponudbo delnic javnosti.</p>	<p>Upon issue, the shares shall be offered to the public in accordance with the regulations applicable to the financial instruments' market. The offering of shares to the public shall take place based on a prospectus for the public offering of shares, which must be approved in advance by the Securities Market Agency (ATVP). The method of selling shares and the time frame of actions in the public offering process, as well as all other conditions of share issuing and other information on</p>

Povečanje osnovnega kapitala se izvede, po vpisu znižanja osnovnega kapitala družbe na 3.909.878 EUR, v dveh krogih, pri čemer se v prvem krogu nove delnice ponudijo v odkup vsem delničarjem, ki bodo na dan objave prospekta vpisani v delniško knjigo, in bodo lahko vpisali in vplačali sorazmerno število delnic (prvi krog). Rok za vpis in vplačilo delnic v prvem krogu je 15 dni od dneva objave prospekta. Delnice, ki v prvem krogu ne bodo vpisane in vplačane, lahko v drugem krogu vpišejo in vplačajo vsi delničarji, ki bodo na dan objave prospekta vpisani v delniško knjigo ali tretje osebe po pozivu uprave. Posebnih omejitev pri vpisu delnic ni. Rok za vpis in vplačilo delnic v drugem krogu je 15 dni od dneva objave obvestila o začetku drugega kroga. Podrobnosti glede povečanja osnovnega kapitala v dveh krogih določi uprava ob soglasju nadzornega sveta in bodo podrobneje objavljene v prospektu za ponudbo delnic javnosti, ki ga mora predhodno potrditi Agencija za trg vrednostnih papirjev (ATVP).

Nadzorni svet družbe je pooblaščen, da po povečanju osnovnega kapitala in izdaji novih delnic ustrezno prilagodi statut družbe tako, da se določbe statuta ujemajo z novimi dejstvi, nastalimi zaradi povečanja osnovnega kapitala.

Obrazložitev:

Nominalna vrednost kosovne delnice trenutno znaša 4,17 EUR. Od 01.01.2020 do 17.06.2020 se je tržni tečaj delnice z oznako KSFR gibal med 0,8 EUR in 1,1 EUR po delnici. Nominalno vrednost kosovne delnice je potrebno prilagoditi tržnemu tečaju delnice z oznako KSFR saj le to omogoča pridobitev svežega kapitala, ki ga družba potrebuje za nove investicije na finančnih trgih.

V posledici novo nastalih razmer v posledici širjenja novega koronavirusa SARS-CoV-2, nalezljive bolezni, ki jo povzroča virus COVID-19, so se namreč znižale tržne vrednosti posameznih potencialno zanimivih investicij in za izvedbo teh transakcij družba potrebuje povečanje kapitalskih sredstev v obliki denarnih vložkov.

Glede na navedeno predlagatelj tako predlaga, da se z rednim zmanjšanjem osnovnega kapitala nominalna vrednost kosovne delnice približa tržni vrednosti delnice z oznako KSFR. Znižani osnovni kapital družbe v višini 12.405.970,77 EUR se prerezoporedi v kapitalske rezerve.

S povečanjem osnovnega kapitala družbe z denarnimi vložki se bo družbi omogočilo investiranje v potencialno zanimive naložbe na finančnih trgih. Povečanje osnovnega kapitala družbe z denarnimi vložki naj se izvede brez izključitve

the public offering of shares will be evident from the prospectus for the public offering of shares.

Upon the entry of the company's share capital reduction to EUR 3,909,878, the increase of share capital is performed in two rounds. In the first round, new shares are offered for redemption to all shareholders who, on the date of publication of the prospectus shall be registered into the share register and will be able to register and pay in a proportionate number of shares (the first round). The deadline for registration and payment of shares in the first round is 15 days from the date of publication of the prospectus. The shares which shall not be registered and paid in the first round may be registered and paid in the second round by all the shareholders who shall be registered in the share register on the day of publication of the prospectus, or by third parties at the request of the Management Board. There are no special restrictions on the registration of shares. The deadline for registration and payment of shares in the second round is 15 days from the date of publication of the notice on commencement of the second round. Details regarding the increase in share capital in two rounds are determined by the Management Board with the consent of the Supervisory Board, published in more detail in the prospectus for the offer of shares to the public, which must be approved by the Securities Market Agency (ATVP) beforehand.

Upon the increase of the share capital and the issuance of new shares, the company's Supervisory Board is authorized to adjust the company's Articles of Association accordingly, for the provisions of the Articles of Association to correspond to the new facts arising from the increase of share capital.

Explanation:

The nominal value of a no-par value share is currently EUR 4.17. From 1st January to 17th June 2020, the market price of a share marked KSFR ranged between EUR 0.8 and EUR 1.1 per share. The nominal value of a no-par value share needs to be adjusted to the market price of a share marked KSFR, as this enables acquisition of fresh capital, which the company needs for new investments in financial markets.

As a result of the new situation resulting from the spread of the new coronavirus SARS-CoV-2, an infectious disease caused by the COVID-19 virus, the market values of individual potentially interesting investments have decreased, therefore, to perform these transactions, the Company needs an increase in capital in the form of cash contributions.

In view of the above, the Proposer suggests a regular reduction of company share capital, bringing the nominal value of a no-par value share closer to the market value of a share marked KSFR. The reduced share capital of the Company in the amount of EUR 12,405,970.77 is redistributed to capital reserves.

Increasing the company share capital through cash contributions will enable the Company to invest in potentially interesting investments in financial markets. The increase in the company share capital through cash contributions should

prednostne pravice obstoječih delničarjev in vsem delničarjem naj se omogoči vplačilo emisijske vrednosti novo izdanih delnic in sicer v sorazmerju z obstoječimi delnicami.

Zaradi nadaljnega razvoja družbe predlagatelj predlaga, da se poslovanju družbe hkrati v obliki odobrenega kapitala omogoči naknadno povečanje kapitalskih sredstev družbe v kolikor se bodo za to izkazale potrebe. S tem ne bo potrebno ponovno sprejemati skupščinskega sklepa o povečanju kapitala družbe v roku nadaljnjih 5 let, če bo potrebno povečati kapitalna sredstva družbe.

III.

Predlagatelj poziva upravo družbe, da skladno z 298. členom ZGD-1 to zahtevo za dopolnitev dnevnega reda skupščine družbe v predpisanem roku objavi na enak način, kot je objavila sklic skupščine.

be performed without excluding the pre-emptive right of the existing shareholders, while all shareholders should be able to pay the issue price of newly issued shares, namely in proportion to the existing shares.

Due to further development of the company, the Proposer suggests that the company's management additionally be enabled further increase of the company's capital assets in the form of authorized capital, if needs arise. Thus, if the need to increase the company's capital assets should arise within the next 5 years, it shall not be required to re-adopt the General Meeting's resolution on the increase of the Company's capital.

III.

In accordance with Article 298 of the Companies Act, the Proposer invites the Management Board to publish this Request for supplementing the agenda of the General Meeting within the prescribed time limit and in the same manner as the convening of the General Meeting was published.

Signed in Limassol, on 18 June 2020

KALANTIA LIMITED

Maria Elena Michael

Efpraxia Lazarou

