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TO THE GENERAL MEETING OF POZAVAROVALNICA SAVA D.D.

Rationales for resolutions proposed at the 21st General Meeting of Pozavarovalnica Sava d.d.

Ad agenda item 1 (rational by the Management and the Supervisory Board): Opening of the General Meeting, election of its officers, verification of quorum and adoption of agenda

Pursuant to the Companies Act and the Articles of Association of Pozavarovalnica Sava d.d., the Board of Management is responsible for convening the General Meeting. In the capacity of the body to convene the Meeting, the Board of Management will put forward to the General Meeting for election the Chairman of the General Meeting and Members of the Verification Committee.

Upon confirmation that a quorum is present, the agenda is adopted. The General Meeting gets acquainted with the invited notary public.

Ad agenda item 2 (rational by the Management and the Supervisory Board): Amendment to the Company's Articles of Association

Based on the proposal of a resolution, the wording of Article 29 of the Company's Articles of Association is to be changed. The currently applicable Article 29 of the Articles of Association stipulates that information or communications of the Company subject to the publication requirement are to be published in one of the following media: in the daily Delo, the daily Finance or in the Official Gazette of the Republic of Slovenia (Uradni list Republike Slovenije). Decisions about publishing other information relevant to the shareholders or the Company and about the manner and format of publishing shall be taken by the Management Board.

The proposed amendment to the Company's Articles of Association includes a new provision that requires the Company to publish information and communications subject to the publication requirement or that are important for the Company or its shareholders via the SEO-net information system of the Ljubljana Stock Exchange and on the official website of the Company. The Company shall publish notice of the General Meeting as well as information and communications subject to the publication requirement in the printed media also in the daily Delo, the daily Finance, or the daily Dnevnik, or the Official Gazette of the Republic of Slovenia (Uradni list Republike Slovenije).

The Amendment to the Company's Articles of Association has been proposed because of additional requirements that the Company needs to meet after becoming a publicly traded company. As a publicly traded company, it is required to publish certain information or communications in the media that will enable – with reasonable certainty – the spread of such communications in the entire EU on a fast and non-discriminatory basis. The medium that meets these requirements is the electronic medium, which is what the amendment suggests. For the notice of the General Meeting and for other information and communications of the Company that the Company is required to publish in print, the amended Articles of Association still require that it is printed in one of the mentioned daily newspapers or in the Official Gazette of the Republic of Slovenia.

**Ad agenda item 3 (rational by the Management and the Supervisory Board):
Presentation of the annual report for 2007 with the auditor's opinion and written report of the Supervisory Board to the annual report and presentation of the annual report on internal auditing for 2007 with the opinion of the Supervisory Board**

Pursuant to Article 293 of the Companies Act (Zakon o gospodarskih družbah), the General Meeting only adopts the annual report if it is not adopted by the Supervisory Board of the Company. Thus the General Meeting decides on the annual report only in certain specific cases, which however in this case do not apply.

The Supervisory Board supervises the work of the Company in the financial year 2007 in accordance with its powers and responsibilities. In its meeting on 3 June 2008, the Supervisory Board adopted the annual report as proposed by the Board of Management. Pursuant to the Companies Act, the Supervisory Board also prepared their report intended for the General Meeting of the Company.

In accordance with the Insurance Act, the Board of Management informs the General Meeting about the annual report on internal auditing together with the opinion of the Supervisory Board.

In this agenda item, the General Meeting is presented the annual report for 2007 including the auditor's opinion and a written report by the Supervisory Board; furthermore, it is presented the annual report on internal auditing for 2007 with an opinion of the Supervisory Board.

Materials:

- The annual report of Pozavarovalnica Sava d.d. for the financial year 2007;
- Report of the Supervisory Board to the annual report of Pozavarovalnica Sava d.d. for the financial year 2007;
- Annual report of the internal auditing department on the auditing of Pozavarovalnica Sava d.d. for 2007;
- Opinion of the Supervisory Board to the annual report of the internal auditing department on the auditing of Pozavarovalnica Sava d.d. for 2007.

Ad agenda item 4 (rational by the Management and the Supervisory Board):

Appropriation of accumulated profit and granting of discharge to the Board of Management and the Supervisory Board for 2007

Pursuant to the Companies Act, the General Meeting decides on the appropriation of the profit as stated in the annual report adopted by the Supervisory Board in its meeting on 3 June 2008.

The Board of Management and the Supervisory Board propose that due to the planned enlargement set out in detail in the strategic plan of the Company for the period up to 2012 and the related capital increase, the General Meeting adopts a resolution that the entire accumulated profit as at 31 December 2007 is allocated to profit reserves.

Pursuant to Article 294 of the Companies Act (Zakon o gospodarskih družbah), the General Meeting also decides on awarding the discharge note to the Board of Management and the Supervisory Board for their management and supervision, respectively, in the financial year 2007.

Ad agenda item 5 (rational by the Management and the Supervisory Board): Appointment of auditor for the business year 2008

Pursuant to Article 298 of the Companies Act (Zakon o gospodarskih družbah), the Supervisory Board of Pozavarovalnica Sava d.d. proposes to appoint as auditor of Pozavarovalnica Sava d.d. for the financial year 2008 the auditing company BDO EOS Revizija d.o.o., which is part of an international auditing company that Pozavarovalnica Sava d.d. has co-operated successfully with in the past. The proposed auditor renders auditing services also for many other companies in Slovenia.

In accordance with the provision of point 7.1.3 of the Slovenian Corporate Governance Code (Kodeks upravljanja javnih delniških družb) (last amended on 5 February 2007), the Supervisory Board informs the General Meeting that over the past four financial years, the auditor BDO EOS Revizija d.o.o. rendered auditing services for the Company, while in 2008 the auditor also carried out auditing services relating to the IPO of Pozavarovalnica Sava d.d.

Pozavarovalnica Sava d.d.
The Board of Management
The Supervisory Board