Pursuant to the first paragraph of Article 12 of the Articles of Association of Aerodrom Ljubljana, d.d., at the request of the majority shareholder Fraport AG Frankfurt Airport Services Worldwide, the Management Board of Aerodrom Ljubljana, d.d. is hereby convening and inviting shareholders to attend the

20th general meeting
of Aerodrom Ljubljana, d.d.
to be held on 19 January 2015 at 1.05 pm
at the Aerodrom Ljubljana hall / indoor car park / Zgornji Brnik 130a, Brnik - aerodrom

Agenda:

1. Opening of the general meeting, establishment of quorum, and election of the bodies of the general meeting

Proposed resolution:
The general meeting has been established to be quorate, and the proposed bodies of the general meeting are to be elected.

2. Transfer of minority shareholders’ shares to the principal shareholder

Proposed resolution:
2.1 Fraport AG Frankfurt Airport Services Worldwide, Flughafen, Geb. 162, 60547 Frankfurt am Main, Germany, is the holder of 1,860,298 shares with the ticker symbol AELP and 1,859,872 shares with the ticker symbol AELG, which represents a holding of 97.99% of the share capital of Aerodrom Ljubljana, d.d., and it is therefore the company’s principal shareholder pursuant to Article 384 of the ZGD-1.

2.2 On the day of the entry of this resolution in the companies register, all 76,357 shares with the ticker symbol AELG held by other shareholders (minority shareholders) are to be transferred to the principal shareholder Fraport AG Frankfurt Airport Services Worldwide.

2.3 The consideration to be offered by the principal shareholder to the minority shareholders for the transfer of the shares is EUR 61.75 per share, and is the same as the price per share offered by the principal shareholder in the takeover bid, whose outcome was announced in business newspaper Finance on 24 November 2014.

2.4 The consideration is to fall due for payment on the day of the publication of this resolution in the companies register, and as of the aforementioned day is to be remunerated at an annual rate of 5% until payment.
Information for shareholders:

Access to material for the general meeting, proposed resolutions with explanations, and information in connection with the general meeting

The material for the general meeting including the proposed resolutions with explanations can be viewed by shareholders at the administrative department at the company's registered office on any business day (Monday to Friday), between 10 am and 11 am, as of the day of the publication of the agenda until the day of the general meeting, and on the company's website at www.lju-airport.si. The notice to convene the general meeting has been published on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services, on the website of the Ljubljana Stock Exchange (http://seonet.ljse.si) and on the Info hramba central archive of controlled information. The information specified in the third paragraph of Article 296 of the ZGD-1 and the information about shareholders' rights in connection with the submission of a request to add items to the agenda, the submission of counter-proposals for resolutions and voting proposals, and shareholders' right to information (first paragraph of Article 298, first paragraph of Article 300, Article 301 and Article 305 of the ZGD-1) have been published on the company's website.

In light of the amendments to the Companies Act and the entry into force of the Instructions for the publication of corporate data and bulletins pursuant to the Companies Act, there is no longer any legal basis for the publication of the notice to convene the general meeting in the Official Gazette of the Republic of Slovenia. On the basis of the aforementioned legal facts, the notice to convene the general meeting will not be published in the Official Gazette, notwithstanding that the company's Articles of Association stipulate otherwise, because publication in the Official Gazette is no longer feasible.

Access to material in accordance with the third paragraph of Article 386 of the ZGD-1
The material for the general meeting set out by the third paragraph of Article 386 of the ZGD-1, having regard to Article 68 of the ZPre-1, will be available to shareholders for viewing at the company's registered office.

Shareholders' requests and proposals
Shareholders whose joint holding amounts to one-twentieth of the share capital may request in writing that an additional item be added to the agenda within seven days of publication of the notice to convene the general meeting. Written requests must include the proposed resolution on which the general meeting is to decide, or an explanation of the agenda item when the general meeting is not passing a resolution on the agenda item in question. In accordance with the third paragraph of Article 298 of the ZGD-1, the company's Management Board will publish the additional agenda items regarding which shareholders submitted requests to the company within seven days of the publication of the notice to convene the general meeting. Shareholders may also submit requests to add items to the agenda to the company by email at skupscina@lju-airport.si.

Shareholders may submit proposed resolutions and voting proposals in writing for each item on the agenda. In the same manner that it published the notice to convene the general meeting, the Management Board will publish shareholders’ proposals that are submitted to the company within seven days of the publication of the notice to convene the general meeting, provided that they are reasonably justified and that the proposing shareholder has informed the company of his/her/its intention to object to the proposal of the Management Board or Supervisory Board at the general meeting and to call on other shareholders to vote in favour of his/her/its own proposal.
shareholder’s proposal is published and communicated in the manner specified in Article 296 of the ZGD-1 if the shareholder has sent the company a reasonably justified proposal within seven days of the publication of the notice to convene the general meeting. Shareholders may also submit proposed resolutions to the company by email at skupscina@lju-airport.si.

Requests to add items to the agenda, proposed resolutions and voting proposals that are submitted to the company by email must be sent in scanned form as an attachment, and must contain the handwritten signature of the natural person in question, or of the statutory representative of a legal person, and the stamp or seal of the legal person if used.

The company has the right to verify the identity of the shareholder or proxy submitting a request or proposal by email, and the authenticity of the signature.

**Shareholder’s right to information**

Shareholders may pose questions and request information on matters pertaining to the company at the general meeting when so required for the assessment of agenda items, and may exercise their right to information in accordance with the first paragraph of Article 305 of ZGD-1.

**Conditions under which shareholders may participate in the general meeting and exercise voting rights**

Only those shareholders who register their participation at the general meeting by the end of the fourth day before the opening of the general meeting, i.e. by 15 January 2015 inclusive, and who are registered as shareholders in the central register of dematerialised securities at the end of the fourth day before the opening of the general meeting, i.e. on 15 January 2015, may participate in and exercise their voting rights at the general meeting.

The registration should be sent by post to: Aerodrom Ljubljana, d.d. (for general meeting), Zg. Brnik 130a, 4210 Brnik – aerodrom, Slovenia.

Each shareholder entitled to participate in the general meeting may appoint a proxy to participate in the general meeting and to exercise voting rights on his/her/its behalf. The proxy agreement must be in written form, and must be submitted to the company, where it remains stored. The proxy voting form is available on the company’s website. The proxy agreement may also be submitted to the company by email at skupscina@lju-airport.si, in scanned form as an attachment, and must contain the handwritten signature of the natural person in question, or of the statutory representative of a legal person, and the stamp or seal of the legal person if used.

The company has the right to verify the identity of the shareholder or proxy submitting a request or proposal by email, and the authenticity of the signature. Shareholders, their statutory representatives or their proxies must identify themselves by means of a personal identification document, a written proxy agreement and, for statutory representatives, an extract from the companies register. Shareholders may cancel the proxy agreement in the same manner that it was issued at any time until the day of the general meeting.

Shareholders, their statutory representatives or their proxies must identify themselves by means of a personal identification document, a written proxy agreement and, for statutory representatives, an extract from the companies register. As at the day of the general meeting the company has 1,936,229 ordinary registered no-par-value shares with the ticker symbol AELG and 1,860,298 participating preference no-par-value shares with the ticker symbol AELP. By law, each ordinary share grants its holder one vote at the general meeting.
We kindly ask participants to report to the reception office when they arrive at the general meeting, where their presence will be confirmed by signing the list of shareholders in attendance.  

Bernarda Trebušak  
Member of the Management Board

Dr Iztok Podbregar  
Member of the Management Board

Zmago Skobir  
President of the Management Board

Zg. Brnik, 19 December 2014