

Management Board of the company in accordance with item 8.2.1. of the statute, is convening:

**18th ORDINARY SESSION OF THE ASSEMBLY  
OF PRVA GROUP plc.**

which will take place on 18.06.2015 at 11.00  
in company's premises at the address: Ameriška ulica 8, 1000 Ljubljana.

**AGENDA:**

1. Opening of the Assembly, establishing the quorum and electing the bodies of the Assembly.

**Proposal for the decision:**

1.1. The quorum of the Assembly is established.

1.2. Miha Likar is elected for the president of the Assembly, Boris Kočar and Iris Dežman are elected for the tellers. The invited notary Uroš Kos will be present at the Assembly.

2. Dealing with written report of the company for the financial year 2014, written report of the Supervisory Board on the result of review of company's audited annual report for the financial year 2014 and information of the Assembly with remuneration of members of Management Board and Supervisory Board in year 2014.

**Proposal for the decision:**

2.1. The Assembly gets acquainted with company's audited annual report for the financial year 2014, approved by the Supervisory Board, and with Supervisory Board's report for the financial year 2014.

2.2. The Assembly gets acquainted with remuneration of members of Management Board and Supervisory Board for performing their function in year 2014.

3. Proposal for profit distribution for year 2014.

**Proposal for the decision:**

3.1. It is noted that distributable profit of the financial year 2014 amounts to EUR 1,320,344 and is composed from the net profit made in year 2014, in amount of EUR 1,055,841 and from carry-forward of profits from the previous years in amount of EUR 264,503.

3.2 For distribution to priority shareholders, owners of shares of class B, the part of distributable profit will be earmark in the maximum amount of EUR 400,896.54. For dividend from year 2014 are eligible all shareholders of priority shares on 30.06.2015. Dividend of priority shareholders amounts to EUR 1.98 in gross value per share and is paid to the shareholders in money. Holders of partial rights are not entitled to a dividend.

3.3. For distribution to ordinary shareholders, owners of shares of class A, the part of distributable profit will be earmark in the maximum amount of EUR 801,641.50. For dividend from year 2014 are eligible all shareholders of ordinary shares on 30.06.2015. Dividend of ordinary shareholders amounts to EUR 2.75 in gross value per share and is paid to the shareholders in money. Holders of partial rights are not entitled to a dividend.

3.4. Ex-date for payment of dividends to shareholders is 30.06.2015. Dividend will be paid to all shareholders by 31.12.2015.

3.5. Rest of the distributed profit after paid dividend from point 3.2. and 3.3. of this article in amount of minimum EUR 117,806 stays undistributed as a net brought forward profit and it will be defined about it's use in the next years.

4. Discharge to the Management Board and the Supervisory Board.

**Proposal for the decision:**

The Assembly gives discharge to the Management Board and the Supervisory Board for the financial year 2014.

**5. Appointing the auditor.****Proposal for the decision:**

On the proposal of the Supervisory Board auditing company Ernst & Young d.o.o. is appointed for the auditor of the company in business year 2015.

**6. Information of the Assembly with resignation of Supervisory Board member and election of new member of Supervisory Board****Proposal for the decision:**

6.1. Assembly gets acquainted with resignation note of Supervisory Board member Andreea Moraru, dated on 06.05.2015 based on which she is recalled from her function and her mandate of Supervisory Board member ends with the date of these Assembly.

6.2. Until the expiration of mandate of other Supervisory Board members Mrs. Dariga Sambayeva is elected for new Supervisory Board member.

**Materials for the Assembly**

The following materials will be available on the business address of the company Ameriška ulica 8, 1000 Ljubljana each day from publishing the agenda until the Assembly from 10.00 a.m. until 14.00 p.m. and on internet site of the company <http://www.prvagroup.eu/>:

- Call of the Assembly,
- Material for Assembly
- Explanation to items of agenda on which Assembly should decide
- Company's financial report for year 2014 and report of Supervisory board,
- Information on rights of shareholders in accordance with Article 298, 300., 301. and 305. Of Companies Act

**Rights and proposals of the shareholders:**

Shareholders, which total share in the capital of the company amounts to at least 4%, can after the agenda is published, request in writing, that the agenda is expanded to additional item. Together with the request for additional item the shareholders must submit the decision proposal for additional item on which assembly should decide, or if assembly does not accept decision on additional item, the explanation of additional item. Management Board of the company will in accordance with third paragraph of Article 298. of CA, publish those additional items to the agenda, for which it will receive the request from the shareholders at least 7 days after publishing the agenda for Assembly, this means until the day \_\_.\_\_.2015. Shareholder can file the requests for additional item also e-mail address: [info@prvagroup.eu](mailto:info@prvagroup.eu)

Shareholders can to each item of the agenda, in written form submit different decision or voting proposals. The Management Board of the company will in the same manner as it published the agenda of the Assembly, publish those proposals, which will fulfill following conditions:

- they will be sent to the company within 7 days after agenda is published;
- they will be reasonably justified;
- the shareholders/proposer will issue a statement that on the Assembly of the company he will object to the proposal of Management Board and will convince other shareholders to vote for his proposal;
- that the proposal does not fulfill the conditions from Article 300 of Companies Act.

Proposal of the shareholder will be published in the manner determined in Article 296 of Companies Act, only if shareholder will in 7 days after the publishing the agenda of the Assembly, this means until the day \_\_.\_\_.2015, send to the company reasonable justified proposal. The Shareholders can submit decision or voting proposals also on e-mail address: [info@prvagroup.eu](mailto:info@prvagroup.eu).

The shareholders have right to exercise on the Assembly their right to be informed in accordance with Article 305 of Companies Act.

The number of issued regular shares of the company with voting right (PPDM) amounts to 291.484 and the number of priority shares without voting right (PPDT) amounts to 202.437. The company does own 18 of it's own shares. In accordance with abovementioned 291.466 of regular shares will be able to exercise their voting right on the assembly.

**Conditions for participating at Assembly:**

Ordinary shareholders may participate at the Assembly and exercise their voting rights, provided that they are entered as holder of the shares in the Central register of securities at the end of fourth day prior to the General Meeting being convened (ex-date), this means until the 14.06.2015.

**Other conditions for participation at Assembly:**

Shareholder may participate at the Assembly and exercise their voting rights, provided that they confirm their attendance on the Assembly at the company the latest until the end of fourth day prior to the Assembly,

If the shareholder will attend Assembly by proxy, they should submit also the Power of attorney for the proxy (beside Application for Assembly).

Application for Assembly (for shareholder with regular and priority shares) and form for exercising the rights by proxy (for shareholder with regular and priority shares) are available on internet site of the company <http://www.prvagroup.eu/>. The application and the power of attorney can be sent to the company also on e-mail address: [info@prvagroup.eu](mailto:info@prvagroup.eu), in scanned form as attachment to the mail. Shareholders or their proxies, shall be identified on the Assembly, by their ID, written power of attorney, and for legal representatives of the company also by extract from the court register.

Shareholders with priority shares without voting right, have the right to attend Assembly, but can not vote on the Assembly or empower proxy to vote for them, since the rights arising from priority shares do not include voting rights.

Applications and power of attorney must be submitted to the seat of the company or e-mail address: [info@prvagroup.eu](mailto:info@prvagroup.eu) the latest until the end of fourth day prior to the Assembly. In accordance with legal provisions, the number of votes of each shareholder is determined by number of shares he hold which are evident from book of shareholders on the end of fourth day prior to the Assembly.

Due to undisturbed proceedings of the Assembly, we ask you to be present at the seat of the company at least 15 minutes prior to the Assembly.

The Assembly will validly decide if attending shareholders with a voting right represent at least 15 (fifteen) % of company's share capital. If the Assembly does not constitute a quorum at the appointed time, the next session with the same agenda will be held on the same day at 12.00, at the same place. At the next session the Assembly validly decides irrespective of the amount of represented share capital.

Prva Group plc.  
Management Board