

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

KALANTIA LIMITED, 261, 28 Oktovriou, View point tower, 3035 Limassol, Ciper, na podlagi 4. odst. 295. člena Zakona o gospodarskih družbah (v nadaljevanju: ZGD-1), podaja naslednjo

ZAHTEVO ZA SKLIC

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

I.

KALANTIA LIMITED (v nadaljevanju: predlagatelj) je imetnik 8.845.920 delnic od skupaj 9.863.878 delnic družbe KS NALOŽBE finančne naložbe d.d., Ljubljana (v nadaljevanju: družba), kar predstavlja 89,68 % osnovnega kapitala družbe, s čimer je izkazana zakonska upravičenost za vložitev te zahteve za sklic skupščine družbe v skladu s 4. odst. 295. člena ZGD-1.

II.

Predlagatelj v zvezi s podano zahtevo predlaga sledeči dnevni red skupščine ter predloge sklepov pod posamezno točko dnevnega reda in sicer kot sledi:

1. Otvoritev skupščine in izvolitev delovnih teles skupščine

Predlog sklepa:

Za predsednika skupščine se izvoli odvetnika dr. Damijana Brulca, za preštevalki glasov pa Martino Pavlovič in Tanjo Novak.

Obrazložitev:

Dr. Damijan Brulc je odvetnik v Ljubljani. Martina Pavlovič in Tanja Novak imata ustrezna znanja in izkušnje za opravljanje funkcije preštevalk glasov, saj sta to že večkrat uspešno opravljali.

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

KALANTIA LIMITED, 261, 28 Oktovriou, View point tower, 3035 Limassol, Cyprus, pursuant to paragraph 4 of Article 295 of the Companies Act (hereinafter: ZGD-1), files the following

REQUEST FOR A CONVOCATION

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

I.

KALANTIA LIMITED (hereinafter: the proposer) holds 8,845,920 shares out of a total of 9,863,878 shares of KS NALOŽBE finančne naložbe d.d., Ljubljana (hereinafter: the Company), which represents 89.68 % of the share capital of the Company, thus demonstrating the statutory eligibility to file this request for a convocation of the General Meeting of the Company in accordance with paragraph 4 of Article 295 of ZGD-1.

II.

In connection with the submitted request, the proposer suggests the following agenda of the General Meeting and proposals for decisions under each item on the agenda, as follows:

1. Opening of the General Meeting and election of working bodies of the General Meeting

Proposal for the decision:

Dr. Damijan Brulc, lawyer, is elected as the chairman of the General Meeting. Martina Pavlovič and Tanja Novak are elected to count the votes.

Reason for the decision:

Dr. Damijan Brulc is a lawyer in Ljubljana. Martina Pavlovič and Tanja Novak have the appropriate knowledge and experience to perform the function of counting votes, as they have successfully performed this several times.

2. Zmanjšanje osnovnega kapitala z združevanjem delnic

Predlog sklepa:

1. Osnovni kapital družbe se po postopku rednega zmanjšanja osnovnega kapitala zmanjša iz dosedanjih 9.863.878,00 EUR za 9.535.083,00 EUR, tako da po zmanjšanju znaša 328.795,00 EUR. Osnovni kapital je po zmanjšanju razdeljen na 328.795 delnic nominalne vrednosti 1,00 EUR. Znesek zmanjšanja osnovnega kapitala je izračunan glede na razmerje v katerem se združujejo delnice.

2. Zmanjšanje osnovnega kapitala se izvede z združevanjem delnic tako, da delničarji namesto dosedanjih 30,0000851594 delnic nominalne vrednosti 1,00 EUR prejmejo eno (1) delnico nominalne vrednosti 1,00 EUR. Ob z združevanju delnic se preračun delnic za vsakega delničarja opravi tako, da za vsak delničar dobi z združevanjem najvišje celo število delnic (zaokrožitev navzdol) s pripadajočim nominalnim zneskom 1,00 EUR. V kolikor število delnic posameznega delničarja ne omogoča, da bi prejel po združitvi celo število delnic, je delničar v presežku nad celim številom delnic udeležen v pravni skupnosti delničarjev, ki so skupaj imetniki ene delnice nominalne vrednosti 1,00 EUR. Družba mora osebe udeležene v tej pravni skupnosti pozvati, naj v roku enega meseca od prejema poziva določijo tisto izmed njih, ki bo delnico prevzela. Poziv za prevzem delnice mora vsebovati opozorilo, da bodo delnice, ki ne bodo na ta način prevzete, prodane za račun oseb, udeleženih v pravni skupnosti, po uradni borzni ceni s pomočjo borznega posrednika ali na javni dražbi, če ni borzne cene. Do prodaje lahko pride le, če je bil poziv objavljen tako, kot je določeno v prvem odstavku 224. člena ZGD-1 za podaljšan rok.

3. Osnovni kapital se zmanjšuje, ker je prevelik glede na dejavnost, ki jo družba opravlja in glede na tveganja, ki jim je pri tem izpostavljena.

4. Centralna klirinško depotna družba (v nadaljevanju: KDD) izvede združitev delnic po tem sklepu po stanju v centralnem registru KDD osmi dan po prejemu sklepa sodišča o vpisu sklepa o zmanjšanju osnovnega kapitala v sodni register.

2. Reduction of share capital through share consolidation

Proposal for the decision:

1. The share capital of the Company shall be reduced from the previous EUR 9,863,878.00 by EUR 9,535,083.00 following an ordinary reduction of the share capital, so that after the reduction the share capital amounts to EUR 328,795.00. The share capital after the reduction is divided into 328,795 shares with a nominal value of EUR 1.00. The amount of the reduction of the share capital is calculated according to the ratio in which the shares are being merged.

2. The reduction of the share capital shall be affected by a merger of share whereby for every 30.0000851594 shares with a nominal value of EUR 1.00, the shareholders shall receive one (1) share with a nominal value of EUR 1.00. The share consolidation shall result in the conversion of the shares for each shareholder so that each shareholder receives the highest whole number of shares (rounded down) with a corresponding nominal amount of EUR 1,00. If the number of shares of each shareholder does not allow him to receive a whole number of shares after the merger, the shareholder shall, in excess of the whole number of shares, participate in a legal community of shareholders who together hold one share with a nominal value of EUR 1,00. The Company shall invite the persons participating in this legal community to designate, within one month of the receipt of the invitation, one of them who will take up the share. The invitation to take up the share shall contain a warning that the shares not so taken up will be sold for the account of the persons participating in the legal community at the official stock exchange price through a stockbroker or at a public auction if there is no stock exchange price. The sale may only take place if the invitation has been published in the manner provided for in Article 224(1) of the ZGD-1 for an extended period.

3. Share capital is reduced because it is too large for the business the Company carries out and the risks that the Company is exposed to.

4. The Central Clearing and Depository Company (hereinafter referred to as the "KDD") shall effect the merger of the shares pursuant to this Decision in accordance with the balance in the KDD's central register on the eighth day following the receipt of the court's decision on the entry of the decision on the reduction of the share capital in the court register.

5. Do izplačila zneskov zmanjšanja osnovnega kapitala in delnih pravic, so upravičeni delničarji, ki so vpisani v centralni register KDD osmi dan po prejemu sklepa sodišča o vpisu sklepa o zmanjšanju osnovnega kapitala v sodni register. Izplačilo zmanjšanja osnovnega kapitala se opravi po nominalni vrednosti delnic v roku osem dni po poteku šest mesecev od dneva objave vpisa sklepa o zmanjšanju osnovnega kapitala v sodni register in potem, ko je bilo upnikom, ki so se pravočasno javili, zagotovljeno poplačilo ali zavarovanje.

6. Nadzorni svet je pooblaščen, da po znižanju osnovnega kapitala in združitvi delnic ustrezno prilagodi statut družbe tako, da se določbe statuta ujemajo z novimi dejstvi, nastalimi zaradi znižanja osnovnega kapitala družbe ter združitve delnic.

Obrazložitev:

Osnovni kapital se zmanjšuje, ker je prevelik glede na dejavnost, ki jo družba opravlja in glede na tveganja, ki jim je pri tem izpostavljena. Zaradi dejstva, ker najmanjši emisijski znesek delnic po zmanjšanju osnovnega kapitala ne bi dosegal zneska iz drugega ali tretjega odstavka 172. člena ZGD-1, se zmanjšanje izvede z združevanjem delnic.

5. Shareholders who are entered in the central register of the KDD on the eighth day following the day of receipt of the court's decision on the entry of the decision on the reduction of the share capital in the court register are entitled to the payment of the amounts of the reduction of the share capital and the fractional entitlements. The payment of the reduction of the share capital shall be made at the nominal value of shares within eight days after the expiry of a period of six months from the date of publication of the entry of the decision on the reduction of the share capital in the court register and after repayment or security has been provided to the creditors who have made themselves known in due time.

6. The Supervisory Board is authorized to adjust the Statute of the Company, accordingly, following the reduction of the share capital and the merger of shares, so that the provisions of the Statute are in line with the new facts resulting from the reduction of the share capital and the merger of shares.

Reason for the decision:

Share capital is reduced because it is too large for the business the company carries out and the risks that the Company is exposed to. As the minimum issue amount of the shares after the reduction of the share capital would not reach the amount referred to in Article 172(2) or (3) of the ZGD-1, the reduction is carried out by means of a consolidation of shares.

Signed in Limassol, on 06.11.2023

KALANTIA LIMITED

Andria Constantinou

Maria Elena Michael