

AKT O USTANOVITVI DRUŽBE Z OMEJENO ODGOVORNOSTJO

FRAPORT SLOVENIJA, D.O.O.

(prečiščeno besedilo)

1. člen FIRMA IN SEDEŽ

1 Firma družbe je: Fraport Slovenija, upravljanje letališč, d.o.o.

Skrajšana firma družbe je: Fraport Slovenija, d.o.o. (v nadaljevanju: družba)

2 Sedež družbe je: Zgornji Brnik, Slovenija.

3 Poslovni naslov družbe je: Zgornji Brnik 130A, 4210 Brnik - Aerodrom. Poslovni naslov družbe se lahko spremeni s sklepom edinega družbenika družbe.

2. člen DEJAVNOST DRUŽBE

Glavna dejavnost družbe je upravljanje, obratovanje in razvoj letališč. Družba lahko opravlja tudi kakršnekoli druge zakonite dejavnosti, za katere je gospodarska družba lahko ustanovljena po slovenskem pravu.

1 Registrirane dejavnosti družbe so, kot sledi:

A Kmetijstvo in lov, gozdarstvo in ribištvo

01.110 Pridelovanje žit (razen riža), stročnic in oljnic

01.130 Pridelovanje zelenjadnic, melon, korenovk in gomoljnic

02.100 Gojenje gozdov in druge gozdarske dejavnosti

C Predelovalne dejavnosti

28.290 Proizvodnja drugih strojev in naprav za splošne namene (pregled in servisiranje gasilnih naprav)

30.300 Proizvodnja zračnih in vesoljskih plovil

E Oskrba z vodo, ravnanje z odpadki in odpadki, saniranje okolja

37.000 Ravnanje z odpadki

38.110 Zbiranje in odvoz nenevarnih odpadkov

F Gradbeništvo

42.110 Gradnja cest (gradnja vzletno-pristajalnih stez, vozni stez in letaliških ploščadi, barvanje in označevanje cest in parkirnih površin)

42.120 Gradnja železnic in podzemnih železnic

42.990 Gradnja drugih objektov nizke gradnje (športnih objektov)

43.110 Rušenje objektov

43.120 Zemeljska pripravljala dela

43.220 Inštaliranje vodovodnih, plinskih in ogrevalnih napeljav in naprav

43.290 Drugo inštaliranje pri gradnjah

43.341 Steklarska dela

43.342 Pleskarska dela

G Trgovina, vzdrževanje in popravila motornih vozil

45.200 Vzdrževanje in popravila motornih vozil

46.110 Posredništvo pri prodaji kmetijskih surovin, živih živali, tekstilnih surovin, polizdelkov

46.120 Posredništvo pri prodaji goriv, rud, kovin, tehničnih kemikalij

46.130 Posredništvo pri prodaji lesa in gradbenega materiala

46.140 Posredništvo pri prodaji strojev, industrijske opreme, ladij, letal

46.150 Posredništvo pri prodaji pohištva, predmetov in naprav za gospodinjstvo in železnine

46.160 Posredništvo pri prodaji tekstila, oblačil, krzna, obutve, usnjenih izdelkov

46.170 Posredništvo pri prodaji živil, pijač, tobačnih izdelkov

46.180 Specializirano posredništvo pri prodaji drugih določenih izdelkov

46.190 Nespecializirano posredništvo pri prodaji raznovrstnih izdelkov

47.110 Trgovina na drobno v nespecializiranih prodajalnah, pretežno z živili

47.621 Trgovina na drobno s časopisi in revijami

47.789 Druga trgovina na drobno v drugih specializiranih prodajalnah

47.910 Trgovina na drobno po pošti ali po internetu

H Promet in skladiščenje

49.391 Regionalni in drugi cestni promet (prevoz potnikov na letališčih)

49.410 Cestni tovorni promet

51.100 Potniški zračni promet

51.210 Tovorni zračni promet

52.100 Skladiščenje

52.210 Spremljajoče storitvene dejavnosti v kopenskem prometu

52.230 Spremljajoče storitvene dejavnosti v zračnem prometu

52.240 Pretovarjanje

52.290 Špedicija in druge spremljajoče prometne dejavnosti

I Gostinstvo

55.100 Dejavnost hotelov in podobnih nastanitvenih obratov

56.102 Okrepčevalnice in podobni obrati

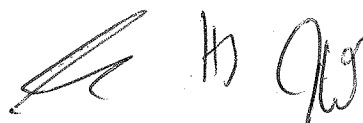
56.290 Druga oskrba z jedmi

56.300 Strežba pijač

J informacijske in komunikacijske dejavnosti

63.120 Obratovanje spletnih portalov

L Poslovanje z nepremičninami



68.200 Oddajanje in obratovanje lastnih ali najetih nepremičnin

M Strokovne, znanstvene in tehnične dejavnosti

71.111 Arhitekturno projektiranje

71.112 Krajinsko arhitekturno, urbanistično in drugo projektiranje

71.129 Druge inženirske dejavnosti in tehnično svetovanje

N Druge raznovrstne poslovne dejavnosti

77.210 Dajanje športne opreme v najem in zakup

79.110 Dejavnost potovalnih agencij

79.900 Rezervacije in druge s potovanji povezane dejavnosti

80.100 Varovanje

80.300 Poizvedovalne dejavnosti

P Izobraževanje

85.590 Druge nerazvrščeno izobraževanje, izpopolnjevanje in usposabljanje

R Kulturne, razvedrilne in rekreacijske dejavnosti

93.110 Obratovanje športnih objektov (igrišča za golf)

93.120 Dejavnost športnih klubov (golf klub)

3. člen OSNOVNI KAPITAL

1 Osnovni kapital družbe znaša 15.842.626,44 EUR.

2 Edini družbenik družbe je družba Fraport AG Frankfurt Airport Services Worldwide.

3 Osnovni kapital družbe je sestavljen iz enega poslovnega deleža v nominalni vrednosti 15.842.626,44 EUR, ki je v lasti edinega družbenika družbe.

4 Poslovni delež ni vrednostni papir. Družba mora na zahtevo družbenika takšnemu družbeniku izdati pisno izjavo, ki dokazuje delež takšnega družbenika v družbi.

4. člen EDINI DRUŽBENIK

1 Družbo upravlja edini družbenik. Edini družbenik ima končno pristojnost za vprašanja poslovanja družbe.

2 Edini družbenik izvaja svoja pooblastila prek sklepov, sprejetih s strani pooblaščenih predstavnikov edinega družbenika ali, če se tako odloči edini družbenik, s strani Odbora Vlagatelja, ki deluje v imenu edinega družbenika.

3 Edini družbenik je pooblaščen za odločanje o vseh vprašanjih v zvezi z družbo, razen če je takšno pooblastilo izrecno dano drugim v skladu z zakonom ali s tem aktom o ustanovitvi. Edini družbenik med drugim odloča tudi o naslednjem:

(a) pregledu in preverjanju knjig in dokumentacije družbe, njenih finančnih in drugih sredstev, njenih popisov in drugih listin;

(b) odobritvi letnega poročila in delitvi dobička družbe;



- (c) odobritvi poslovnega načrta družbe;
- (d) plačilu in vračilu naknadnih vplačil;
- (e) zmanjšanju ali povečanju kapitala družbe;
- (f) spremembi akta o ustanovitvi;
- (g) imenovanju poslovodstva družbe;
- (h) nagrajevanju članov poslovodstva družbe in bonusih za uspešnost;
- (i) podelitvi razrešnice poslovodstvu družbe;
- (j) nezaupnici poslovodstvu družbe;
- (k) pisni podelitvi pooblastila za podpisovanje eni ali več osebam, pri čemer mora poslovodstvo vpisati v register podelitev ali preklic pooblastila za podpisovanje;
- (l) imenovanju revizorja družbe;
- (m) predhodni odobritvi določenih poslov družbe, če je tako določeno v tem aktu o ustanovitvi ali na podlagi sklepa edinega družbenika;
- (n) statusnem preoblikovanju družbe in njenem prenehanju.

4 Za naslednje posle družbe je potrebno predhodno soglasje edinega družbenika po tem aktu o ustanovitvi:

- (a) kakršen koli posel izven okvira odobrenega poslovnega načrta, če vrednost takšnega posla ali skupine poslov presega 50.000 € (petdeset tisoč evrov);
- (b) imenovanje in odpoklic višjih vodstvenih uslužbencev družbe;
- (c) odločanje o organizacijski shemi in sistemu nagrajevanja družbe;
- (d) pridobivanje novih posojil ali kreditov in refinanciranje obstoječih posojil ali kreditov;
- (e) odobritev kakršnega koli posojila tretji stranki;
- (f) sklenitev kakršnih koli svetovalnih ali sponzorskih pogodb;
- (g) odobritev kakršne koli donacije izven proračuna donacij, odobrenega kot del poslovnega načrta;
- (h) ustanovitev ali pridobitev oziroma ukinitvev ali odtujitev hčerinskih družb družbe.

5 Edini družbenik sprejema svoje sklepe, kadar koli je to potrebno, vendar v vsakem primeru vsaj enkrat letno, da sprejme letno poročilo družbe in končno odločitev o razdelitvi ali ponovnem vlaganju dobička družbe za vsako poslovno leto družbe in v zvezi z imenovanjem revizorja družbe.

6 Edini družbenik mora zabeležiti vse svoje sklepe v Knjigi sklepov edinega družbenika, ki mora biti v skladu z zakonom overjena pri notarju, da je veljavna.

5. člen Odbor Vlagatelja

1 Edini družbenik lahko s sklepom edinega družbenika o ustanovitvi Odbora Vlagatelja pooblasti Odbor Vlagatelja, da v njegovem imenu izvaja vse ali del njegovih pristojnosti, navedenih v 4. členu, v povezavi z družbo.

2 Odbor Vlagatelja je sestavljen iz 3 do 5 članov, ki jih imenuje edini družbenik. Odločitev edinega družbenika o imenovanju članov Odbora Vlagatelja vsebuje:

- i. odločitev o številu članov Odbora Vlagatelja;
- ii. imena in naslove imenovanih članov Odbora Vlagatelja;
- iii. mandat imenovanih članov Odbora Vlagatelja.

3 Odbor Vlagatelja izvoli predsednika med svojimi člani.

4 Odbor Vlagatelja ima tista pooblastila, ki so določena v sklepu edinega družbenika o ustanovitvi Odbora Vlagatelja ali v notranjih predpisih družbe, če so takšni notranji predpisi sprejeti s sklepom edinega družbenika. Edini družbenik lahko s svojim sklepom na splošno pooblasti Odbor Vlagatelja, da izvaja vsa njegova pooblastila v njegovem imenu.

5 Odbor Vlagatelja odloča na svojih sejah, ki lahko potekajo tudi v pisni obliki. Sklepčnost na seji je zagotovljena, če je prisotna večina članov ali v primeru seje v pisni obliki, če večina članov odda svoje glasove. Če ni možno doseči soglasne odločitve, se takšna odločitev sprejme z večino glasov navzočih članov. V primeru neodločenega izida glasovanja ima predsednik Odbora Vlagatelja odločilni glas.

6 Odbor Vlagatelja se načeloma sestaja vsako četrletje, vendar vsaj vsake pol leta.

7 Če tako sklene edini družbenik, mora družba (i) povrniti članom Odbora Vlagatelja potne in druge stroške povezane s sestanki Odbora Vlagatelja ter (ii) plačati članom Odbora Vlagatelja nadomestilo za njihovo delo, ki ga opravijo v dobro družbe, v višini, ki jo določi edini družbenik.

8 Predhodno pisno soglasje edinega družbenika, ki se lahko sprejme tudi kot soglasna odločitev Odbora Vlagatelja, se zahteva za vsak posel med družbo in članom Odbora Vlagatelja, njegovimi/njenimi družinskimi člani ali katero koli drugo družbo, v kateri imajo član Odbora Vlagatelja ali njegovi/njeni družinski člani posamično ali skupaj delež, ki predstavlja vsaj 1 odstotek osnovnega kapitala take družbe, ali v kateri so član Odbora Vlagatelja ali njegovi/njeni družinski člani tihi partnerji ali so upravičeni do njenega dobička na kateri koli drugi podlagi.

9 Odbor Vlagatelja sprejme svoj lasten poslovnik, razen če je poslovnik zajet v notranjih predpisih, sprejetih s strani edinega družbenika.

10 V izogib dvomu, vsak sklep, ki ga sprejme Odbor Vlagatelja, se šteje za sprejetega s strani edinega družbenika in se zabeleži v knjigi sklepov družbe.

6. člen VODENJE DRUŽBE

1 Vsakodnevno poslovanje družbe vodi poslovodstvo družbe. Poslovodstvo vodi poslovanje družbe, je pooblaščen, da zastopa družbo in da deluje za družbo v pravnih poslih s tretjimi strankami ter ima druga pooblastila, določena s tem aktom ali s sklepom edinega družbenika.

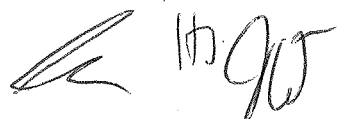
2 Poslovodstvo družbe je sestavljeno iz enega ali več direktorjev, ki jih imenuje edini družbenik. Če je poslovodstvo sestavljeno iz več kot enega direktorja, edini družbenik enega izmed direktorjev imenuje za glavnega direktorja.

3 Edini družbenik lahko imenuje tudi prokurista.

4 Edini družbenik ima pooblastilo, da kadar koli odpokliče katerega koli od članov poslovodstva, z razlogom ali brez razloga.

5 Obdobje imenovanja direktorja je nedoločeno, razen če je drugače določeno v sklepu edinega družbenika o imenovanju direktorja, in preneha z njegovim odpoklicem s strani edinega družbenika.

6 Predhodno pisno soglasje edinega družbenika se zahteva za vsak posel med družbo in direktorjem, njegovimi/njenimi družinskimi člani ali drugo družbo, v kateri imajo direktor ali njegovi/njeni družinski člani posamično ali skupaj delež, ki predstavlja vsaj 1 odstotek osnovnega kapitala take družbe, ali v



kateri so direktor ali njegovi/njeni družinski člani tihi partnerji ali so upravičeni do njenega dobička na kateri koli drugi podlagi.

7. člen ZASTOPANJE DRUŽBE

1 Družbo zastopa poslovodstvo, ob upoštevanju vseh omejitev, določenih s to Pogodbo. Poslovodstvo sme zastopati in sprejemati obveznosti družbe v poslih, naštetih v členu 4.4. le po tem, ko je prejelo pisno odobritev edinega družbenika za tak posel.

2 Če je imenovan več kot en direktor ali če sta imenovana direktor in prokurist, družbo skupaj zastopata dva direktorja ali direktor in prokurist. Edini družbenik lahko odloči, da glavni direktor zastopa družbo posamično.

3 Če je imenovan Odbor Vlagatelja, predsednik Odbora Vlagatelja zastopa družbo v njenih odnosih z direktorji.

8. člen POSLOVNI SVETOVALNI ODBOR

1 Družba lahko ustanovi Poslovni svetovalni odbor s posebnim sklepom Odbora vlagatelja, s katerim določi namen in področje delovanja ter število in imenovanje članov Poslovnega svetovalnega odbora.

2 Poslovni svetovalni odbor nima formalne pristojnosti sprejemanja odločitev. Odbor vlagatelja in poslovodstvo družbe se posvetujeta s Poslovnim svetovalnim odborom glede vprašanj o razvoju dejavnosti družbe, ki se jim zdijo primerna. O področju delovanja, odgovornostih in pooblastilih Poslovnega svetovalnega odbora odloča Odbor vlagatelja.

3 Poslovni svetovalni odbor sprejme svoj lasten poslovnik, razen če je poslovnik zajet v notranjih predpisih, sprejetih s strani Odbora vlagatelja.

9. člen POSLOVNO LETO IN LETNO POROČILO

1 Poslovno leto družbe je enako koledarskemu letu.

2 Edini družbenik sprejme letno poročilo in odloči o oblikovanju rezerv ter delitvi dobička družbe.

3 Letni računovodski izkaz družbe mora biti revidiran, razen če edini družbenik odloči drugače v skladu z veljavnimi zakoni.

10. člen TRAJANJE DRUŽBE

1 Družba je ustanovljena za nedoločen čas.

11. člen SPREMEMBE

1 Vsaka odločitev o spremembi tega Akta mora biti sprejeta s posebnim sklepom edinega družbenika v obliki, kot jo zahtevajo zakoni in drugi predpisi.

2 Ob upoštevanju, da sta ta akt in družba v obliki družbe z omejeno odgovornostjo posledica spremembe korporacijske oblike iz delniške družbe, družba z omejeno odgovornostjo še naprej uporablja vse druge akte družbe, pod pogojem da slednji niso v nasprotju s tem aktom.



12. člen REZERVE

1 Družba oblikuje statutarne rezerve, dokler njihova višina ne doseže 30 (trideset) % osnovnega kapitala in kapitalskih rezerv družbe.

2 V posameznem letu se za oblikovanje statutarnih rezerv lahko nameni 20 (dvajset) % zneska čistega dobička poslovnega leta, zmanjšanega za morebitne zneske, uporabljene za kritje izgube in oblikovanje zakonskih rezerv.

3 Statutarne rezerve se uporabljajo za kritje izgube, ali za povečanje osnovnega kapitala, ali za delitev bilančnega dobička.

Zg. Brnik, 18. 07. 2024

Družbenik:


Fraport AG Frankfurt Airport Services Worldwide

Odbor Vlagatelja


Holger Schaefer
predsednik


Alexander Laukenmann

član


Tamara Weyer

članica

DEED OF ESTABLISHMENT OF A LIMITED LIABILITY COMPANY

FRAPORT SLOVENIJA, D.O.O.
(clean version)

Article 1 CORPORATE NAME AND REGISTERED OFFICE

1 The Corporate name is: Fraport Slovenija, upravljanje letališč, d.o.o.

The abbreviated Corporate company's name is: Fraport Slovenija, d.o.o. (hereinafter: the company)

2 The company's registered office is located at: Zgornji Brnik, Slovenia.

3 The company's business address is: Zgornji Brnik 130A, 4210 Brnik - Aerodrom. The business address of a company may be amended by the resolution of the company's sole member.

Article 2 BUSINESS ACTIVITY

1 The main company's business activity shall be management, operation and development of airports. The company may also engage in any other lawful activities for which a commercial company may be incorporated under Slovenian law.

2 The registered Company's activities are, as follows:

A Agriculture and hunting, forestry and fishing

01.110 Growing of cereals (except rice), leguminous crops and oil seeds

01.130 Growing of vegetables, melons, roots and tubers

02.100 Silviculture and other forestry activities

C Manufacturing

28.290 Manufacture of other general-purpose machinery (inspection and servicing of fire-fighting apparatus)

30.300 Manufacture of air and spacecraft

E Water supply, sewerage, waste management and remediation activities

37.000 Sewerage

38.110 Collection and removal of non-hazardous waste

F Construction

42.110 Construction of roads and motorways (construction of runways, taxiways and aprons, painting and designation of roads and parking areas)

42.120 Construction of railways and underground railways

42.990 Construction of other civil engineering products (sports facilities)

43.110 Demolition

43.120 Site preparation

43.210 Plumbing, gas and heating installation

43.220 Other construction installation

43.341 Glazing

43.342 Painting

G Wholesale and retail trade, maintenance and repair of motor vehicles

45.200 Maintenance and repair of motor vehicles

46.110 Agents involved in the sale of agricultural raw materials, live animals, textile raw materials and semi-finished goods

46.120 Agents involved in the sale of fuels, ores, metals and industrial chemicals

46.130 Agents involved in the sale of timber and building materials

46.140 Agents involved in sale of machinery, industrial equipment, ships and aircraft

46.150 Agents involved in the sale of furniture, household goods, hardware and ironmongery

46.160 Agents involved in the sale of textiles, clothing, fur, footwear and leather goods

46.170 Agents involved in the sale of food, beverages and tobacco

46.180 Agents specialised in the sale of other particular products

46.190 Agents involved in the sale of a variety of goods

47.110 Retail sale in non-specialised stores with food predominating

47.621 Retail sale of newspapers and magazines

47.789 Other retail in other specialised stores

47.910 Retail sale via mail order houses or via Internet

H Transportation and storage

49.391 Regional and other road transport (transport of passengers at airports)

49.410 Cargo transport by road

51.100 Passenger air transport

51.210 Cargo air transport

52.100 Warehousing and storage

52.210 Service activities incidental to land transportation

52.230 Service activities incidental to air transportation

52.240 Cargo handling

52.290 Other transportation support activities

I Accommodation and food service activities

55.100 Hotels and similar accommodation

56.102 Snack bars and similar establishments

56.290 Other food service activities

56.300 Beverage serving activities

J Information and communication

63.120 Web portals

L Real estate activities

68.200 Renting and operating of own or leased real estate

M Professional, scientific and technical activities

71.111 Architectural planning

71.112 Landscape architecture, urban planning and other planning

71.129 Other engineering activities and technical consultancy

N Administrative and support service activities

77.210 Renting and leasing of recreational and sports goods

79.110 Travel agency activities

79.900 Other reservation service and related activities

80.100 Private security activities

80.300 Investigation activities

P Education

85.590 Other education n.e.c.

R Arts, entertainment and recreation

93.110 Operation of sports facilities (golf courses)

93.120 Activities of sports clubs (golf club)

Article 3 NOMINAL CAPITAL

1 Nominal capital of the company amounts to 15,842,626.44 EUR.

2 The sole member of the company is the company Fraport AG Frankfurt Airport Services Worldwide.

3 The nominal capital of the company consists of one business interest having a nominal value of 15,842,626.44 EUR that is held by the company's sole member.

4 Business interest is not a security. Upon request of its member, the company must issue to such member a statement in writing, evidencing the interest that such member holds in the company.

Article 4 THE SOLE MEMBER

1 The company shall be governed by the sole member. The sole member shall have the ultimate authority over the business of the company.

2 The sole member shall exercise its authorities through resolutions adopted by the authorized representatives of the sole member or, if so decided by the sole member, by the Investor's Committee acting on behalf of the sole member.

3 The sole member has the authority to resolve on any issue with respect to the company, unless such authority is expressly granted to others under the law or this deed on establishment. The sole member shall among other matters resolve also on the following:

(a) examination and verification of the company's ledgers and documentation, its financial and other assets, its inventories and other items;

- (b) approval of the annual report and distribution of the company's profit;
- (c) approval of the company's business plan;
- (d) decision on the payment and return of the subsequent payments;
- (e) decrease or increase in the capital of the company;
- (f) amendment of the deed of establishment;
- (g) appointment of the company's management;
- (h) deciding on the remuneration of the company management's members and performance-related bonuses;
- (i) deciding on granting of discharge to the company' management;
- (j) deciding on non-confidence to the company's management;
- (k) conferring signatory authority in writing on one or more persons, whereby the management must officially register the conferral or revocation of signatory authority;
- (l) appointment of the company's auditor;
- (m) prior approval of certain transactions of the company, if so provided in this deed or on the basis of the resolution of the sole member;
- (n) statutory transformation of the company and its termination.

4 The following transactions of the company require prior approval of the sole member under this deed of establishment:

- (a) any business transaction outside of the approved business plan if the value of such business transaction or a series of business transactions exceeds €50,000 (fifty thousand euros),;
- (b) appointing and removing of senior executive employees of the company
- (c) deciding on the organizational chart and remuneration system of the company
- (d) obtaining of new loans or credits and refinancing of existing loans or credits;
- (e) granting of any loan to a third party;
- (f) entering into any consulting or sponsoring contracts;
- (g) granting any donation outside of the donation budget approved as a part of the business plan;
- (h) formation or acquisition or closure or disposal of the company's subsidiaries.

5 The sole member shall pass its resolutions whenever the need arises, but in any event at least once a year in order to adopt the annual report of the company and to make the final decision on the distribution or reinvestment of the company's profits for each business year of the company and with respect to appointment of the company's auditor.

6 The sole member must record all its resolutions in the Book of Resolutions of the sole member, which shall be certified in accordance with the law by a notary, in order to be valid.

Article 5 Investor's Committee

1 The sole member may authorize the Investor's Committee to exercise all or a part of its authorities listed in the Article 4 in relation to the company on its behalf by the resolution of the sole member on the formation of the Investor's Committee.

2 The Investor's Committee shall consist of 3 to 5 members appointed by the sole member. The decision of the sole member on the appointment of the members of the Investor's Committee shall consist of:

- i. decision on the number of members of the Investor's Committee;
- ii. name and address of the appointed members of the Investor's Committee;
- iii. the term of office of the appointed members of the Investor's Committee.

3 The members of the Investor's Committee shall elect among themselves a chairman.

4 The Investor's Committee shall have those authorities specified in the sole member's resolution on the formation of the Investor's Committee or in the by-laws of the Company, if such by-laws are adopted by the sole member's resolution. The sole member may by its resolution generally authorize the Investor's Committee to exercise all its authorities on its behalf.

5 The Investor's Committee shall decide at its meetings, which may also be held in writing. The quorum at a meeting shall consist of the majority of members being present or in case of a meeting in writing, the majority of members casting their votes. If a decision cannot be reached unanimously, then such a decision is made by majority vote of the present members. In case of tie voting, the chairman of the Investor's Committee shall have a decisive vote.

6 The Investor's Committee shall in principle meet quarterly, but at least semi-annually.

7 If so decided by the sole member, the Company shall (i) reimburse the members of the Investor's Committee for their travel costs and other expenses related to the Investor's Committee's meetings and (ii) compensate the members of the Investor's Committee for their work carried-out to the benefit of the Company in the amount decided by the sole member.

8 A prior written consent of the sole member, which can be adopted also as unanimous Investor's Committee decision, shall be required for each transaction between the company and a member of the Investor's Committee, her/his family member, or any other company in which the member of the Investor's Committee or her/his family members have solely or jointly a share which represents at least 1 per cent of the capital stock of such company, or in which the member of the Investor's Committee or her/his family members are silent partner or entitled to its profit on any other basis.

9 The Investor's Committee shall adopt its own rules of procedure, unless the rules of procedure are contained in the by-laws adopted by the sole member.

10 For avoidance of doubt, any resolution adopted by the Investor's Committee shall be deemed to be adopted by the sole member, and shall be recorded in the company's book of resolutions.

Article 6 MANAGEMENT OF THE COMPANY

1 The daily business of the company shall be conducted by the management of the company. The management shall carry-out the operations of the company, shall be authorized to represent and to act for the company in legal transactions with third parties and shall have other powers, set forth under this deed or by a resolution of the sole member.

2 The management of the company shall consist of one or more managing directors appointed by the sole member. If the management consists of more than one managing director, the sole member shall appoint one of the managing directors as the chief managing director.

3 The sole member may also appoint a procurist.

4 The sole member has a power to remove any of the members of the management at any time, with or without cause.

5 The term of the manager's appointment shall be indefinite, unless provided otherwise in the resolution of the sole member on the manager's appointment, and shall lapse with its removal by the sole member.

6 A prior written consent of the sole member shall be required for each transaction between the company and the manager, her/his family members, or any other company in which the manager or her/his family members have solely or jointly a share which represents at least 1 per cent of the capital stock of such company, or in which the manager or her/his family members are silent partner or entitled to its profit on any other basis.

Article 7 COMPANY REPRESENTATION

1 The Company shall be represented by the management, respecting all limitations specified by this Agreement. The management shall be allowed to bind the Company in transactions listed in the Article 4.4, only after the receipt of sole member's approval of such transaction in writing.

2 If more than one managing director is appointed, or if one managing director and a procurist are appointed, the Company shall be represented jointly by two managing directors or a managing director and a procurist. The sole member may decide that the chief managing director acts for the Company individually.

3 If the Investor's Committee is appointed, the Chairman of the Investor's Committee shall represent the Company in its relations with the managing directors.

Article 8 BUSINESS ADVISORY BOARD

1 The Company may constitute a Business Advisory Board by a special resolution of the Investor's Committee which includes the purpose and the scope of the board and the number and the appointment of the members of the Business Advisory Board.

2 The Business Advisory Board shall have no formal decision-making power. The Investor's Committee and the management of the Company shall consult with the Business Advisory Board on those issues of the Company's business development they deem appropriate. The scope of the Business Advisory Board's activities, responsibilities and authorities shall be decided by the Investor's Committee.

3 The Business Advisory Board shall adopt its own rules of procedure, unless the rules of procedure are contained in the by-laws adopted by the Investor's Committee.

Article 9 BUSINESS YEAR AND ANNUAL REPORT

1 The company's business year shall be equivalent to the calendar year.

2 The sole member shall adopt the annual report and resolve on formation of reserves and on distribution of profits of a company.

3 The annual financial statement of the company shall be audited, unless resolved otherwise by the sole member in accordance with applicable law.

Article 10 DURATION OF THE COMPANY

1 The company is founded for an unlimited period of time.

Article 11 AMENDMENTS

1 Any decision on the amendment of this Deed shall be made by special resolution of the sole member in the form as required by the laws and regulations.

2 Taking into account that this deed and the company in a limited liability form is a result of the corporate form conversion from a joint stock company the limited liability company continues to use all other company acts provided that the latter are not in contradiction with this deed.

Article 12 RESERVES

1 The company shall create Statutory reserves (Slovenian: Statutarne rezerve) under the articles of association insofar as they do not exceed 30% (thirty per cent) of the company's share capital and the Capital reserves.

2 In an individual financial year 20 (twenty) % of the net profit for the financial year minus any amounts used to cover losses, minus the creation of legal reserves shall be earmarked for the creation of Statutory reserves.

3 The Statutory reserves shall be used to cover losses, or to increase the share capital, or for the appropriation of distributable profit.

Zg. Brnik, 18. 07. 2024

Sole member:

Fraport AG Frankfurt Airport Services Worldwide

Investor's Committee


Holger Schaefers

Chairman


Alexander Laukenmann


Tamara Weyer