



## **Ljubljana Airport**

Under the Financial Instruments Market Act and the Rules of the Ljubljana Stock Exchange, the management of Aerodrom Ljubljana, d.d., Zg. Brnik 130a, 4210 Brnik-aerodrom, hereby publishes the decisions adopted by the 16th Annual General Meeting held at the company's headquarters on 22 June 2012.

The AGM was attended by 59.89% of the represented capital during the vote of ordinary no par value shares and by 79.54% of the represented capital during the vote of ordinary no par value shares and participating preference no par value shares.

### **Decisions adopted by the 16th AGM**

#### **1. The opening of the AGM, the establishment of the quorum and the election of the organs of the AGM**

The quorum was established and the proposed bodies of the AGM were elected.

A total of 1,157.823 votes, which corresponds to the same number of shares, were cast for the proposed decision. A total of 1,157,805 shares, or 99.998% of all votes cast, voted for the adoption of this decision. A total of 18 shares, representing 0.002% of all the votes cast, voted against the decision.

#### **2. Report of the Supervisory Board on the results of the review of the annual report for the 2011 fiscal year**

The AGM took note of the report of the Supervisory Board on the review of the 2011 Annual Report for Aerodrom Ljubljana, d.d. and the positive view on the report of the auditing company Deloitte revizija, d.o.o. for the 2011 fiscal year, the verification of the 2011 annual report at the 28th meeting of the Supervisory Board of 11 April 2012 and the report on the remuneration of the members of the Management and Supervisory Boards.

#### **3. Use of distributable profit for the year 2011 and the granting of a discharge to the Management and Supervisory Boards**

3.1. The company's distributable profit under the revised annual report for the 2011 fiscal year, which amounted to EUR 2,628,620.21 as of 31 December 2011, shall be used as follows:

1. EUR 2,626,415.68 of distributable profit shall be allocated for the payment of dividends to the owners of participating preference shares and ordinary no par value shares as follows:

- EUR 1,387,229.12 for dividends to the owners of preferential participating no par value shares (the fixed portion of the dividend is EUR 196,638.40, and the variable portion is EUR 1,190,590.72, or EUR 0.64 per share)
- EUR 1,239,186.56, or EUR 0.64 gross per share, for dividends to the holders of ordinary no par value shares

2. A distributable profit of EUR 2,204.53 euros shall remain unallocated.

A total of EUR 2,626,415.68 in dividends shall be paid out as a lump sum within three months of receipt of the AGM Decision to all shareholders who are entered in the share register with Centralna klirinško-depotna družba d. d., Ljubljana, on the second business day after the AGM, on 27 June 2012.

A total of 1,158,142 votes, which corresponds to the same number of shares, were cast for the proposed decision. A total of 1,152,044 shares, or 99.473% of all votes cast, voted for the adoption of this decision. A total of 6,098 shares, representing 0.527% of all votes cast, voted against this decision.

3.2. The AGM of Aerodrom Ljubljana, d.d. grants a discharge to the Supervisory Board whereby it confirms and approves its work in the 2011 financial year.

A total of 1,096,087 votes, which corresponds to the same number of shares, were cast for the proposed decision. A total of 1,085,079 shares, or 98.996% of all votes cast, voted for the adoption of this decision. A total of 11,008 shares, representing 1.004% of all votes cast, voted against this decision.

3.3. The AGM of Aerodrom Ljubljana, d.d. grants a discharge to the Management Board, whereby it confirms and approves its work in the 2011 financial year.

A total of 1,096,087 votes, which corresponds to the same number of shares, were cast for the proposed decision. A total of 1,083,985 shares, or 98.896% of all votes cast, voted for the adoption of this decision. A total of 12,102 shares, representing 1.104% of all votes cast, voted against this decision.

#### **4. Appointment of the auditor of the company for the audit of the company's operations and financial statements for the 2012 fiscal year**

At the proposal of the Audit Committee and Supervisory Board, the auditing company Deloitte audit d.o.o., Dunajska 165, 1000 Ljubljana, is appointed auditor for the 2012 financial statements.

A total of 3,019,940 votes, which corresponds to the same number of shares, were cast for the proposed decision. A total of 2,986,653 shares, or 98.898% of all votes cast, voted for the adoption of this decision. A total of 33,287 shares, representing 1.102% of all votes cast, voted against this decision.

#### **5. Remuneration of the Supervisory Board of Aerodrom Ljubljana, d.d.**

Supervisory Board members shall receive an attendance fee for attending the meeting amounting to EUR 275 gross per member of the Supervisory Board. Supervisory Board commission members shall receive an attendance fee for attending a commission meeting that amounts to 80% of the attendance fee for attending the meeting of the Supervisory Board per member. The attendance fee for attending correspondence sessions shall amount to 80% of the regular attendance fee. Notwithstanding the above and irrespective of the number of attendances at meetings, an individual member of the Supervisory Board shall be entitled to the payment of attendance fees in a financial year as long as the total amount of attendance fees either in respect of the meetings of the Supervisory Board or in respect of the meetings of Supervisory Board commissions does not reach 50% of the basic pay for the performance of

his/her function for an individual member of the Supervisory Board depending relative to the eligible payments at the annual level.

In addition to attendance fees, Supervisory Board members shall receive basic pay for the performance of their functions amounting to EUR 12,000 gross per year per member, and the president of the Supervisory Board receives EUR 14,400 gross.

Supervisory Board commission members shall receive a fee for the performance of their functions, that amounts to EUR 2,400 gross for each member of the commission and EUR 4,800 gross for the chair of the commission. Supervisory Board and Supervisory Board commission members shall receive basic pay and a fee for the performance of their functions in proportional monthly payments, to which they are entitled as long as they perform their functions. The monthly payment shall amount to one-twelfth of the annual amounts specified above. Each member of a Supervisory Board commission, notwithstanding the above and irrespective of the number of commissions of which he/she is a member or chair, shall be entitled to the payment of an additional fee in a financial year as long as the total amount of such fees does not reach 50% of the basic pay for the performance of his/her function per member of the Supervisory Board relative to the eligible payments at the annual level.

The restriction on the amount of total attendance fee payments or additional fee payments to a member of the Supervisory Board shall not in any way affect his/her obligation to actively participate in all meetings of the Supervisory Board and commissions, of which he/she is a member and his/her statutory responsibility.

Supervisory Board members shall be entitled to a reimbursement of travel costs, daily expenses and accommodation expenses incurred in connection with their work on the Supervisory Board up to the level specified in the regulations governing the reimbursement of work-related costs and other income not forming part of the tax base. Accommodation costs may be reimbursed only if the distance of the permanent or temporary residence of the member of the Supervisory Board or a Supervisory Board commission from the place of work exceeds 100 kilometres, if he/she was unable to return because there were no scheduled public transport rides according to the transport timetable or for other objective reasons.

This Decision shall take effect and be applicable on the date of its adoption by the AGM. It shall supersede Decision No. 5, adopted at the company's 15th AGM on 23 June 2011.

A total of 1,096,087 votes, which corresponds to the same number of shares, were cast for the proposed decision. A total of 1,051,610 shares, or 95.942% of all votes cast, voted for the adoption of this decision. A total of 44,477 shares, representing 4.058% of all votes cast, voted against this decision.

### Anticipated challenging actions

There were no challenging actions.

All decisions were adopted as proposed by the Management Board and the Supervisory Board, except for the decision under item 3.1, where a counterproposal had been made. The counterproposal called for the payment of EUR 0.64 per share instead of EUR 0.43.

The following largest shareholders attended or were represented at the AGM for items 1, 3 and 5 of the agenda:

	Shareholder	Number of shares and number of voting rights	Percentage of all voting rights
1.	Kapitalska družba, d.d.	279,561	14.43
2.	Slovenska odškodninska družba, d.d.	258,958	13.37
3.	Zavarovalnica Triglav, d.d.	151,085	7.80
4.	Publikum Trezor, d. o. o.	101,233	5.22
5.	Republic of Slovenia	63,555	3.28
	TOTAL	854,392	44.10

The following largest shareholders attended or were represented at the AGM for item 4 of the agenda:

	Shareholder	Number of shares and number of voting rights	Percentage of all voting rights
1.	Republic of Slovenia	1,923,853	50.67
2.	Kapitalska družba, d.d.	279,561	7.36
3.	Slovenska odškodninska družba, d.d.	258,958	6.82
4.	Zavarovalnica Triglav, d.d.	151,086	3.98
5.	Publikum Trezor, d. o. o.	101,233	2.67
	TOTAL	2,714,691	71.506

Notification of the decisions adopted by the 16th AGM will be published on the website of the company [www.lju-airport.si](http://www.lju-airport.si) for at least five years starting from 22 June 2012.

Management Board

Zg. Brnik, 22 June 2012