



Rules of Procedure of the General Meeting of Pozavarovalnica Sava d.d.

(consolidated text)

Ljubljana, June 2010

On the basis of Article 14 of the Articles of Association of Pozavarovalnice Sava, d. d. ("Sava Reinsurance Company" or "the Company"), the General Meeting of the Shareholders of Sava Reinsurance Company, on 30 June 2010, adopted the following

R U L E S O F P R O C E D U R E **of the General Meeting of** **Sava Reinsurance Company**

I. GENERAL PROVISIONS

Article 1

These Rules of Procedure shall, in compliance with applicable regulations and the Company's Articles of Association, govern the calling of General Meetings, the transacting of business and the decision-making of the General Meeting of Shareholders ("General Meeting") as well as all other issues relevant to conducting the meeting and decision-making.

Article 2

The provisions hereof shall be binding on all shareholders, their legal representatives or proxies ("Shareholder Representatives") and any other persons attending sessions and participating in any activities of General Meetings.

Article 3

The Companies Act (Zakon o gospodarskih družbah) and the Company Articles of Association, which are both directly applicable, contain provisions on the terms of reference of the General Meeting, the calling of General Meetings, quorum requirements and on the majority required for adopting resolutions.

For matters that are not governed by the Articles of Association or these Rules, the relevant provisions of the Companies Act shall be directly applicable.

II. COMPOSITION OF AND ATTENDANCE AT GENERAL MEETINGS

Article 4

The General Meeting shall consist of all shareholders entered in the Register of Shareholders who meet the conditions for participating and decision-making in the General Meeting as laid down by law, the Articles of Association and these Rules.

Article 5

To attend the General Meeting and exercise voting rights, shareholders must send the Company a registration form no later than by the end of the fourth day prior to the session of the General Meeting and must be registered holders of shares listed in the

central register of book-entry securities at the end of the fourth day prior to the session of the General Meeting.

Any shareholder who fails to comply with the obligation under the provisions referred to in the preceding paragraph of this Article, may neither attend nor vote in the General Meeting. The Chairperson of the General Meeting may allow such a shareholder to be present as observer.

Article 6

Shareholders may exercise their right to attend and make decisions in General Meeting in person or by proxy based on a written proxy forms.

The proxy form shall remain deposited with the Company.

Article 7

General Meetings shall not be open to the public, except if otherwise decided by the General Meeting by special resolution adopted by a majority of votes cast.

The General Meeting may be audio or video transmitted if so decided by special resolution adopted by a majority of votes cast.

Members of the Supervisory Board and Management Board Members are entitled to attend the General Meeting even if they are not Shareholders. The Management Board shall prescribe the minimum of professional and technical services, as well as organisational, administrative and technical activities required for a smooth running of the General Meetings.

It is at the discretion of the Chairperson of the General Meeting to allow or disallow the participation of third parties in the General Meeting in accordance with the Company Articles of Association and these Rules.

III. GENERAL MEETING SESSIONS

Article 8

The General Meeting shall transact business in sessions presided over by the Chairperson of the General Meeting elected, at each session anew, by Shareholders upon the proposal of the entity who called the meeting.

Article 9

Shareholders shall have primarily the following rights and obligations:

- to consider proposed resolutions and materials, and to prepare for attendance at the General Meeting within the statutorily due date;
- to submit, in writing and within the time limit and statutory due date, any additional proposals to be put on the agenda or counter proposal to resolutions to be adopted by the General Meeting;

- to give timely notice of attendance at the General Meeting;
- to vote on every resolution to be decided by the General Meeting;
- to safeguard confidential information and business secrets of the Company;
- to record arrival at and departure from the General Meeting to the Verification Committee;
- to adhere to these Rules.

Convening of General Meeting

Article 10

The General Meeting shall be called pursuant to provisions of the law and the Articles of Association. General Meetings shall be called no later and 30 days prior to the scheduled date of the meeting.

The meeting agenda and proposed resolutions shall be published in the daily newspaper *Delo* or *Finance* or *Dnevnik* or in the *Official Gazette of the Republic of Slovenia*. In addition to publication in the above-mentioned media, the notice of General Meeting along with explanations to individual agenda items shall be announced through the Ljubljana Stock Exchange SEO-net electronic information system.

For each agenda item to be debated by the General Meeting, the Management Board and the Supervisory Board (only the Supervisory Board in relation to the election of Supervisory Board Members and appointment of auditors) shall provide proposals for resolutions, except for agenda items proposed by a minority of shareholders in compliance to the Companies Act.

It shall be arranged that resolutions proposed by shareholders and timely received along with reasonable explanations, and shareholder counter-proposals timely received along with reasonable explanations as well as shareholder election proposals shall be published in the same media as the notice of General Meeting.

Article 11

All materials relevant to the General Meeting shall be available for perusal at the Company premises as indicated in the meeting notice, from the day the meeting is convened to the scheduled date of the meeting, every working day from 9:00 to 15:00 hrs.

Article 12

If the proposed materials include confidential information, such materials shall be marked accordingly. If only parts of the materials are confidential, these shall be shown in a separate annex marked with the appropriate degree of confidentiality.

Preparations for the General Meeting

Article 13

Upon arrival at the General Meeting, shareholders or their proxies shall provide credentials and record their arrival by signing the attendance list. In addition, they shall receive voting tickets or e-voting devices and any other materials required for transacting business in General Meeting.

Conduct of the meeting

Article 14

The meeting shall be declared open by the Management Board, who shall establish, based on the attendance list, whether all requirements are met for the transaction of business.

If no quorum is present, the Board of Management shall determine an alternative date and time for the General Meeting within the limit as provided in the notice of General Meeting. The General Meeting constitutes a quorum if holders of at least 15% of voting share capital are present.

The Management Board shall introduce the notary public to the Meeting and shall propose the officers of the General Meeting for election:

- Chairperson of the General Meeting,
- Verification Committee.

If the General Meeting has been called by the Supervisory Board or any other body authorised by law, such body shall also proceed in accordance with the preceding three Articles.

The elected Chairperson of the General Meeting shall thereupon direct the proceedings in a manner at his own discretion, co-ordinate business, put resolutions to the vote, announce voting results and shall sign the attendance list, meeting resolutions, general acts and the meeting minutes.

The Chairperson of the General Meeting shall ensure the proper application and implementation of applicable regulations, Articles of Association and these Rules and take care of order during the meeting.

The Chairperson of the General Meeting shall rule on any points of order.

Article 15

The Verification Committee, who verify the presence of voting capital and take care of voting and elections, shall consist of three (3) members – the chairperson and two persons to count votes.

The Verification Committee shall carry out voting procedures and electronic data processing, file print-outs of electronic voting or ballot papers, ensure that only delegates and invited persons attend the meeting, and establish the percentage of represented capital to be reported to the Chairperson of the General Meeting.

Representation of share capital shall be established based on the attendance list of shareholders and proxies who have given notice of attendance or have submitted proxy forms in the manner and within the time limits as laid down in the notice of the meeting.

Article 16

Based on the report on represented share capital at the meeting, the Chairperson of the General Meeting shall declare that a quorum is present and that all conditions are met for the General Meeting to transact business.

Article 17

Upon announcement that a quorum is present, the Chairperson of the General Meeting shall present the agenda to the General Meeting. In the discussion following the presentation of the agenda, new items are added that have been proposed as counter-proposals within the legally prescribed time limit.

The General Meeting shall adopt the proposed agenda along with any additions. The General Meeting shall decide only on issues included in the agenda. The General Meeting shall adopt decisions by resolutions.

Article 18

The meeting shall follow agenda items as announced by the Chairperson of the General Meeting.

At the beginning of each agenda item, the proposer or the person appointed by the proposer as reporter, shall briefly explain the issue to be debated.

Article 19

If the agenda is long and demanding, the Chairperson of the General Meeting may limit the time allowed to each speaker and shall call speakers to order if the time limit has expired.

Should any speaker disregard the Chairperson's call to order, the Chairperson of the General Meeting is entitled to withdraw the speaker's right to speak until the end of the debate on that agenda item.

Article 20

The introductory presentation shall be followed by a debate of attending shareholders and proxies in the order in which they have asked to speak.

Shareholders may at any time raise a point of order.

Article 21

In addition to the shareholders, persons attending the meeting by permission of the Chairperson of the General Meeting or the body who convened the meeting, may participate in the debate if such participation contributes to a more complete discussion of materials, thereby facilitating the transaction of business.

Article 22

Speakers shall keep within the framework of the content of proposed resolutions. The Chairperson of the General Meeting shall call any speaker to order if their statements are not relevant to the subject under debate.

The Chairperson of the General Meeting shall ensure that the speaker is free to speak. Only the Chairperson of the General Meeting is entitled to interrupt the speaker.

Other participants or shareholders may only interrupt the speaker to raise a point of order.

Article 23

Speakers are entitled to speak on the same issue several times, however, they may not do so in order to delay the meeting. Speakers may withdraw their proposals during debate.

Article 24

If during the meeting the Chairperson of the General Meeting establishes that shareholders have left the meeting and that the quorum requirement may no longer be met, the Chairperson of the General Meeting may suspend the meeting.

The Verification Committee shall report on whether the quorum requirement is met. If there is no quorum, the Chairperson of the General Meeting shall either adjourn or close the meeting.

III./4 Decision-making

Article 25

The General Meeting shall decide issues by a majority of votes cast by attending shareholders, except in issues in which the Companies Act or the Articles of Association prescribe a different majority.

Article 26

The Chairperson of the General Meeting shall put any proposed resolution to the vote when the Chairperson establishes that no further speakers have asked to speak.

The debate and decision-making on an agenda item in the meeting shall be closed as soon as the Chairperson of the General Meeting announces that a decision is adopted.

The number of the votes cast for the resolutions shall constitute an integral part of the announced resolution.

Article 27

Resolutions shall be taken by open vote, each resolution separately.

Shareholders or proxies, as the case may be, shall vote IN FAVOUR or AGAINST any proposed resolution, or abstain from voting. Abstentions and invalid votes shall be counted separately as votes not cast.

Voting shall be by show of hands, cards, ballot papers or by way of electronic devices.

The Chairperson of the General Meeting shall decide on the means of voting.

Article 28

If for any agenda item, there were more than one resolution duly proposed for adoption, the Chairperson of the General Meeting shall decide on the order of voting.

Notwithstanding the preceding paragraph, shareholder counter-proposals in the election of Supervisory Board Members or in the appointment of auditors shall be voted on prior to voting on the proposal by the Supervisory Board if so requested by a minority of shareholders representing a tenth of the represented share capital.

Shareholders or their proxies who vote against a proposed resolution or abstain from voting, shall be entitled to request that the reason for doing so is, in a condensed form, included in the meeting minutes.

Article 29

After each voting, the verification committee shall, based on the votes cast, establish the total number of votes cast and count, as a rule electronically, the number of votes IN FAVOUR and the number of votes AGAINST the proposed resolution.

Article 30

If there is more than one proposed resolution and after voting, no proposed resolution received the required majority, it shall be deemed that no resolution has been adopted.

If there is more than one proposed resolution, the first proposed resolution to receive the required majority of votes shall be deemed adopted and other proposed resolutions shall subsequently not be put to vote.

Article 31

Any participant is entitled to propose that the meeting is recessed or suspended. The Chairperson of the General Meeting shall rule on recess and suspension of the meeting. Any recess or suspension cannot last for more than one (1) hour.

Article 32

It is at the discretion of the Chairperson of the General Meeting to proceed with the meeting until all agenda items are resolved.

The Chairperson of the General Meeting shall close the meeting when all agenda items have been covered.

Article 33

The official language of the meeting shall be Slovenian.

In exercising their rights, any shareholder may use any language other than Slovenian, if they can arrange for simultaneous translation.

Maintaining order during the meeting

Article 34

The Chairperson of the General Meeting shall be responsible for keeping order during the meeting. The Chairperson of the General Meeting shall call to order any shareholder who disturbs the order or is in breach of these Rules.

Article 35

Participants interfering with the ordinary course of the meeting shall be publicly reprimanded by the Chairperson of the General Meeting.

Upon a repeated reprimand, the Chairperson of the General Meeting may order the participant to leave the meeting until the end of the debate on the current agenda item, in more severe cases, until the end of the meeting.

Article 36

Should the Chairperson of the General Meeting be unable to maintain order by regular means as laid down hereunder, the Chairperson of the General Meeting shall recess the meeting to a given time.

IV. MEETING MINUTES

Article 37

The meeting minutes shall be taken in the form of a notarial protocol.

Meetings may be recorded. This shall be ruled upon by the Chairperson of the General Meeting.

The meeting minutes shall be signed by the Chairperson of the General Meeting and the minute-taker, and shall be authenticated by the notary public.

Article 38

All resolutions adopted shall be entered into the minutes.

Article 39

Parts of the minutes that are confidential or relate to the safeguarding of business secrets shall be attached to the minutes forming an integral part thereof.

Article 40

Original meeting minutes, individual resolutions, materials for individual General Meetings and attendance lists shall be kept in the archives of the Company's Management Board.

Article 41

The Management Board shall ensure that a duly authenticated copy of the meeting minutes including all required attachments shall be submitted to the register court within the time prescribed by law.

V. FINAL PROVISIONS

Article 42

Shareholders, proxies and other persons shall safeguard as business secrets all details and information in direct or indirect relation to the operations of the Company or its bodies that they were given or they obtained by participating in any General Meeting provided that such information is marked as business secrets based on law, Articles of Association or any other Act of the Company.

Article 43

Information qualifying as business secret shall be clearly marked as such in meeting materials that are sent out.

Article 44

Amendments to these Rules shall be adopted by the General Meeting upon the proposal by shareholders or their duly authorised representatives, the Supervisory Board or the Management Board.

These Rules shall come into force upon adoption by the General Meeting of the joint-stock company.

Article 45

For matters that are not governed by these Rules, the Companies Act or the Articles of Association shall be directly applicable.

Individual questions may be decided by the General Meeting by special resolution.

Article 46

Upon adoption of these Rules, the Rules of Procedure of the General Meeting of Pozavarovalnica Sava d.d. adopted by the General Meeting on 28 June 2006 shall cease to apply.

These Rules shall come into force on the day they are adopted by the General Meeting.

Ljubljana, 30 June 2010

Sava Reinsurance Company
Chairperson of the General Meeting
Branka Neffat
