

## Disclosure of information on supervisory measure imposed on 3 July 2018

<b>Information on person responsible for breach</b>	
Business name and registered office of legal person	<p>Alea Iacta, igre na srečo in gostinstvo, d.o.o., Šmartinska cesta 152, 1000 Ljubljana,</p> <p>Astraea Investicije Dva, gostinstvo, igre na srečo, trgovina, promet, najem, poslovanje z nepremičninami, d.o.o., Šmartinska cesta 152, 1000 Ljubljana,</p> <p>Reit investicije d.o.o., Šmartinska cesta 152, 1000 Ljubljana,</p> <p>Siri Investicije, nepremičnine in druge storitve, d.o.o., Pohorska ulica 23, 2000 Maribor,</p> <p>Astraea Investicije Ena, gostinstvo, igre na srečo, trgovina, promet, najem, poslovanje z nepremičninami d.o.o., Ulica borcev 1b, 2000 Maribor,</p> <p>Uprafin, dejavnost uprav podjetij d.o.o., Na griču 1, 2000 Maribor,</p> <p>Sekavčnik in družbenik poslovne storitve d.n.o., Finžgarjeva ulica 6, 1000 Ljubljana, and</p> <p>PRE, Podjetje za trgovino in gostinske storitve, d.o.o., Jarnikova ulica 6, 1000 Ljubljana (hereinafter: the undertakings).</p>
<b>Information on breach</b>	
Description of circumstances and conduct entailing breach of ZBan-2 or Regulation (EU) No 575/2013	<p>The undertakings are acting in concert, for which reason they are deemed to have concluded a qualifying shareholders' agreement in accordance with the second and third paragraphs of Article 60 of the ZBan-2.</p> <p>The undertakings together held a qualifying holding in the amount of 33.12% in the savings bank as at 3 July 2018, for which they had not obtained the requisite authorisation in accordance with the first paragraph of Article 60 of the ZBan-2.</p>
Nature of identified breaches	Ownership of a qualifying holding in a savings bank without obtaining an authorisation for the holding.
Operational part of the decision by which the relevant proceedings are completed	
<p>1. The undertakings:</p> <ul style="list-style-type: none"> <li>- Alea Iacta, igre na srečo in gostinstvo, d.o.o., Šmartinska cesta 152, 1000 Ljubljana (Alea Iacta d.o.o.), whose owner and statutory representative is ■.</li> <li>- Astraea Investicije Dva, gostinstvo, igre na srečo, trgovina, promet, najem, poslovanje z nepremičninami, d.o.o., Šmartinska cesta 152, 1000 Ljubljana (Astraea Investicije Dva d.o.o.), whose owner and statutory representative is ■.</li> <li>- Reit investicije, d.o.o., Šmartinska cesta 152, 1000 Ljubljana, (Reit d.o.o.), whose owner and statutory representative is ■.</li> <li>- Siri Investicije, nepremičnine in druge storitve, d.o.o., Pohorska ulica 23, 2000 Maribor (Siri Investicije d.o.o.), whose owner and statutory representative is ■.</li> <li>- Astraea Investicije Ena, gostinstvo, igre na srečo, trgovina, promet, najem, poslovanje z nepremičninami d.o.o., Ulica borcev 1b, 2000 Maribor (Astraea Investicije Ena d.o.o.), whose owner and statutory representative is ■.</li> <li>- Uprafin, dejavnost uprav podjetij d.o.o., Na griču 1, 2000 Maribor (Uprafin d.o.o.), whose owner and statutory representative is ■.</li> <li>- Sekavčnik in družbenik poslovne storitve d.n.o., Finžgarjeva ulica 6, 1000 Ljubljana (Sekavčnik in družbenik d.n.o.), whose owners and statutory representatives are ■ and ■.</li> <li>- PRE, Podjetje za trgovino in gostinske storitve, d.o.o., Jarnikova ulica 6, 1000 Ljubljana (PRE d.o.o.), whose owner and statutory representative is ■.</li> </ul>	

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together held 38,371 ordinary shares in the savings bank with the ticker symbol LONR, or 33.12% of the savings bank's capital, as at 3 July 2018, as follows:

- Alea Iacta d.o.o.: 8,716 shares, which represents a holding of 7.52% in the savings bank's capital,
- Astraea Investicije Dva d.o.o.: 402 shares, which represents a holding of 0.35% in the savings bank's capital,
- Reit d.o.o.: 4,348 shares, which represents a holding of 3.75% in the savings bank's capital,
- Siri Investicije d.o.o.: 9,751 shares, which represents a holding of 8.42% in the savings bank's capital,
- Astraea Investicije Ena d.o.o.: 9,537 shares, which represents a holding of 8.23% in the savings bank's capital,
- Uprafin d.o.o.: 1,478 shares, which represents a holding of 1.28% in the savings bank's capital,
- Sekavčnik in družbenik d.n.o.: 2,830 shares, which represents a holding of 2.44% in the savings bank's capital, and
- PRE d.o.o.: 1,309 shares, which represents a holding of 1.13% in the savings bank's capital.

2. The Bank of Slovenia finds that because:

- they are related via close family relationships on the part of their individual owners: ■ is the father of ■, and ■ is the domestic partner of ■;
- they have the same statutory representatives as other undertakings referred to in point 1 of this order at the savings bank's general meetings:
  - o ■ acted as statutory representative of Alea Iacta d.o.o. and Astraea Investicije Dva d.o.o. at the savings bank's 31<sup>st</sup> general meeting of 12 June 2017,
  - o ■ acted as statutory representative of Reit d.o.o. and Astraea Investicije Dva d.o.o. at the savings bank's 32<sup>nd</sup> general meeting of 14 December 2017,
  - o ■ acted as statutory representative of Siri Investicije d.o.o. at the savings bank's 32<sup>nd</sup> and 33<sup>rd</sup> general meetings of 14 December 2017 and 8 May 2018 respectively;
- they jointly submit requests for the approval of certain activities:
  - o Uprafin d.o.o., Astraea Investicije Ena d.o.o. and Oklev d.o.o. jointly submitted a request on 4 October 2016 for approval of a concession for gambling and betting activities (via Viva d.o.o.<sup>1</sup>),
  - o Astraea Investicije Ena d.o.o. and Uprafin d.o.o. jointly submitted a request on 21 December 2016 for approval of a concession for gambling and betting activities (via Viva d.o.o.);
- they are interconnected via ownership and governance (including sequentially):
  - o Alea Iacta d.o.o. and its related party ■ via 3-D Logistika d.o.o.<sup>2</sup> with Reit d.o.o. and Astraea Investicije Ena d.o.o.,
  - o Astraea Investicije Ena d.o.o. and its related party ■ via 3-D Logistika d.o.o., Kolosej zabavni centri d.o.o. (in bankruptcy),<sup>3</sup> Probonus d.o.o.,<sup>4</sup> Astraea d.o.o.,<sup>5</sup> 1 Click s.r.o.

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<sup>1</sup> Viva Gostinstvo, trgovina, storitve d.o.o., Volčja Draga 61, 5293 Volčja Draga

<sup>2</sup> 3-D Logistika, uvozi in izvozi, d.o.o., Šmartinska cesta 152, 1000 Ljubljana

<sup>3</sup> Kolosej zabavni centri, družba za prikazovanje filmov, d.o.o.(in bankruptcy), Šmartinska cesta 152, Ljubljana

<sup>4</sup> Probonus, nepremičnine in druge storitve, d.o.o., Na griču 1, Maribor

- and Cratos d.o.o.<sup>6</sup> with PRE d.o.o., Astraea Investicije Dva d.o.o. and Uprafin d.o.o., and indirectly with Alea Iacta d.o.o. and Reit d.o.o.,
- Reit d.o.o. and its related party ■ via 3-D Logistika with Alea Iacta d.o.o., Astraea Investicije Ena d.o.o., and via Affectus,<sup>7</sup> MB Tobak,<sup>8</sup> Kinematografi Maribor<sup>9</sup> and Zabavna znanost<sup>10</sup> with PRE d.o.o.,
  - Siri Investicije d.o.o. and Uprafin and their related parties ■ and ■ via Probonus and Cratos with Astraea Investicije Ena d.o.o. and indirectly with Alea Iacta d.o.o., Reit d.o.o. and PRE d.o.o.,
  - Astraea Investicije Dva d.o.o. and its related party ■ with Alea Iacta d.o.o., via Astraea d.o.o. with Astraea Investicije Ena d.o.o., and via Astraea Investicije Tri<sup>11</sup> and KD Group<sup>12</sup> with ■ and his related undertaking Sekavčnik in družbeniki d.o.o.,
  - Sekavčnik in družbenik d.n.o. and its related parties ■ and ■ via Astraea Investicije Tri d.o.o. with ■ and his related undertaking Astraea Investicije Dva d.o.o., via PM & A FA finančno svetovanje,<sup>13</sup> PM & A investicijsko podjetje,<sup>14</sup> KD Group and KD d.d.<sup>15</sup> with ■ and his related undertaking Alea Iacta d.o.o., PRE d.o.o. and Astraea Investicije Ena d.o.o.,
  - PRE d.o.o. and its related party ■ via 3-D Logistika and Kolosej zabavni centri d.o.o. (in bankruptcy) with Astraea Investicije Ena d.o.o., via KD d.d. with Sekavčnik in družbenik d.n.o., via Affectus, MB Tobak and Kinematografi Maribor with ■ and his related undertaking Reit d.o.o., and via Zabavna znanost and Kolosej zabavni centri d.o.o. (in bankruptcy) with ■ and his related undertaking Alea Iacta d.o.o.;
- at the savings bank's general meetings (consecutively) they propose substantively similar and complementary resolutions:
    - on 9 April 2018 Siri Investicije d.o.o. proposed the appointment of ■ as a member of the supervisory board (vacant position),
    - on 10 April 2018 Alea Iacta d.o.o. proposed the dismissal of two existing members of the supervisory board (■ and ■), and the appointment of ■ and ■ in their place, which would provide the undertakings with a majority on the supervisory board (subject to the approval of all proposals);
  - they have submitted complementary legal remedies against the general meeting resolution on the second round of recapitalisation:
    - on 31 May 2018 Alea Iacta d.o.o. lodged an appeal against the resolution on the entry of changes in the companies register,
    - on 1 June 2018 Siri Investicije d.o.o. filed a lawsuit to find the entry of changes in the companies register null and void, and a motion to issue a temporary order;
  - they entered the ownership of the savings bank in sequence, then upon approaching 10% of the ownership of the savings bank they transferred shares to undertakings that were gradually entering the ownership of the savings bank:

<sup>5</sup> Astraea, gostinstvo, igre na srečo, trgovina, promet, najem, poslovanje z nepremičninami, druge poslovne dejavnosti in storitve d.n.o., Ulica borcev 1b, Maribor

<sup>6</sup> Cratos, gostinstvo in turizem d.o.o., Na griču 1, Maribor

<sup>7</sup> Affectus, gostinstvo, trgovina in storitve d.o.o., Šmartinska cesta 152, 1000 Ljubljana

<sup>8</sup> MB Tobak trgovina in tobak d.o.o., Ulica kneza Koclja 36, 2000 Maribor

<sup>9</sup> Kinematografi Maribor podjetje za prikazovanje filmov d.o.o. (in liquidation), Loška ulica 13, 2000 Maribor

<sup>10</sup> Zabavna znanost, laserske igre in druge dejavnosti za sprostitev, d.o.o., Šmartinska cesta 152, 1000 Ljubljana

<sup>11</sup> Astraea Investicije Tri, igre na srečo in poslovne storitve d.o.o., Šmartinska cesta 152, Ljubljana

<sup>12</sup> KD Group, finančna družba, d.d., Dunajska cesta 63, 1000 Ljubljana

<sup>13</sup> PM & A FA finančno svetovanje d.o.o. Celovška cesta 206, 1000 Ljubljana

<sup>14</sup> PM & A investicijsko podjetje d.o.o. Ljubljana, Celovška cesta 206, 1000 Ljubljana

<sup>15</sup> KD, finančna družba, d.d., Dunajska cesta 63, 1000 Ljubljana

- Alea Iacta d.o.o. entered the ownership of the savings bank on 1 February 2017, Astraera Investicije Dva d.o.o. on 20 March 2017, Siri Investicije d.o.o. on 26 June 2017, Reit d.o.o. on 5 October 2017, Astraera Investicije Ena d.o.o. on 23 February 2018, PRE d.o.o. on 9 April 2018, Sekavčnik in družbenik d.n.o. on 3 May 2018 and Uprafin d.o.o. on 18 May 2018;
- when approaching or exceeding a 10% holding, they transfer the shares in excess of the aforementioned percentage that constitutes a qualifying holding in the ownership or share capital of the savings bank to another of the undertakings:
  - Alea Iacta d.o.o. transferred 670 shares to Astraera Investicije Dva d.o.o. on 24 March 2017 and 350 shares to Reit d.o.o. on 27 November 2017,
  - Siri Investicije d.o.o. transferred 1,478 shares to Uprafin d.o.o. on 18 May 2018;
- after receiving the Order on the disposal of shares referenced PBH-24.50-009/18-001 of 17 April 2018, Alea Iacta d.o.o. and Astraera Investicije Dva d.o.o. very quickly transferred the shares in excess of a 10% holding to another of the undertakings referred to in point 1 of this order with whom they are acting in concert, despite a three-month deadline for disposal:
  - Alea Iacta d.o.o. transferred 2,830 shares in the savings bank to Sekavčnik in družbenik d.n.o. on 3 May 2018,
  - Astraera Investicije Dva d.o.o. transferred 764 shares in the savings bank to Astraera Investicije Ena d.o.o. on 3 May 2018;
- they use the funds of other undertakings referred to in point 1 of this order or other undertakings that are related by ownership or are interconnected with the undertakings referred to in point 1 of this order to purchase shares in the savings bank, as follows:
  - Reit d.o.o. provided Alea Iacta d.o.o. and ■■■ with funds for subscription to shares in the savings bank,
  - ■■■ via a loan to ■■■ for the purchase of shares in the savings bank,
  - Astraera d.o.o. and Probonus d.o.o. via transfers to Astraera Investicije Ena d.o.o. for the purchase of shares in the savings bank,
  - Uprafin d.o.o. and ■■■ s.p. to Siri Investicije d.o.o. for subscription to shares in the savings bank;
- they voted in concert (identically) on all agenda items at the 32<sup>nd</sup> and 33<sup>rd</sup> general meetings of 14 December 2017 and 8 May 2018 respectively;

the undertakings referred to in point 1 of this order are acting in concert, and therefore in accordance with the second and third paragraphs of Article 60 of the ZBan-2 in connection with Article 2 of the Regulation on the application of the Joint Guidelines on the prudential assessment of acquisitions and increases of qualifying holdings in the financial sector and point 4 of Chapter 1 of Title II of the Joint Guidelines on the prudential assessment of acquisitions and increases of qualifying holdings in the financial sector, which were issued on 20 December 2016 by the European Banking Authority, are deemed to have entered into a qualifying shareholders' agreement.

3. The undertakings referred to in point 1 of this order, which together held a qualifying holding in the amount of 33.12% in the savings bank as at 3 July 2018, failed to obtain an authorisation to acquire a qualifying holding in the savings bank before acquiring the qualifying holding in accordance with the first paragraph of Article 60 of the ZBan-2, for which reason as holders of shares in the savings bank in contravention of the ZBan-2 they are deemed ineligible holders, and in accordance with the first and second paragraphs of Article 73 of the ZBan-2 they may not, by law, exercise voting rights attached to the shares in excess of a total holding of 10% minus one share.
4. Because the undertakings referred to in point 1 of this order, as ineligible holders, failed to submit,

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within one month of the day that they began acting in concert or the day that they entered into a shareholder agreement, i.e. the acquisition of the shares in the savings bank, or from 8 May 2018 at the latest, a request for the granting of an authorisation to acquire a qualifying holding in the savings bank, in accordance with the first paragraph of Article 267 of the ZBan-2 the Bank of Slovenia is issuing them with an order to dispose of the shares that they hold in contravention of the ZBan-2. The undertakings referred to in point 1 of this order shall dispose of the shares that they hold together in excess of 10% minus one share of the savings bank's capital (a qualifying holding) within four months of receiving this order, and shall submit a report on the disposal of the shares encompassing the following to the Bank of Slovenia by the aforementioned deadline:

- evidence of the disposal; and
- information on the acquirer or acquirers of the shares.

5. In accordance with Article 277 of the ZBan-2, the following information in connection with this supervisory measure shall be published on the Bank of Slovenia website after these proceedings have been completed:

- information on the persons responsible for the breach:
  - the business name and registered office of the legal person;
- information on the breach:
  - a description of the circumstances and conduct entailing a breach of the ZBan-2 or Regulation (EU) No 575/2013,
  - the nature of the identified breaches;
- the operational part of the decision by which the relevant proceedings are completed; and

information as to whether judicial protection proceedings have been initiated against the decision in accordance with the ZBan-2.

Alea Iacta d.o.o., Astraea Investicije Dva d.o.o., Reit d.o.o., Siri Investicije d.o.o., Astraea Investicije Ena d.o.o., Uprafin d.o.o. and PRE d.o.o. lodged an objection against the order by the relevant deadline. The Bank of Slovenia issued the Decision to refuse the objection referenced PBH-24.50-010/18-02 on 22 October 2018.

Information as to whether judicial protection proceedings have been initiated against the decision in accordance with the ZBan-2

After the filing of a lawsuit, the decision on the objection is set aside in the part relating to Alea Iacta d.o.o., and is returned to Banka Slovenije for repeat proceedings.