

Pursuant to Article 6.3 of the Statute of Terme Čatež company the Management Board hereby convenes

22nd regular Annual General Meeting of Shareholders of Terme Čatež d.d.

**To commence on Tuesday, 5 July 2016 at 11 a.m. at the Company's head office
at Čatež, Topliška c. 35, 8251 Čatež ob Savi,
in the grand conference hall of Terme Hotel**

and having the

AGENDA with the proposed resolutions, as follows:

1. Opening of AGM and establishing the quorum

The quorum of AGM is to be established. The Meeting shall be attended by the Notary Public, Mr. Andrej Dokler.

2. Notification of AGM on the Annual Report of Terme Čatež company and Consolidated Annual Report for 2015, Auditor's Opinion to the Annual Reports and the Report of Supervisory Council thereto. Notification of AGM on remuneration to the Management Board and Supervisory Council in 2015. Notification on balance loss 2015 and its covering-up. Resolution on relief granting to the Management Board and Supervisory Council.

The Annual General Meeting of Shareholders is notified on the Annual Report of Terme Čatež company and Consolidated Annual Report for 2015, Auditor's Opinion to the Annual Reports and the Report of Supervisory Council thereto. The Annual General Meeting of Shareholders is notified on the balance loss 2015 amounting to € 6,888,422; it should not be covered-up. The Annual General Meeting of Shareholders is notified on the remuneration to the Management Board and Supervisory Council in 2015.

Management Board and Supervisory Council suggest to AGM the adoption of following resolution:

Pursuant to Article 294 of the Public Company Law, the AGM of the company grants relief to the Management Board and Supervisory Council for their engagement in the business year 2015

Explanatory statement:

Management Board and Supervisory Council is granted relief for their engagement in the business year 2015.

3. Appointing of certified audit company for 2016

Proposed resolution:

The audit company PKF revizija in svetovanje d.o.o., Kamniška ul. 25, 1000 Ljubljana, is hereby appointed the auditor of financial statements of Terme Čatež company for the year 2015.

Explanatory statement:

The company PKF revizija in svetovanje d.o.o. compiles auditing services to many important Slovenian companies and is an equipollent partner of PKF International, with its head office in London.

4. Appointing of members to Supervisory Council

Supervisory Council propose to AGM the adoption of the resolutions as follows:

Elected to Supervisory Council as the representative of shareholders is Mrs. Vesna Uršič for the mandatory period of 4/four years commencing 17 July 2016.

Explanatory statement:

Mrs. Vesna Uršič, state certified lawyer, has worked at the General Financial Bureau (FURS, Ljubljana, Chamber of Commerce Ljubljana. Her recent employment: ece COMPANY (company for the sales of electric power and other energy sources, consulting and services as consultant to General Affairs Manager).

5. Change of Statute regarding the company's operations

Proposed resolution:

AGM adopts the amendment on the company's operations. Item two one (2.1.) »The company's operations« shall be amended so as to read:

»C 10.110 Meat production, with the exception of poultry
C 10.120 Production of poultry
C 10.130 Production of meat products
C 10.200 Fish, crab and shellfish processing
C 10.310 Production and processing of potatoes
C 10.320 Production of fruit and vegetable juices
C 10.390 Fruit and vegetable processing
C 10.410 Production of oil and grease
C 10.420 Production of vegetable and similar grease (margarine)
C 10.510 Milk and cheese production
C 10.610 Korn grinding (mill)
C 10.620 production of starch and starch based products
C 10.730 Pastry production
C 10.810 Production of sugar
C 10.820 Production of cocoa, chocolate and sweets
C 10.840 Production of spices and other food additives
C 10.850 Catering
C 10.860 Production of homogenized and diet products (food)
C 10.890 Production of other non-listed edibles
J 63.110 Data processing and the operations related thereto
M 74.900 Other non-listed expert and technical operations.«

Explanatory statement:

Terme Čatež company is extending its operations onto catering (food processing) and postal activities (J 63.110, M 74.900) due to closing of the post office at Čatež (subsidiary of Pošta Slovenije).

The right to attend the Annual General Meeting of Shareholders and the voting rights thereon have got the shareholders, who were registered in the Shareholders Register kept by the Central Securities Clearing Corporation in Ljubljana (orig. KDD centralna klirinško depotna družba d.d., Ljubljana) as on the end of fourth day before the convention of the Meeting. The fulfilled registration forms for the participation in the Annual General Meeting shall be accepted three days before the commencement. A shareholder can effectuate his/her right on participation and decisionmaking on AGM in person or by a proxy on the base of a written form (proxy). The registration form and proxy are available on the web-site of Terme Čatež company: www.terme-catez.si

The shareholders can submit their registration form, proxy, demands for the amplification of the Agenda and counter proposals also by e-mail on the address: skupscina@terme-catez.si, in scanned form as an attachment and signed by a natural person or proxy in case of a legal person.

The shareholders having the holding total of one twentieth in equity, can file a demand in written for the extension of Agenda by additional item, in written within seven days after the published notice on convention. The demand should contain a written proposal of the resolution to be decided upon by AGM, or in case when a single proposed resolution of the Agenda has not been adopted, the annotation thereto.

The shareholders can file their proposals or their voting proposals in written to each Item of the Agenda. The Management of Terme Čatež company will publish those proposals in the same way or manner like the convention of the Annual General Meeting of Shareholders, if only the proposals had been reasonably justified and submitted to the company within seven days from the published convention notice of this AGM. This being the case, the shareholder will also inform the Management Board and the Supervisory Board, that he/she is going to object their proposals and make use of his/her right to convince the other shareholders to vote for him/her.

The Management of the company shall pursuant to Paragraph 3, Article 298 of the Public Company Law (ZGD-1) after the due seven-day notice publish the proposals of shareholders from Paragraph 1, Article 298, Paragraph 1 Article 300 and Article 301 of the Public Company Law (ZGD-1).

On the Meeting, questions and demands for issues of the company can be brought-up by the shareholders, if those are required for the assessment of single Items or for the sake of effectuation of the shareholders' right on information pursuant to Article 305 of the Public Company Law (ZGD-1).

The comprehensive material for the Annual General Meeting of Shareholders with the proposed resolutions and Annotations thereto, as well as the Annual Report and the Report of Supervisory Board, shall be available to shareholders for inspection at the Head Office of the Company every business day from 9 to 12 a.m. as on the day the Annual General Meeting of Shareholders was convened until and inclusive the day of its commencement. The proposed resolutions with the Annotations are also released on the company's website: www.terme-catez.si, where also the other information pursuant to Paragraph 3, Article 296 of ZGD-1 as well as the shareholders' rights pursuant to Paragraph 1, Article 298, Paragraph 1, Articles 300, 301 and 305 of ZGD-1, and on the official website of the Ljubljana Stock Exchange: www.seonet.ljse.si, as on the day the Annual General Meeting of Shareholders was convened until the day of its commencement.

The equity of Terme Čatež company is divided into 497,022 shares, whereby the number total of the shares with voting rights amounts to 490,182 shares. All of the shares are of the same class, 6,840 shares (treasury shares) have got no voting rights.

The registration of participants to the Annual General Meeting shall commence one hour before the Meeting. Upon the registration, a registered shareholder can be asked to present his personal

document (ID-card), written proxy, a legal representative also an official copy from the Company Register or any other appropriate certificate approving his authorized status on the Meeting.

If the Annual General Meeting does not have the quorum, the AGM shall be repeated one hour after the time specified for its beginning (i.e. at 12 a.m.) in the same premises, having the same Agenda and having the quorum regardless of the proportion of equity represented.«

*Bojan Petan
General Manager*