Neuradno prečiščeno besedilo Zakona o gospodarskih družbah obsega:

- Zakon o gospodarskih družbah – ZGD-1 (Uradni list RS, št. 42/06 z dne 19. 4. 2006),
- Popravek Zakona o gospodarskih družbah – ZGD-1 (Uradni list RS, št. 60/06 z dne 9. 6. 2006),
- Zakon o spremembah in dopolnitvah Zakona o sodelovanju delavcev pri upravljanju – ZSDU-B (Uradni list RS, št. 26/07 z dne 23. 3. 2007),
- Zakon o spremembah in dopolnitvah Zakona o sodnem registru – ZSReg-B (Uradni list RS, št. 33/07 z dne 13. 4. 2007),
- Zakon o trgu finančnih instrumentov – ZTFI (Uradni list RS, št. 67/07 z dne 27. 7. 2007),
- Zakon o spremembah in dopolnitvah Zakona o gospodarskih družbah – ZGD-1A (Uradni list RS, št. 10/08 z dne 30. 1. 2008),
- Zakon o spremembah in dopolnitvah Zakona o gospodarskih družbah – ZGD-1B (Uradni list RS, št. 68/08 z dne 8. 7. 2008),
- Zakon o spremembah in dopolnitvah Zakona o gospodarskih družbah – ZGD-1C (Uradni list RS, št. 42/09 z dne 5. 6. 2009),
- Zakon o gospodarskih družbah – uradno prečiščeno besedilo – ZGD-1-UPB3 (Uradni list RS, št. 65/09 z dne 14. 8. 2009),
- Zakon o dopolnitvah Zakona o gospodarskih družbah – ZGD-1D (Uradni list RS, št. 33/11 z dne 3. 5. 2011),
- Zakon o dopolnitvah Zakona o gospodarskih družbah – ZGD-1E (Uradni list RS, št. 91/11 z dne 14. 11. 2011),

The unofficial consolidated version of the Companies Act comprises:

- Companies Act – ZGD-1 (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 42/06 of 19 April 2006),
- Corrigendum to the Companies Act – ZGD-1 (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 60/06 of 9 June 2006),
- Act Amending the Worker Participation in Management Act – ZSDU-B (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 26/07 of 23 March 2007),
- Act Amending the Court Register of Legal Entities Act – ZSReg-B (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 33/07 of 13 April 2007),
- Financial Instruments Market Act – ZTFI (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 67/07 of 27 July 2007),
- Act Amending the Companies Act – ZGD-1A (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 10/08 of 30 January 2008),
- Act Amending the Companies Act – ZGD-1B (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 68/08 of 8 July 2008),
- Act Amending the Companies Act – ZGD-1C (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 42/09 of 5 June 2009),
- Companies Act – Official Consolidated Text – ZGD-1-UPB3 (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 65/09 of 14 August 2009),
- Act Amending the Companies Act – ZGD-1D (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 33/11 of 3 May 2011),
- Act Amending the Companies Act – ZGD-1E (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 91/11 of 14 November

- Zakon o spremembah in dopolnitvah Zakona o gospodarskih družbah – ZGD-1F (Uradni list RS, št. 32/12 z dne 4. 5. 2012),
- Zakon o spremembah in dopolnitvah Zakona o gospodarskih družbah – ZGD-1G (Uradni list RS, št. 57/12 z dne 27. 7. 2012),
- Odločbo o razveljavitvi prvega do četrtega odstavka 10.a člena in četrtega odstavka 10.b člena ter o delni razveljavitvi sedmega odstavka 10.a člena Zakona o gospodarskih družbah, in o ugotovitvi, da peti in šesti odstavek 10.a člena, del sedmega odstavka 10.a člena ter prvi do tretji odstavek 10.b člena in dvanajsta alineja 50. člena Zakona o gospodarskih družbah v delu, ki se nanaša na prvi in drugi odstavek 10.b člena Zakona o gospodarskih družbah, niso v neskladju z Ustavo (Uradni list RS, št. 44/13 z dne 24. 5. 2013),
- Zakon o spremembah in dopolnitvah Zakona o gospodarskih družbah – ZGD-1H (Uradni list RS, št. 82/13 z dne 8. 10. 2013),
- Zakon o spremembah in dopolnitvah Zakona o gospodarskih družbah – ZGD-1I (Uradni list RS, št. 55/15 z dne 24. 7. 2015),
- Zakon o spremembah in dopolnitvah Zakona o gospodarskih družbah – ZGD-1J (Uradni list RS, št. 15/17 z dne 31. 3. 2017),
- Zakon o poslovni skrivnosti – ZPosS (Uradni list RS, št. 22/19 z dne 5. 4. 2019).

Z A K O N
O GOSPODARSKIH DRUŽBAH (ZGD-1)

(neuradno prečiščeno besedilo št. 16)

I. DEL

SKUPNE DOLOČBE

Prvo poglavje

SPLOŠNO

2011),
- Act Amending the Companies Act – ZGD-1F (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 32/12 of 4 May 2012),
- Act Amending the Companies Act – ZGD-1G (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 57/12 of 27 July 2012),
- Decision abrogating paragraphs one to four of Article 10a and paragraph four of Article 10b and partially abrogating paragraph seven of Article 10a of the Companies Act and establishing that paragraphs five and six of Article 10a, part of paragraph seven of Article 10a and paragraphs one to three of Article 10b and indent twelve of Article 50 of the Companies Act, to the extent that they are referring to paragraphs one and two of Article 10b, are not inconsistent with the Constitution (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 44/13 of 24 May 2013),
- Act Amending the Companies Act – ZGD-1H (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 82/13 of 8 October 2013),
- Act Amending the Companies Act – ZGD-1I (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 55/15 of 24 July 2015),
- Act Amending the Companies Act – ZGD-1J (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 15/17 of 31 March 2017),
- Trade Secrets Act – ZposS (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 22/19 of 5 April 2019).

C O M P A N I E S A C T
(ZGD-1)

(Unofficial consolidated version No. 16)

PART I

COMMON PROVISIONS

Chapter One

GENERAL

1. člen
(vsebina zakona)

Ta zakon določa temeljna statusna korporacijska pravila ustanovitve in poslovanja gospodarskih družb, samostojnih podjetnikov posameznikov in samostojnih podjetnic posameznic (v nadaljnjem besedilu: podjetnik), povezanih oseb, gospodarskih interesnih združenj, podružnic tujih podjetij in njihovega statusnega preoblikovanja.

2. člen
(prenos direktiv in izvajanje uredb Evropske unije)

(1) S tem zakonom se v pravni red Republike Slovenije prenašajo naslednje direktive Evropske unije:

- Šesta direktiva Sveta z dne 17. decembra 1982 o delitvi delniških družb, ki temelji na členu 54(3)(g) Pogodbe (UL L št. 378 z dne 31. 12. 1982, str. 47), zadnjič spremenjena z Direktivo 2014/59/EU Evropskega parlamenta in Sveta z dne 15. maja 2014 o vzpostavitvi okvira za sanacijo ter reševanje kreditnih institucij in investicijskih podjetij ter o spremembi Šeste direktive Sveta 82/891/EGS ter direktiv 2001/24/ES, 2002/47/ES, 2004/25/ES, 2005/56/ES, 2007/36/ES, 2011/35/EU, 2012/30/EU in 2013/36/EU in uredb (EU) št. 1093/2010 ter (EU) št. 648/2012 Evropskega parlamenta in Sveta (UL L št. 173 z dne 12. 6. 2014, str. 190), (v nadaljnjem besedilu: Direktiva 82/891/EU),

- Enajsta direktiva Sveta z dne 21. decembra 1989 o razkritjih podružnic, ki jih v državi članici odprejo nekatere oblike družb za katere velja zakonodaja druge države (UL L št. 395 z dne 30. 12. 1989, str. 36), zadnjič spremenjena z Direktivo 2012/17/EU Evropskega parlamenta in Sveta z dne 13. junija 2012 o spremembi Direktive Sveta 89/666/EGS ter direktiv 2005/56/ES in 2009/101/ES Evropskega parlamenta in Sveta glede povezovanja centralnih in trgovinskih registrov ter registrov družb (UL L št. 156 z dne 16. 6. 2012, str. 1), (v nadaljnjem besedilu: Direktiva 89/666/EU),

- Direktiva Evropskega parlamenta in Sveta 2005/56/ES z dne

Article 1
(Subject of the Act)

This Act lays down the fundamental corporate status rules for the formation and operation of commercial companies and individual sole traders (hereinafter: sole traders), associated persons, economic interest groupings, branches of foreign companies and changes of their legal status.

Article 2
(Transposition of Directives and Implementation of Regulations of the European Community)

(1) This Act transposes the following European Union Directives into the legislation of the Republic of Slovenia:

- Sixth Council Directive 82/891/EEC of 17 December 1982 based on Article 54 (3) (g) of the Treaty, concerning the division of public limited liability companies (OJ L 378, 31.12.1982, p. 47), last amended by Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms and amending Council Directive 82/891/EEC, and Directives 2001/24/EC, 2002/47/EC, 2004/25/EC, 2005/56/EC, 2007/36/EC, 2011/35/EU, 2012/30/EU and 2013/36/EU, and Regulations (EU) No 1093/2010 and (EU) No 648/2012, of the European Parliament and of the Council (OJ L 173, 12.6.2014, p. 190), (hereinafter: Directive 82/891/EU),
- Eleventh Council Directive 89/666/EEC of 21 December 1989 concerning disclosure requirements in respect of branches opened in a Member State by certain types of company governed by the law of another State (OJ L 395, 30.12.1989, p. 36), last amended by Directive 2012/17/EU of the European Parliament and of the Council of 13 June 2012 amending Council Directive 89/666/EEC and Directives 2005/56/EC and 2009/101/EC of the European Parliament and of the Council as regards the interconnection of central, commercial and companies registers (OJ L 156, 16.6.2012, p. 1), (hereinafter: Directive 89/666/EU),
- Directive 2005/56/EC of the European Parliament and of the Council

26. oktobra 2005 o čezmejnih združitvah kapitalskih družb (UL L št. 310 z dne 25. 11. 2005, str. 1), zadnjič spremenjena z Direktivo 2014/59/EU Evropskega parlamenta in Sveta z dne 15. maja 2014 o vzpostavitvi okvira za sanacijo ter reševanje kreditnih institucij in investicijskih podjetij ter o spremembi Šeste direktive Sveta 82/891/EGS ter direktiv 2001/24/ES, 2002/47/ES, 2004/25/ES, 2005/56/ES, 2007/36/ES, 2011/35/EU, 2012/30/EU in 2013/36/EU in uredb (EU) št. 1093/2010 ter (EU) št. 648/2012 Evropskega parlamenta in Sveta (UL L št. 173 z dne 12. 6. 2014, str. 190), (v nadaljnjem besedilu: Direktiva: 2005/56/ES),

- Direktiva 2007/36/ES Evropskega parlamenta in Sveta z dne 11. julija 2007 o uveljavljanju določenih pravic delničarjev družb, ki kotirajo na borzi (UL L št. 184 z dne 14. 7. 2007, str. 17), zadnjič spremenjena z Direktivo 2014/59/EU Evropskega parlamenta in Sveta z dne 15. maja 2014 o vzpostavitvi okvira za sanacijo ter reševanje kreditnih institucij in investicijskih podjetij ter o spremembi Šeste direktive Sveta 82/891/EGS ter direktiv 2001/24/ES, 2002/47/ES, 2004/25/ES, 2005/56/ES, 2007/36/ES, 2011/35/EU, 2012/30/EU in 2013/36/EU in uredb (EU) št. 1093/2010 ter (EU) št. 648/2012 Evropskega parlamenta in Sveta (UL L št. 173 z dne 12. 6. 2014, str. 190), (v nadaljnjem besedilu: Direktiva 2007/36/EU),

- Direktiva 2009/38/ES Evropskega parlamenta in Sveta z dne 6. maja 2009 o ustanovitvi Evropskega sveta delavcev ali uvedbi postopka obveščanja in posvetovanja z delavci v družbah ali povezanih družbah na območju Skupnosti (UL L št. 122 z dne 16. 5. 2009, str. 28; v nadaljnjem besedilu: Direktiva 2009/38/ES),

- Direktiva 2009/101/ES Evropskega parlamenta in Sveta z dne 16. septembra 2009 o uskladitvi zaščitnih ukrepov za varovanje interesov družbenikov in tretjih oseb, ki jih države članice zahtevajo od gospodarskih družb v skladu z drugim pododstavkom člena 48 Pogodbe, zato da se oblikujejo zaščitni ukrepi z enakim učinkom v vsej Skupnosti (UL L št. 258 z dne 1. 10. 2009, str. 11), zadnjič spremenjena z Direktivo Sveta 2013/24/EU z dne 13. maja 2013 o prilagoditvi nekaterih direktiv na področju prava družb zaradi pristopa Republike Hrvaške (UL L št. 158 z dne 10. 6. 2013, str. 365), (v nadaljnjem besedilu: Direktiva 2009/101/ES),
- Direktiva 2009/102/ES Evropskega parlamenta in Sveta z dne 16. septembra 2009 na področju prava družb o družbah z omejeno

of 26 October 2005 on cross-border mergers of limited liability companies (OJ L 310, 25.11.2005, p. 1), last amended by Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms and amending Council Directive 82/891/EEC, and Directives 2001/24/EC, 2002/47/EC, 2004/25/EC, 2005/56/EC, 2007/36/EC, 2011/35/EU, 2012/30/EU and 2013/36/EU, and Regulations (EU) No 1093/2010 and (EU) No 648/2012, of the European Parliament and of the Council (OJ L 173, 12.6.2014, p. 190), (hereinafter: Directive 2005/56/EC),

- Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies (OJ L 184, 14.7.2007, p. 17), last amended by Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms and amending Council Directive 82/891/EEC, and Directives 2001/24/EC, 2002/47/EC, 2004/25/EC, 2005/56/EC, 2007/36/EC, 2011/35/EU, 2012/30/EU and 2013/36/EU, and Regulations (EU) No 1093/2010 and (EU) No 648/2012, of the European Parliament and of the Council (OJ L 173, 12.6.2014, p. 190), (hereinafter: Directive 2007/36/EU),
- Directive 2009/38/EC of the European Parliament and of the Council of 6 May 2009 on the establishment of a European Works Council or a procedure in Community-scale undertakings and Community-scale groups of undertakings for the purposes of informing and consulting employees (OJ L 122, 16.5.2009, p. 28; hereinafter: Directive 2009/38/EC),
- Directive 2009/101/EC of the European Parliament and of the Council of 16 September 2009 on coordination of safeguards which, for the protection of the interests of members and third parties, are required by Member States of companies within the meaning of the second paragraph of Article 48 of the Treaty, with a view to making such safeguards equivalent (OJ L 258, 1.10.2009, p. 11), last amended by Council Directive 2013/24/EU of 13 May 2013 adapting certain directives in the field of company law, by reason of the accession of the Republic of Croatia (OJ L 158, 10.6.2013, p. 365), (hereinafter: Directive 2009/101/EC),
- Directive 2009/102/EC of the European Parliament and of the Council of 16 September 2009 in the area of company law on single-

odgovornostjo z enim družbenikom (UL L št. 258, 1. 10. 2009, str. 20; v nadaljnjem besedilu: Direktiva 2009/102/ES),

- Direktiva 2011/35/EU Evropskega parlamenta in Sveta z dne 5. aprila 2011 o združitvi delniških družb (UL L št. 110 z dne 29. 4. 2011, str. 1), zadnjič spremenjena z Direktivo 2014/59/EU Evropskega parlamenta in Sveta z dne 15. maja 2014 o vzpostavitvi okvira za sanacijo ter reševanje kreditnih institucij in investicijskih podjetij ter o spremembi Šeste direktive Sveta 82/891/EGS ter direktiv 2001/24/ES, 2002/47/ES, 2004/25/ES, 2005/56/ES, 2007/36/ES, 2011/35/EU, 2012/30/EU in 2013/36/EU in uredb (EU) št. 1093/2010 ter (EU) št. 648/2012 Evropskega parlamenta in Sveta (UL L št. 173 z dne 12. 6. 2014, str. 190), (v nadaljnjem besedilu: Direktiva 2011/35/EU) in

- Direktiva 2012/30/EU Evropskega parlamenta in Sveta z dne 25. oktobra 2012 o uskladitvi zaščitnih ukrepov za varovanje interesov družbenikov in tretjih oseb, ki jih države članice zahtevajo od gospodarskih družb v pomenu drugega odstavka člena 54 Pogodbe o delovanju Evropske unije, glede ustanavljanja delniških družb ter ohranjanja in spreminjanja njihovega kapitala, zato da se oblikujejo zaščitni ukrepi z enakim učinkom v vsej Skupnosti (UL L št. 315 z dne 14. 11. 2012, str. 74; v nadaljnjem besedilu: Direktiva 2012/30/EU).

(2) S tem zakonom se v pravni red Republike Slovenije delno prenašata naslednji direktivi Evropske unije:

- Direktiva 2006/43/ES Evropskega parlamenta in Sveta z dne 17. maja 2006 o obveznih revizijah za letne in konsolidirane računovodske izkaze, spremembi direktiv Sveta 78/660/EGS in 83/349/EGS ter razveljavitvi direktive Sveta 84/253/EGS (UL L št. 157 z dne 9. 6. 2006, str. 87), zadnjič spremenjena z Direktivo 2014/56/EU Evropskega parlamenta in Sveta z dne 16. aprila 2014 o spremembi Direktive 2006/43/ES o obveznih revizijah za letne in konsolidirane računovodske izkaze (UL L št. 158 z dne 27. 5. 2014, str. 196), (v nadaljnjem besedilu: Direktiva 2006/43/ES) in
- Direktiva 2013/34/EU Evropskega parlamenta in Sveta z dne 26. junija 2013 o letnih računovodskih izkazih in povezanih poročilih nekaterih vrst podjetij, spremembi Direktive 2006/43ES Evropskega parlamenta in Sveta ter razveljavitvi direktiv Sveta 78/660/EGS in 83/349/EGS (UL L št. 182 z dne 29. 6. 2013, str. 19; v nadaljnjem besedilu: Direktiva 2013/34/EU), zadnjič spremenjena z Direktivo

member private limited liability companies (OJ L 258, 1.10.2009, p. 20; hereinafter: Directive 2009/102/EC),

- Directive 2011/35/EU of the European Parliament and of the Council of 5 April 2011 concerning mergers of public limited liability companies (OJ L 110, 29.4.2011, p. 1), last amended by Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms and amending Council Directive 82/891/EEC, and Directives 2001/24/EC, 2002/47/EC, 2004/25/EC, 2005/56/EC, 2007/36/EC, 2011/35/EU, 2012/30/EU and 2013/36/EU, and Regulations (EU) No 1093/2010 and (EU) No 648/2012, of the European Parliament and of the Council (OJ L 173, 12.6.2014, p. 190), (hereinafter: Directive 2011/35/EU) and
- Directive 2012/30/EU of the European Parliament and of the Council of 25 October 2012 on coordination of safeguards which, for the protection of the interests of members and others, are required by Member States of companies within the meaning of the second paragraph of Article 54 of the Treaty on the Functioning of the European Union, in respect of the formation of public limited liability companies and the maintenance and alteration of their capital, with a view to making such safeguards equivalent (OJ L 315, 14.11.2012, p. 74; hereinafter: Directive 2012/30/EU).

(2) This Act partially transposes the following European Union Directives into the legislation of the Republic of Slovenia:

- Directive 2006/43/EC of the European Parliament and of the Council of 17 May 2006 on statutory audits of annual accounts and consolidated accounts, amending Council Directives 78/660/EEC and 83/349/EEC and repealing Council Directive 84/253/EEC (OJ L 157, 9.6.2006, p. 87), last amended by Directive 2014/56/EU of the European Parliament and of the Council of 16 April 2014 amending Directive 2006/43/EC on statutory audits of annual accounts and consolidated accounts (OJ L 158, 27.5.2014, p. 196), (hereinafter: Directive 2006/43/EC) and
- Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings, amending Directive 2006/43/EC of the European Parliament and of the Council and repealing Council Directives 78/660/EEC and 83/349/EEC (OJ L 182, 29.6.2013, p. 19;

2014/95/EU Evropskega parlamenta in Sveta z dne 22. oktobra 2014 o spremembi Direktive 2013/34/EU glede razkritja nefinančnih informacij in informacij o raznolikosti nekaterih velikih podjetij in skupin (UL L št. 330 z dne 15. 11. 2014, str. 1).

(3) S tem zakonom se podrobneje ureja izvajanje naslednjih uredb Evropske unije:

- Uredba Sveta 2137/85/EGS z dne 25. julija 1985 o Evropskem gospodarskem združenju (EGIZ) (UL L št. 199 z dne 31. 7. 1985, str. 1; v nadaljnjem besedilu: Uredba 2137/85/EGS),
- Uredba Evropskega parlamenta in Sveta 1606/2002/ES z dne 19. julija 2002 o uporabi mednarodnih računovodskih standardov (UL L št. 243 z dne 11. 9. 2002, str. 1), zadnjič spremenjena z Uredbo (ES) št. 297/2008 Evropskega parlamenta in Sveta z dne 11. marca 2008 o spremembah Uredbe (ES) št. 1606/2002 o uporabi mednarodnih računovodskih standardov, glede Komisiji podeljenih izvedbenih pooblastil (UL L št. 97 z dne 9. 4. 2008, str. 62), (v nadaljnjem besedilu: Uredba 1606/2002/ES),
- Uredba Komisije 1126/2008/ES z dne 3. novembra 2008 o sprejetju nekaterih mednarodnih računovodskih standardov v skladu z Uredbo Evropskega parlamenta in Sveta 1606/2002/EC (UL L št. 320 z dne 29. 11. 2008, str. 1), zadnjič spremenjena z Uredbo Komisije (EU) 2015/29 z dne 17. decembra 2014 o spremembi Uredbe (ES) št. 1126/2008 o sprejetju nekaterih mednarodnih računovodskih standardov v skladu z Uredbo (ES) št. 1606/2002 Evropskega parlamenta in Sveta glede mednarodnega računovodskega standarda 19 (UL L št. 5 z dne 9. 1. 2015, str. 11), (v nadaljnjem besedilu: Uredba 1126/2008/ES),

in

- Uredba Sveta 2157/2001/ES z dne 8. oktobra 2001 o statutu evropske družbe (SE) (UL L št. 294 z dne 10. 11. 2001, str. 1), zadnjič spremenjena z Uredbo Sveta (EU) št. 517/2013 z dne 13. maja 2013 o prilagoditvi nekaterih uredb ter odločb in sklepov na področjih prostega pretoka blaga, prostega gibanja oseb, prava družb, politike konkurence, kmetijstva, varnosti hrane, veterinarske in fitosanitarne politike, prometne politike, energetike, obdavčitve, statistike, vseevropskih omrežij, pravosodja in temeljnih pravic, pravice, svobode in varnosti, okolja, carinske unije, zunanjih odnosov, zunanje, varnostne in obrambne politike ter institucij zaradi pristopa Republike Hrvaške (UL L št. 158 10. 6. 2013, str. 1), (v nadaljnjem

hereinafter: Directive 2013/34/EU), last amended by Directive 2014/95/EU of the European Parliament and of the Council of 22 October 2014 amending Directive 2013/34/EU as regards disclosure of non-financial and diversity information by certain large undertakings and groups (OJ L 330, 15.11.2014, p. 1).

(3) This Act regulates in detail the implementation of the following Regulations of the European Union:

- Council Regulation (EEC) No 2137/85 of 25 July 1985 on the European Economic Interest Grouping (EEIG) (OJ L 199, 31.7.1985, p. 1; hereinafter: Regulation 2137/85/EEC),
- Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards (OJ L 243, 11.9.2002, p. 1), last amended by Regulation (EC) No 297/2008 of the European Parliament and of the Council of 11 March 2008 amending Regulation (EC) No 1606/2002 on the application of international accounting standards, as regards the implementing powers conferred on the Commission (OJ L 97, 9.4.2008, p. 62), (hereinafter: Regulation 1606/2002/EC),
- Commission Regulation (EC) No 1126/2008 of 3 November 2008 adopting certain international accounting standards in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council (OJ L 320, 29.11.2008, p. 1), last amended by Commission Regulation (EU) 2015/29 of 17 December 2014 amending Regulation (EC) No 1126/2008 adopting certain international accounting standards in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council as regards International Accounting Standard 19 (OJ L 5, 9.1.2015, p. 11), (hereinafter: Regulation 1126/2008/EC),

And

- Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (OJ L 294, 10.11.2001, p. 1), last amended by Council Regulation (EU) No 517/2013 of 13 May 2013 adapting certain regulations and decisions in the fields of free movement of goods, freedom of movement for persons, company law, competition policy, agriculture, food safety, veterinary and phytosanitary policy, transport policy, energy, taxation, statistics, trans-European networks, judiciary and fundamental rights, justice, freedom and security, environment, customs union, external relations, foreign, security and defence policy and institutions, by reason of the accession of the Republic of Croatia (OJ L 158,

besedilu: Uredba 2157/2001/ES).

3. člen
(pojmi)

(1) Po tem zakonu je gospodarska družba pravna oseba, ki na trgu samostojno opravlja pridobitno dejavnost kot svojo izključno dejavnost.

(2) Pridobitna dejavnost po tem zakonu je vsaka dejavnost, ki se opravlja na trgu zaradi pridobivanja dobička.

(3) Gospodarske družbe (v nadaljnjem besedilu: družba) iz prvega odstavka tega člena se organizirajo v eni izmed oblik:

- kot osebne družbe: družba z neomejeno odgovornostjo in komanditna družba, ali
- kot kapitalske družbe: družba z omejeno odgovornostjo, delniška družba, komanditna delniška družba in evropska delniška družba.

(4) Družbe iz prejšnjega odstavka se štejejo za gospodarske družbe, tudi če v skladu z zakonom v celoti ali deloma opravljajo dejavnost, ki ni pridobitna.

(5) Ustanovitelj družbe ali gospodarskega interesnega združenja je lahko vsaka fizična ali pravna oseba, če zakon ne določa drugače.

(6) Podjetnik po tem zakonu je fizična oseba, ki na trgu samostojno opravlja pridobitno dejavnost v okviru organiziranega podjetja.

(7) Vpis v register po tem zakonu ima nasproti tretjim osebam pravni učinek šele od trenutka objave posameznega podatka v skladu z zakonom, ki ureja sodni register.

(8) Drugi izrazi, uporabljeni v tem zakonu, pomenijo:
- »revizor« je revizijska družba ali samostojni revizor ali samostojna revizorka, ki ima po zakonu, ki ureja revidiranje, dovoljenje za

10.6.2013, p. 1), (hereinafter: Regulation 2157/2001/EC).

Article 3
(Definitions)

(1) For the purposes of this Act, a commercial company shall mean a legal person that independently carries out a gainful activity on the market as its sole activity.

(2) For the purposes of this Act, gainful activity shall mean any activity which is carried out on the market in order to earn a profit.

(3) A commercial company (hereinafter: company) referred to in paragraph one of this Article shall be organised in one of the following legal forms:
- partnership: as an unlimited company or as a limited partnership; or
- company limited by shares: as a limited liability company, public limited company, partnership limited by shares or as a European public limited liability company.

(4) The companies referred to in the preceding paragraph shall be considered commercial companies, even if in accordance with this Act they carry out in full or in part an activity which is not a gainful activity.

(5) A company or economic interest grouping may be formed by any natural or legal person unless otherwise provided by an Act.

(6) For the purposes of this Act, a company sole trader shall be a natural person who independently carries out a gainful activity on the market within an organised company.

(7) Entry in the register under this Act shall have legal effect against third parties only after individual data has been published in accordance with the Act governing the register of companies.

(8) Other terms used in this Act:
- "auditor" shall mean an auditing company or an independent auditor that is authorised under the Act governing auditing to perform audits;

opravljanje revidiranja;
- »Agencija za trg vrednostnih papirjev« (v nadaljnjem besedilu: ATVP) je Agencija za trg vrednostnih papirjev po zakonu, ki ureja trg finančnih instrumentov;
- »organizirani trg« je organizirani trg po zakonu, ki ureja trg finančnih instrumentov;
- »Slovenski inštitut za revizijo« je Slovenski inštitut za revizijo po zakonu, ki ureja revidiranje;
- »država članica« je država članica Evropske skupnosti ali Evropskega gospodarskega prostora;
- »registrski organ« je organ, ki vodi register, v katerega se vpisujejo podatki o družbi;
- »sodišče« je sodišče, ki je krajevno pristojno glede na sedež družbe ali podjetnika, če ta zakon ne določa drugače.

- "Securities Market Agency" (hereinafter: ATVP) shall mean the Securities Market Agency under the Act governing the financial instruments market;
- "regulated market" shall mean the organised market under the Act governing the financial instruments market;
- "Slovenian Audit Institute" shall mean the Slovenian Audit Institute under the Act governing auditing;
- "Member State" shall mean a Member State of the European Community or of the European Economic Area;
- "registration authority" shall mean the authority that manages the register in which data on companies is entered;
- "court" shall mean the court which has territorial jurisdiction with regard to the registered office of a company or a sole trader unless otherwise provided by this Act.

4. člen
(pravna osebnost)

(1) Vse družbe so pravne osebe.

(2) Družbe kot pravne osebe so lahko lastniki premičnin in nepremičnin, lahko pridobivajo pravice in prevzemajo obveznosti ter lahko tožijo ali so tožene.

Article 4
(Legal personality)

(1) All companies shall be legal persons.

(2) As legal persons, companies may own movable and immovable property, may acquire rights, assume obligations, and may file actions or have actions filed against them.

5. člen
(pridobitev lastnosti pravne osebe)

(1) Družbe pridobijo lastnost pravne osebe z vpisom v register.

(2) Pred vpisom v register se za razmerja med družbeniki in družbenicami (v nadaljnjem besedilu: družbenik) uporabljajo pravila o civilnopravni družbeni pogodbi.

(3) Če kdo pred vpisom družbe v register nastopa v njenem imenu, je odgovoren osebno z vsem svojim premoženjem; če je teh oseb več, so odgovorne solidarno.

Article 5
(Acquisition of legal personality)

(1) Companies shall obtain legal personality upon entry in the register.

(2) Prior to entry in the register, the relationships between company members (hereinafter: company members) shall be subject to civil law contract of partnership rules.

(3) If a person acts in the name of a company prior to its entry in the register, such person shall assume liability for the obligations of the company with all their assets, and if several persons act in such a manner, they shall assume joint and several liability.

(4) Če pri takem nastopanju družbeniki pridobijo kakšne pravice, jih morajo po vpisu družbe v register prenesti na družbo, razen če družba nasprotuje prevzemu.

6. člen
(dejavnost)

(1) Družbe smejo kot dejavnost opravljati vse posle, razen tistih, ki se po zakonu ne smejo opravljati kot gospodarski posli.

(2) Z zakonom se lahko določi, da lahko posamezne gospodarske posle opravljajo družbe, določene z zakonom, nekatere vrste družb ali druge organizacije.

(3) Družbe smejo opravljati gospodarske posle le v okviru dejavnosti, določene v statutu ali družbeni pogodbi.

(4) Ne glede na prejšnji odstavek sme družba opravljati tudi vse druge posle, potrebne za njen obstoj in opravljanje dejavnosti, ne pomenijo pa neposrednega opravljanja dejavnosti.

(5) Pravni posli, ki jih sklene družba s tretjimi osebami in s katerimi prekorači dejavnost, določeno v statutu ali družbeni pogodbi ali sicer dovoljene posle, so veljavni, razen če je tretja oseba vedela ali bi morala vedeti za prekoračitev. Navedba dejavnosti v statutu ali družbeni pogodbi še ne pomeni, da je tretja oseba vedela ali bi morala vedeti za prekoračitev.

(6) Družba lahko začne opravljati dejavnost, ko je vpisana v register.

(7) Če drug zakon za začetek opravljanja neke dejavnosti poleg pogoja iz prejšnjega odstavka določa še posebne pogoje za opravljanje te

(4) If while acting in such manner the company members acquire any rights, they shall transfer such rights to the company following its entry in the register, unless the company is opposed to the transfer of these rights.

Article 6
(Activities)

(1) As their activity, companies may perform all kinds of operations, with the exception of operations which may not be performed as commercial transactions as prescribed by an Act.

(2) An Act may lay down that certain commercial transactions may be carried out by companies defined by an Act, certain types of companies or other organisations.

(3) A company may perform commercial transactions only within the scope of the activities which have been defined in its articles of association or memorandum of association.

(4) Notwithstanding the preceding paragraph, a company may also carry out other operations necessary for its existence and the performance of its activities, but which do not imply the direct performance of activities.

(5) Legal transactions entered into by a company with third parties which are beyond the scope of the company's activities laid down in its articles of association or memorandum of association, or otherwise permitted operations, shall be valid, unless the third party was aware or should have been aware of this fact. The indication of activities in the articles of association or memorandum of association shall not necessarily mean that a third party was aware or should have been aware of this fact.

(6) A company may commence its activities once it is entered in the register.

(7) If another Act lays down specific conditions for taking up an activity (hereinafter: Specific Conditions) in addition to the condition

dejavnosti (v nadaljnjem besedilu: posebni pogoji), lahko družba začne opravljati to dejavnost, ko izpolni posebne pogoje, določene z drugim zakonom. Če drug zakon določa, da sme družba začeti opravljati dejavnosti, ko pristojni državni organ ali organizacija z javnimi pooblastili izda odločbo, s katero ugotovi, da družba izpolnjuje pogoje za opravljanje te dejavnosti, lahko družba začne opravljati to dejavnost, ko pristojni organ izda tako odločbo.

7. člen
(odgovornost za obveznosti)

(1) Podjetnik in družba sta odgovorna za svoje obveznosti z vsem svojim premoženjem.

(2) Zakon določa, kdaj in kako so poleg družbe odgovorni tudi družbeniki.

8. člen
(spregled pravne osebnosti)

(1) Ne glede na prejšnji člen so za obveznosti družbe odgovorni tudi njeni družbeniki, in to:

- če so družbo kot pravno osebo zlorabili za to, da bi dosegli cilj, ki je zanje kot posameznike prepovedan,
- če so družbo kot pravno osebo zlorabili za oškodovanje svojih ali njenih upnikov,
- če so v nasprotju z zakonom ravnali s premoženjem družbe kot pravne osebe kot s svojim lastnim premoženjem, ali
- če so v svojo korist ali v korist druge osebe zmanjšali premoženje družbe, čeprav so vedeli ali bi morali vedeti, da ne bo sposobna poravnati svojih obveznosti tretjim osebam.

(2) Spore glede odgovornosti družbenikov iz prvega odstavka tega člena sodišča obravnavajo prednostno.

referred to in the preceding paragraph, the company may commence this activity when it complies with all the conditions provided by this other Act. If another Act provides that the company may commence its activities after a competent state authority or organisation with public authorisation has issued a decision establishing that the company meets all the conditions required to perform this activity, the company may commence this activity after the competent authority has issued such decision.

Article 7
(Liability for obligations)

(1) Sole traders and companies shall assume liability for their obligations with all their assets.

(2) An Act shall lay down when and how company members shall share liability alongside the company.

Article 8
(Lifting the corporate veil)

(1) Notwithstanding the preceding Article, company members shall also assume liability for the obligations of the company in the following cases:

- if they have abused the company as a legal person in order to attain an objective that is forbidden to them as individuals,
- if they have abused the company as a legal person, thereby causing damage to their creditors or creditors of the company,
- if, in violation of an Act, they have used the assets of the company as a legal person as if they were their own personal assets, or
- if for their own benefit, or for the benefit of some other person, they have reduced the assets of the company, when they knew or should have known that the company would not be capable of meeting its obligations to third parties.

(2) In the event of a dispute, the courts shall decide on the liability of company members under paragraph one of this Article as a matter of priority.

9. člen
(veljavnost določb tega dela zakona)

(1) Določbe tega dela tega zakona veljajo za vse družbe, če v drugih delih tega zakona posamezna vprašanja niso urejena drugače.

(2) Za osebe, ki kot posamezniki ali skupno opravljajo kmetijsko ali gozdarsko dejavnost, se ta zakon uporablja le, če se na njihovo zahtevo v register vpišejo kot družbe ali kot podjetniki v Poslovni register Slovenije.

10. člen
(poslovodstvo)

Za poslovodstvo se štejejo organi ali osebe, ki so po tem zakonu ali po aktih družbe pooblaščeni, da vodijo njene posle. Za poslovodstvo se pri družbi z neomejeno odgovornostjo štejejo družbeniki in ob prenosu upravičenja za vodenje tretje osebe, pri komanditni družbi komplementarji in ob prenosu upravičenja za vodenje tretje osebe, pri delniški družbi uprava ali upravni odbor in pri družbi z omejeno odgovornostjo en ali več poslovodij.

10.a člen
(omejitve ustanavljanja družb in podjetnikov ter pridobitve statusa družbenika)

(1) Ustanovitelj, družbenik in podjetnik ne more postati oseba:

1. ki je bila pravnomočno obsojena na kazen zapora zaradi kaznivega dejanja zoper gospodarstvo, zoper delovno razmerje in socialno varnost, zoper pravni promet, zoper premoženje, zoper okolje, prostor in naravne dobrine in je vpisana v kazensko evidenco ministrstva, pristojnega za pravosodje;

Article 9
(Application of provisions of this part of the Act)

(1) The provisions of this part of the Act shall apply to all companies unless certain issues are otherwise governed by other parts of this Act.

(2) This Act shall apply to persons who are jointly engaged in agricultural or forestry activities only if they have been entered, on their own request, in the Business Register of Slovenia as companies or sole traders.

Article 10
(Management)

Management shall comprise bodies or persons who are authorised to conduct the business of the company under this Act or under the company's internal rules and regulations. In an unlimited company, management shall include company members and in the event of the entitlement to conduct business being transferred, it shall also include third parties; in a limited partnership it shall include general partners and, in the event of the entitlement to conduct business being transferred it shall also include third parties; in a public limited company the management board or the board of directors; and in a limited liability company one or more managers.

Article 10a
(Restrictions on sole traders, the formation of companies and on acquiring the status of a company member)

(1) The following persons shall not eligible to become a founder, company member or sole trader:

1. a person convicted in a final judgement to serve a prison sentence for committing a criminal offence against the economy, against employment relations and social security, against legal transactions, against property, against the environment, spatial planning and natural resources, and is registered in the criminal record of the

2. ki je bila v obdobju zadnjih 12 mesecev javno objavljena na seznamu nepredlagateljev obračunov na podlagi zakona, ki ureja davčni postopek, ali je javno objavljena na seznamu neplačnikov na podlagi zakona, ki ureja davčni postopek;

3. ki je neposredno ali posredno z več kot 25 odstotki udeležena v kapitalu kapitalske družbe, ki je bila v obdobju zadnjih 12 mesecev javno objavljena na seznamu nepredlagateljev obračunov na podlagi zakona, ki ureja davčni postopek, ali je javno objavljena na seznamu neplačnikov na podlagi zakona, ki ureja davčni postopek;

4. ki ji je bila v zadnjih treh letih s pravnomočno odločbo Inšpektorata Republike Slovenije za delo oziroma Finančne uprave Republike Slovenije najmanj dvakrat izrečena globa zaradi prekrška v zvezi s plačilom za delo oziroma prekrška v zvezi z zaposlovanjem na črno;

5. ki je bila neposredno z več kot 50 odstotki udeležena v kapitalu družbe z omejeno odgovornostjo, ki je bila izbrisana iz sodnega registra brez likvidacije po zakonu, ki ureja finančno poslovanje, postopke zaradi insolventnosti in prisilnem prenehanju.

(2) Omejitev iz 3. točke prejšnjega odstavka ne velja za osebo, ki je neposredno ali posredno z več kot 25 odstotki udeležena v kapitalu kapitalske družbe, če je ta oseba:

- banka oziroma banka države članice po zakonu, ki ureja bančništvo, in je v vlogi za vpis v sodni register predložila dovoljenje Banke Slovenije za opravljanje bančnih storitev,

- zavarovalnica oziroma zavarovalnica države članice po zakonu, ki ureja zavarovalništvo, in je v vlogi za vpis v sodni register predložila dovoljenje Agencije za zavarovalni nadzor za opravljanje zavarovalniških poslov,

- Republika Slovenija, Družba za upravljanje terjatev bank, d.d., Kapitalska družba pokojninskega in invalidskega zavarovanja, d.d., Slovenski državni holding, d.d., D.S.U., družba za svetovanje in upravljanje, d.o.o., ali

Ministry of Justice;
2. a person who in the past 12-month period was entered on a public list of persons that have not submitted their declarations in accordance with the Act governing tax procedure, or who was published on a public list of non-payers in accordance with Act governing tax procedure;
3. a person whose direct or indirect participation in the capital of a company limited by shares is more than 25 percent and the company has been published on a list of companies that have not submitted their declarations in accordance with the Act governing tax procedure in the past 12-month period, or that has been entered on a list of non-payers in accordance with the Act governing tax procedure;
4. a person who has been fined in the previous 3-year period in a final decision issued by the Labour Inspectorate of the Republic of Slovenia or Financial Administration of Republic of Slovenia for an offence relating to payment for work or an offence relating to illegal employment;
5. a person whose direct participation in the capital of a limited liability company equalled at least 50 percent and the company was struck off the register without winding-up in accordance with the Act governing financial operations, insolvency proceedings and compulsory dissolution.

(2) The restrictions referred to in point 3 of the preceding paragraph shall not apply to a person whose direct or indirect participation in the capital of a company limited by shares is at least 25 percent , if the person:
- is a bank or a bank of a Member State in accordance with the Act governing banking, and has enclosed a licence issued by the Bank of Slovenia for performing banking services with their application for entry in the court register,
- is an insurance company or insurance company of a Member State in accordance with the Act governing insurance, and has enclosed a licence for performing insurance operations issued by the Insurance Supervision Agency with their application for entry in the court register,
- is the Republic of Slovenia, Bank Asset Management Company d.d., Pension Fund Management d.d., Slovenian Sovereign Holding d.d., DSU, Management and Consultancy Company d.o.o., or

- delež dosegla zaradi izvedbe finančnega prestrukturiranja z namenom, da se zagotovi njena kapitalska ustreznost oziroma dolgoročna plačilna sposobnost v skladu z zakonom, ki ureja finančno poslovanje, postopke zaradi insolventnosti in prisilno prenehanje.

(3) Ustanovitelj oziroma družbenik družbe z omejeno odgovornostjo ne more postati oseba, ki je v zadnjih treh mesecih ustanovila družbo z omejeno odgovornostjo oziroma pridobila delež v družbi z omejeno odgovornostjo, ki ni starejša od treh mesecev.

(4) Omejitev iz prejšnjega odstavka ne velja za osebe iz drugega odstavka tega člena ter za srednje in velike družbe, kot izhaja iz Poslovnega registra Slovenije. Omejitev iz prejšnjega odstavka ne velja tudi v primeru pridobitve deleža na podlagi dedovanja.

(5) Omejitev iz tretjega odstavka tega člena ne velja, če družbe z omejeno odgovornostjo, v katerih je oseba v zadnjih treh mesecih pridobila poslovni delež, izpolnjujejo naslednje pogoje:

- imajo odprt transakcijski račun;
- niso bile v obdobju zadnjih 12 mesecev javno objavljene na seznamu nepredlagateljev obračunov na podlagi zakona, ki ureja davčni postopek;
- nimajo neporavnanih obveznosti iz naslova obveznih dajatev in drugih denarnih nedavčnih obveznosti, ki jih izterjuje Finančna uprava Republike Slovenije, več kot v višini 50 eurov in

- ima neprekinjeno vsaj en mesec zaposleno osebo ali obvezno zavarovanega družbenika v skladu z zakonom, ki ureja zdravstveno zavarovanje, za najmanj polovični delovni čas.

(6) Omejitev iz 1. točke prvega odstavka tega člena preneha po petih letih od pravnomočnosti sodbe, oziroma, če se obsodba iz kazenske evidence izbriše pred petimi leti, omejitev iz 1. točke prvega odstavka tega člena preneha z izbrisom iz kazenske evidence.

(7) Omejitev iz 4. točke prvega odstavka tega člena preneha v treh letih od dneva pravnomočnosti odločbe oziroma sodbe, zaradi katere

- has acquired its interest as a result of the implementation of financial restructuring in order to ensure its capital adequacy or long-term solvency in accordance with the Act governing financial operations, insolvency proceedings and compulsory dissolution.

(3) The founder or company member of a limited liability company shall not be a person who has during the previous three months formed a limited liability company or acquired an interest in a limited liability company that is not older than three months.

(4) The restriction referred to in the preceding Article shall not apply to persons referred to in paragraph two of this Article, and to medium-sized and large companies as identified in the Business Register of Slovenia. The restriction shall also not apply when the interest has been acquired through inheritance.

(5) The restriction referred to in paragraph three of this Article shall not apply if the limited liability companies in which a person has acquired a business interest during the previous three months, fulfil the following conditions:
- have an open transaction account;
- have not been published on a public list of companies that have not submitted their declarations in accordance with the Act governing tax procedure in the previous 12-month period;
- do not have outstanding obligations arising from compulsory charges, and other non-monetary non-tax obligations which the Financial Administration of the Republic of Slovenia may recover, and the amount is not over EUR 50;
- it has had person employed continuously for at least one month or a company member compulsorily insured for part-time work in accordance with the Act governing health insurance.

(6) The restrictions referred to in point 1 of paragraph one shall cease to apply after 5 years have elapsed from the finality of the judgement, or if the conviction in the criminal record is struck off before the five-year period, the restriction referred to in point 1 of paragraph one of this Article shall cease to apply with the striking off from the criminal record.

(7) The restriction referred to in point 4 of paragraph one of this Article shall cease to apply in three years following the finality of the

je nastopila omejitev iz 4. točke prvega odstavka tega člena.

(8) Omejitev iz 5. točke prvega odstavka tega člena preneha v enem letu od datuma izbrisa družbe iz sodnega registra.

(9) Omejitvi iz 2. in 3. točke prvega odstavka tega člena prenehata, ko davčni organ za osebo iz prvega odstavka tega člena, ki je bila objavljena na seznamu nepredlagateljev obračunov ali seznamu neplačnikov, izda potrdilo o tem, da ta oseba ali kapitalska družba, v kateri je ta oseba neposredno ali posredno z več kot 25 odstotki udeležena v njenem kapitalu, nima zapadlih neplačanih davčnih obveznosti, in da ima izpolnjene vse obveznosti v zvezi s predložitvijo obračuna davčnega odtegljaja za izplačilo plače in nadomestila plače. Potrdilo iz prejšnjega stavka ob vpisu v sodni register ali Poslovni register Slovenije ne sme biti starejše od dneva objave zadnjega seznama iz 2. in 3. točke prvega odstavka tega člena. Ne glede na prejšnji stavek potrdilo ne sme biti starejše od 15 dni.

(10) Registrski organi, določeni s tem zakonom, in notarji po uradni dolžnosti z zahtevo v elektronski obliki v kazenski evidenci ministrstva, pristojnega za pravosodje, v evidenci Inšpektorata Republike Slovenije za delo in v evidenci Finančna uprava Republike Slovenije preverijo, ali za vpis v sodni register ali v Poslovni register Slovenije obstaja omejitev iz 1. in 4. točke prvega odstavka tega člena.

(11) Omejitev iz 2., 3. in 5. točke prvega odstavka, omejitev iz tretjega odstavka in izpolnjevanje pogojev iz drugega, četrtega ter petega odstavka tega člena se samodejno preverja v informacijskem sistemu e-VEM, ki ga ureja zakon, ki ureja sodni register, pred oddajo vloge za vpis v sodni register ali Poslovni register Slovenije z neposredno elektronsko izmenjavo podatkov med:

- Poslovnim registrom Slovenije, Finančno upravo Republike Slovenije

decision or judgement, due to which the restriction referred to in point 4 of paragraph one of this Article occurred.

(8) The restriction referred to in point 5 of paragraph one shall cease to apply in one year following the striking off of the company from the court register.

(9) The restrictions referred to in points 2 and 3 of paragraph one of this Article shall cease to apply when the tax authority for the person referred to in paragraph one of this Article and published on the list of companies that have not submitted their declarations or was on the list of non-payers, issues a certificate stating that the person or company limited by shares in the capital of which the person has a direct or indirect participation of at least 25 percent, does not have outstanding tax obligations which have fallen due, and has fulfilled all the obligations regarding the submission of their withholding tax balance report on payment for wages and wage compensation. Certificates referred to in the preceding sentence regarding entries in the court register or Business Register of the Republic of Slovenia shall not be older than the date on which the last list referred to in points 2 and 3 of paragraph one of this Article was published. Notwithstanding the preceding sentence the certificate shall not be older than 15 days.

(10) Registration authorities laid down by this Act, and notaries ex officio by a request in electronic form, shall check in the criminal record of the ministry, responsible for justice, in the record of the Labour Inspectorate of the Republic of Slovenia, and in the record of the Financial Administration of the Republic of Slovenia, whether there are restrictions on entries in the court register or in the Business Register of the Republic of Slovenia as referred to in points 1 and 4 of paragraph one of this Article.

(11) The restriction referred to in points 2, 3 and 5 of paragraph one, restriction referred to in paragraph three and the fulfilment of conditions referred to in paragraphs two, four and five of this Article shall be automatically checked in the e-VEM information system, as regulated by the Act governing the court register of legal persons, before submitting the application for entry in the court register or Business Register of the Republic of Slovenia with direct electronic exchange of information between:

- Business Register of the Republic of Slovenia, Financial

in informacijskim sistemom e-VEM v primeru omejitev iz 2., 3. in 5. točke prvega odstavka tega člena ter druge in tretje alineje petega odstavka tega člena,

- Agencijo Republike Slovenije za javnopravne evidence in storitve in informacijskim sistemom e-VEM v primeru preverjanja izpolnjevanja pogojev iz prve alineje petega odstavka tega člena in

- Zavodom za zdravstveno zavarovanje Republike Slovenije in informacijskim sistemom e-VEM v primeru preverjanja izpolnjevanja pogojev iz četrte alineje petega odstavka tega člena.

(12) Če so podani razlogi za omejitev iz 2. in 3. točke prvega odstavka, omejitev iz tretjega odstavka in niso izpolnjeni pogoji iz drugega, četrtega ter petega odstavka tega člena, informacijski sistem e-VEM onemogoči oddajo vloge za vpis v sodni register ali Poslovni register Slovenije. Točka VEM ali notar stranko obvestita o obstoju in vrsti omejitve ter jo napoti na Finančno upravo Republike Slovenije, razen če oseba iz 2. in 3. točke prvega odstavka tega člena predloži potrdilo iz devetega odstavka tega člena.

(13) Centralna klirinška depotna družba in Agencija Republike Slovenije za javnopravne evidence in storitve si za namen izvajanja 2. in 3. točke prvega odstavka tega člena dnevno izmenjujeta podatke Poslovnega registra Slovenije in centralnega registra nematerializiranih vrednostnih papirjev.

(14) Za namene tega člena se šteje, da ima družba odprt transakcijski račun, če je vpisan v Poslovni register Slovenije.

(15) Za namene tega člena se šteje, da so vse družbe, ki nimajo vpisane velikosti v Poslovnem registru Slovenije, mikro družbe.

10.b člen
(črtan)

Administration of the Republic of Slovenia and the e-VEM information system in the case of restrictions referred to in points 2,3 and 5 of paragraph one of this Article, and indents two and three of paragraph five of this Article,

- Agency of the Republic of Slovenia for Public Legal Records and Related Services and the e-VEM information system in the case of verifying the fulfilment of the conditions referred to in indent one of paragraph five of this Article, and
- Health Insurance Institute of Slovenia and the e-VEM information system in the case of verifying the conditions referred to in indent four of paragraph five of this Article.

(12) If there are grounds for the restriction referred to in points 2 and 3 of paragraph one and the restriction referred to in paragraph three, and the conditions referred to in paragraphs two, four and five of this Article are not fulfilled, the e-VEM information system shall disable submission of applications for entry in the court register or the Business Register of the Republic of Slovenia. A VEM point or a notary shall inform the client of the existence and type of restriction and shall direct the client to the Financial Administration of the Republic of Slovenia, except if the person referred to in points 2 and 3 of paragraph one of this Article submits a certificate referred to in paragraph nine of this Article.

(13) The Central Securities Clearing Corporation and the Agency of the Republic of Slovenia for Public Legal Records and Related Services shall, for the purpose of carrying out points 2 and 3 of paragraph one of this Article, exchange the information between the Business Register of the Republic of Slovenia and the central register of dematerialised securities.

(14) For the purpose of this Article, a company shall be deemed to have an opened transaction account if it is entered in the Business Register of the Republic of Slovenia.

(15) For the purpose of this Article, companies which do not have their size entered in the Business Register of the Republic of Slovenia shall be deemed to be micro-companies.

Article 10b
(Deleted)

11. člen
(objava podatkov in sporočil družbe, uporaba jezika)

(1) Če zakon določa dolžnost objave posameznih podatkov ali sporočil družbe, se ti objavijo na spletni strani Agencije Republike Slovenije za javnopravne evidence in storitve (v nadaljnjem besedilu: AJPES) za objave po Zakonu o gospodarskih družbah (v nadaljnjem besedilo: spletna stran AJPES), če zakon ne določa drugače. Če akt o ustanovitvi določa, da je treba objaviti posamezne podatke ali sporočila družbe, se objavijo na spletni strani AJPES ali v dnevniku, ki izhaja na celotnem območju Republike Slovenije, ali tako, kot določa ta zakon. Ti podatki ali sporočila družbe se objavijo tudi v glasilu družbe ali elektronskem mediju družbe, če ga družba ima (v nadaljnjem besedilu: glasilo ali elektronski medij družbe).

(2) Spletno stran iz prejšnjega odstavka upravlja AJPES. Zasnovana mora biti tako, da je vsakomur omogočen brezplačen vpogled v objavljene podatke. Objave iz prejšnjega odstavka, ki jih določa zakon, so brezplačne. Za objave iz prejšnjega odstavka, ki jih določa akt o ustanovitvi, lahko AJPES zaračuna nadomestilo stroškov po tarifi, ki jo sprejme v soglasju z ministrom, pristojnim za gospodarstvo.

(3) AJPES pripravi in objavi na svoji spletni strani in v Uradnem listu Republike Slovenije navodilo, s katerim podrobneje določi način in trajanje objave podatkov in sporočil družb iz prvega odstavka tega člena ter tarifo iz drugega odstavka tega člena.

(4) Poslovodstvo mora zagotoviti, da sporazumevanje z delavci v družbi v zvezi z dajanjem navodil za njihovo delo, vodenjem postopkov, v katerih se odloča o njihovih pravicah, in sodelovanjem delavcev pri upravljanju poteka v slovenskem jeziku, na območjih, kjer živita italijanska ali madžarska narodna skupnost pa lahko tudi v italijanskem ali madžarskem jeziku.

(5) V slovenskem jeziku morajo biti sestavljeni in objavljeni akti

Article 11
(Publication of data and company communication, use of language)

(1) If an Act prescribes the duty to publish individual data or company communications, they shall be published on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (hereinafter: AJPES) for publications under the Companies Act (hereinafter: website of AJPES) unless otherwise provided by an Act. If the articles of incorporation lay down that a company is obliged to publish individual data or company communications, the company shall publish them on the website of AJPES or in a daily newspaper published throughout Slovenia, or as provided by this Act. Such data and communications shall also be published in the company's internal newsletter or electronic medium, if it exists (hereinafter: internal newsletter or electronic medium of the company).

(2) The website referred to in the preceding paragraph shall be managed by AJPES. It shall be designed in a way as to enable everyone gratuitous inspection of the published data. Publication referred to in the preceding paragraph, as provided by this Act, shall be free of charge. AJPES may charge compensation for costs in accordance with the tariff adopted with the consent of the minister responsible for the economy, for publications required by the articles of incorporation referred to in the preceding paragraph.

(3) AJPES shall prepare and publish on its website and in the Official Gazette of the Republic of Slovenia instructions, in which the manner and duration of publication of data and company communications referred to in paragraph one of this Article, and the tariff, are specified in detail.

(4) Management shall ensure that communication with employees regarding the issuing of instructions for their work, the procedures in which their rights are to be decided, and employee participation in management is carried out in the Slovenian language, and, in the areas inhabited by the Italian and Hungarian national communities, also in the Italian and Hungarian languages respectively.

(5) A company's internal rules and regulations shall be written

družbe:
- če so z zakonom ali aktom o ustanovitvi družbe določeni kot obvezni,

- če so namenjeni družbenikom ali so pomembni za uresničevanje njihovih pravic in obveznosti,
- če so namenjeni osebam, ki so v družbi v delovnem razmerju, ali

- če so naslovljeni na državljane Republike Slovenije v zvezi z zadevami družbe.

(6) Na območjih, kjer živi italijanska ali madžarska narodna skupnost, se v aktih iz prejšnjega odstavka lahko uporablja tudi italijanski ali madžarski jezik.

(7) Določbe petega in šestega odstavka tega člena ne posegajo v predpise o jeziku v uradnem poslovanju v Republiki Sloveniji in o jeziku pri poslovanju s potrošniki v Republiki Sloveniji.

Drugo poglavje

FIRMA

12. člen
(pojem firme)

(1) Firma je ime, s katerim družba posluje.

(2) V firmi mora biti oznaka, ki nakazuje dejavnost družbe.

13. člen
(dodatne sestavine)

Firma ima lahko dodatne sestavine, ki družbo podrobneje označujejo, ki pa ne smejo biti take, da spravljajo ali utegnejo spraviti v

and published in the Slovenian language:
- if they are obligatory under an Act or the company's articles of incorporation;
- if they are intended for company members or are important for the implementation of their rights and duties;
- if they are intended for persons who have an employment relationship with the company; or
- if they are addressed to the citizens of the Republic of Slovenia in connection with the affairs of the company.

(6) In areas inhabited by the Italian or Hungarian national communities, the Italian or the Hungarian language may also be used in the documents referred to in the preceding paragraph.

(7) The provisions of paragraphs five and six of this Article shall be without prejudice to the regulations on the use of language in official business in the Republic of Slovenia and the regulations on the use of language when conducting business with consumers in the Republic of Slovenia.

Chapter Two

COMPANY NAME

Article 12
(Company name definition)

(1) The company name is the name under which a company operates.

(2) The company name shall include a designation indicating the company's activity.

Article 13
(Additional components)

The company name may have additional components that define the company more accurately; however, they should not be

zmoto glede vrste ali obsega poslovanja ali da bi utegnilo priti do zamenjave s firmo ali znakom razlikovanja druge osebe ali bi kršile pravice drugih oseb.

14. člen
(imena tujih držav)

Firma ne sme vsebovati imen ali znakov tujih držav ali mednarodnih organizacij.

15. člen
(uporaba besede Slovenija in oznak države in samoupravnih lokalnih skupnosti)

(1) Besedo Slovenija v vseh sklonih in svojilnih pridevnikih (v nadaljnjem besedilu: beseda Slovenija) je dovoljeno vnesti v firmo le z dovoljenjem Vlade Republike Slovenije (v nadaljnjem besedilu: vlada).

(2) Vlada lahko po prostem preudarku dovoli družbi uporabo besede Slovenija, pri tem pa preveri, če:
- ima družba izpolnjene davčne in druge javnofinančne obveznosti;
- družba ni v postopku insolventnosti oziroma prisilnega prenehanja po zakonu, ki ureja finančno poslovanje podjetij, postopke zaradi insolventnosti in prisilno prenehanje;

- družba opravlja pridobitno dejavnost, ki je za Republiko Slovenijo večjega pomena.

(3) Šteje se, da je dejavnost večjega pomena, če družba uspešno posluje in deluje družbeno odgovorno. Pri tem vlada upošteva zlasti:
1. dejavnost, dosedanje poslovanje in finančni položaj družbe;

2. usmerjenost družbe k razvoju in rasti.

(4) Pri družbi v ustanavljanju vlada večji pomen dejavnosti presoja na podlagi vizije in poslanstva družbe, razvojne in trajnostne usmerjenosti družbe, analize trga, ciljnih trgov, ključnih področij delovanja

misleading with regard to the type or scale of the operations which have been undertaken, or be such that confusion might occur regarding the company name or distinguishing mark of another person, or could infringe on the rights of other persons.

Article 14
(Names of foreign countries)

The company name shall not include the names or symbols of foreign countries or international organisations.

Article 15
(Use of the word Slovenija and distinguishing signs of the country and self-governing local communities)

(1) The word Slovenija may be used in company names only with the permission of the Government of the Republic of Slovenia (hereinafter: the Government).

(2) The Government shall decide using its discretion regarding the use of the word Slovenija by a company, and shall also check:
- whether the company has fulfilled its tax and other fiscal obligations;
- whether the company is not part of an insolvency proceeding or compulsory dissolution proceeding, in accordance with the Act governing financial operations, insolvency proceedings and compulsory dissolution;
- whether the company is carrying out gainful activity of major importance for the Republic of Slovenia.

(3) For an activity to be considered of major importance, the company shall operate successfully and act in a socially responsible way. The Government shall in that respect particularly consider:
1. its activity, its operations to date and the financial position of the company,
2. the orientation of the company towards development and growth.

(4) Regarding companies which are still being incorporated, the Government shall consider the greater importance of activities on the basis of the vision and mission of the company, its orientation towards

družbe, finančne projekcije, načrta dela in zaposlovanja ter drugo.

(5) V primeru družbe, katere večinski lastniki so tuje pravne ali fizične osebe, pri izdaji dovoljenja za uporabo besede Slovenija vlada dodatno upošteva tudi, ali:

- je njena obvladujoča družba koncern ali multinacionalka oziroma družba v okviru multinacionalke;
- ima koncern ali multinacionalka mednarodni ugled;
- gre za koncern ali multinacionalko, ki v firmah svojih odvisnih družb praviloma uporablja imena držav sedežev odvisnih družb.

(6) Dovoljenje vlade je potrebno tudi, če se v firmi uporabijo besede, ki označujejo državo ali samoupravno lokalno skupnost (npr. državni, republiški, občinski).

(7) Vlada lahko odvzame dovoljenje, če ugotovi, da družba pri opravljanju svoje dejavnosti huje krši zakonodajo in s tem krni ugled Republike Slovenije

16. člen
(ime in priimek osebe)

Ime in priimek oziroma psevdonim zgodovinske ali druge znamenite osebe je dovoljeno vnesti v firmo le z njenim dovoljenjem; če je že umrla, pa z dovoljenjem njenega zakonca in sorodnikov do tretjega kolena v ravni vrsti ter staršev, če so še živi.

17. člen
(nedovoljene sestavine)

Firma ne sme vsebovati besed ali znakov, ki:

- nasprotujejo zakonu ali morali,
- vsebujejo znamke ali neregistrirane znake, ki uživajo varstvo po

development and sustainability, analysis of the market, target markets, key areas of operation of the company, financial projection, work plan, employment and other criteria.

(5) In the case of companies which are majority-owned by foreign legal or natural persons, in issuing a permit for the use of the word Slovenija, the Government shall also consider if:

- its parent company is a concern of companies or a multinational company or a company under the auspices of a multinational company;
- the concern of companies or the multinational company has an international reputation;
- the concern of companies or multinational company generally uses the name of the country where a subsidiary has a registered office in the company names of the subsidiaries.

(6) The permission of the Government shall also be necessary if there are words in the company name that designate a country or self-governing local communities (e.g. state, national, communal).

(7) The Government may withdraw permission if it discovers that the company has seriously breached legislation in carrying out its activity, hence damaging the reputation of the Republic of Slovenia.

Article 16
(Names and surnames of persons)

Names and surnames or pseudonyms of a historical or other prominent person may be incorporated into the company name only with the authorisation of such person and, if the person is no longer alive, only with the authorisation of the person's spouse, relatives up to the third degree and parents, if they are still alive.

Article 17
(Prohibited components)

The company name shall not include words or signs which:

- are contrary to an Act or to public morality;
- include trademarks or non-registered signs protected in accordance

predpisih, ki urejajo znamke, ali
- vsebujejo ali posnemajo uradne znake.

18. člen
(izbris sestavine firme)

Na predlog organov ali oseb iz 15. in 16. člena tega zakona registrski organ izbriše sestavino firme iz registra, če je s poslovanjem družbe kršen ugled države, samoupravne lokalne skupnosti ali osebe iz 16. člena tega zakona.

19. člen
(uporaba firme)

(1) Družba mora pri svojem poslovanju uporabljati firmo v obliki, v kakršni je vpisana v register.

(2) Družba lahko uporablja tudi skrajšano firmo, ki vsebuje vsaj sestavino, po kateri se firma družbe razlikuje od firm drugih družb, in oznako, za kakšno družbo gre.

(3) Skrajšana firma se vpiše v register.

20. člen
(jezik firme)

(1) Sestavina firme, ki nakazuje dejavnost, in oznaka družbe morata biti v slovenskem jeziku.

(2) Prevod firme v tuj jezik se lahko uporablja samo skupaj s firmo v slovenskem jeziku.

(3) Dodatne sestavine firme lahko poleg črk slovenske abecede vsebujejo tudi črke X, Y, W in Q. Ne glede na prejšnji stavek se lahko kot dodatna sestavina firme uporabljajo besede, ki vključujejo druge črke, če:

with rules regulating trademarks; or
- include or imitate official marks.

Article 18
(Striking off a component of the company name)

On the proposal of the authorities or persons referred to in Articles 15 and 16 of this Act, the registration authority shall strike off a component of the company name from the register if the company's operations have damaged the reputation of the country, self-governing local community or person specified in Article 16 of this Act.

Article 19
(Use of company name)

(1) A company shall use its company name in the form that has been entered in the register while carrying out its operations.

(2) A company may also use an abbreviated company name which comprises at least the component through which the company is distinguished from other companies and the designation of its legal form.

(3) The abbreviated company name shall be entered in the register.

Article 20
(Language of the company name)

(1) The component of the company name indicating its activity, and the designation of the company shall be written in the Slovenian language.

(2) A company name translated into a foreign language may only be used in conjunction with the company name in the Slovenian language.

(3) Additional components of the company name may, in addition to the letters of the Slovenian alphabet, also contain the letters X, Y, W and Q. Notwithstanding the preceding sentence words containing

- ustrezajo firmam, imenom ali priimkom družbenikov, ki so sestavni del firme, ali

- ustrezajo registriranim znamkam.

21. člen
(načelo izključnosti)

(1) Firma družbe se mora jasno razlikovati od firm vseh drugih družb.

(2) Če ima družbenik družbe z neomejeno odgovornostjo ali komplementar komanditne družbe, čigar priimek je del firme, enak priimek, kot je že vsebovan v prej registrirani firmi druge družbe z neomejeno odgovornostjo ali komanditne družbe, mora v firmo vnesti sestavino, po kateri se bo njegova firma jasno razlikovala od že registriranih firm.

(3) Povezane družbe lahko v firmi uporabljajo skupne sestavine.

22. člen
(nameravana firma)

(1) Vsak lahko zahteva, da registrski organ vpiše firmo v register, ne da bi bila hkrati ustanovljena družba (nameravana firma).

(2) Nameravana firma mora ustrezati določbam tega poglavja o firmi.

(3) Registrski organ po uradni dolžnosti nameravano firmo izbriše iz registra, če prijavitelj nameravane firme ne prijavi vpisa ustanovitve družbe s tako firmo v enem letu od vpisa nameravane firme.

other letters may be used as an additional component of the company name:
- if they correspond to the company names or personal names of company members which are an integral part of the company name, or
- if they correspond to registered trademarks.

Article 21
(Principle of exclusivity)

(1) The company name of a company shall be clearly distinguishable from the names of all other companies.

(2) If a company member of an unlimited company or a general partner of a limited partnership, whose surname forms a part of the company name, has the same surname as a surname which has already been included in a previously registered name of another unlimited company or limited partnership, the company name should include a component through which the company would be clearly distinguishable from previously registered company names.

(3) Affiliated companies may use shared components in their names.

Article 22
(Intended company name)

(1) Any person may request that the registration authority enter a company name in the register without forming a company at the same time (intended company name).

(2) The intended company name shall conform to the provisions of this Chapter.

(3) The registration authority shall strike off the intended company name from the register, ex officio, if the applicant of the intended company name fails to submit an application for entry of the formation of a new company with such company name within one year of the entry of the intended company name in the register.

23. člen
(varstvo firme)

(1) Registrski organ zavrne predlog za vpis firme v register, ki je v nasprotju z določbami tega poglavja ali ki se ne razlikuje jasno od že registriranih firm in imen drugih subjektov v Republiki Sloveniji.

(2) Družba, ki meni, da se firma druge družbe ne razlikuje jasno od njene prej registrirane firme, znamke ali neregistriranih znakov, ki uživajo varstvo po predpisih, ki urejajo znamke, ima pravico, da s tožbo zahteva opustitev uporabe firme, njen izbris iz registra in odškodnino. Tožbo je mogoče vložiti najpozneje v treh letih po vpisu firme druge družbe ali po vpisu nameravane firme.

(3) Tožbo iz prejšnjega odstavka lahko vloži tudi družba, katere firma je prizadeta, če druga družba nepravilno uporablja svojo firmo.

(4) Določbe tega člena ne posegajo v predpise o varstvu konkurence in druge predpise, ki varujejo firmo.

24. člen
(prenos firme)

Firma se lahko prenaša samo skupaj s podjetjem.

25. člen
(prenehanje družbeništva v družbi)

(1) Če družbenik, čigar ime ali priimek je v firmi, preneha biti

Article 23
(Protection of company name)

(1) The registration authority shall dismiss a proposal to enter a company name in the register if such proposal is contrary to the provisions of this Chapter or if it is not clearly distinguishable from previously registered company names and names of other entities in the Republic of Slovenia.

(2) A company which believes that the name of another company is not clearly distinguishable from its previously registered company name, trademark or non-registered signs, protected in accordance with the rules regulating trademarks, shall be entitled to file an action requesting the discontinuation of the use of the company name, the striking off of the company name from the register and compensation for damages. The action may be filed no later than within three years of the entry of the company name of another company or entry of the intended company name in the register.

(3) The action referred to in the preceding paragraph may also be filed by a company whose company name is affected by a company which is using its own company name incorrectly.

(4) The provisions of this Article shall not interfere with regulations protecting competition and other regulations protecting company names.

Article 24
(Transfer of company name)

A company name may only be transferred together with the company.

Article 25
(Termination of company membership)

(1) If a company member whose name or surname forms part

družbenik družbe, lahko družba nadaljuje poslovanje pod dosedanjo firmo le z njegovim izrecnim soglasjem.

(2) Če družbenik umre, lahko njegovi dediči v treh mesecih po pravnomočnosti sklepa o dedovanju zahtevajo, da se njegovo ime ali priimek izbriše iz firme.

(3) V primeru iz prejšnjih odstavkov mora biti iz firme razvidno, da je družbenik prenehal biti družbenik družbe.

26. člen
(izbris imena ali priimka nekdanjega družbenika)

Na predlog družbenika ali njegovega dediča iz prejšnjega člena registrski organ izbriše njegovo ime ali priimek kot sestavino firme iz registra, če je s poslovanjem družbe kršen njegov ugled.

27. člen
(firma družbe)

(1) Firma družbe z neomejeno odgovornostjo mora vsebovati priimek vsaj enega družbenika z navedbo, da je družbenikov več, ter oznako d.n.o..

(2) Firma komanditne družbe mora vsebovati priimek vsaj enega komplementarja ter oznako k.d.. Priimkov komanditistov ne sme biti v firmi.

(3) Družba z omejeno odgovornostjo mora imeti v firmi dodatno sestavino iz 13. člena tega zakona in oznako d.o.o..

of the company name ceases to be a company member in a company, the company may continue its operations under the current name only with the member's express consent.

(2) If the company member dies, their heirs may request that their name or surname be struck off from the company name within three months from the date on which the procedural decision on inheritance has became final.

(3) In the cases referred to in the preceding paragraphs, the termination of company membership should be evident from the company name.

Article 26
(Striking off the name or surname of a former company member)

On the proposal of a company member or their heir, as specified in the preceding Article, the registration authority shall strike off the company member's name or surname as a component of the company name from the register in cases where the company member's reputation is being damaged by the operations of the company.

Article 27
(Company name of a company)

(1) The company name of an unlimited company shall include the surname of at least one company member, together with an indication that there are several company members, and followed by the designation "d.n.o".

(2) The company name of a limited partnership shall include the surname of at least one general partner and shall be followed by the designation "k.d". The company name shall not include the surnames of any limited partners.

(3) The company name of a limited liability company shall include an additional component defined by Article 13 of this Act and the designation "d.o.o.".

(4) Delniška družba mora imeti v firmi dodatno sestavino iz 13. člena tega zakona in oznako d.d..

(5) Firma komanditne delniške družbe mora imeti v firmi oznako k.d.d..

28. člen
(firma družbe, katere družbenik je druga družba)

Če je družbenik družbe z neomejeno odgovornostjo ali komplementar komanditne družbe družba, se v firmo iz prvega in drugega odstavka prejšnjega člena vnese firma družbe kot družbenik.

Tretje poglavje

SEDEŽ

29. člen
(pojem)

Sedež družbe je kraj, ki je kot sedež družbe vpisan v register.

30. člen
(določitev sedeža)

Za sedež je mogoče določiti kraj, kjer družba opravlja dejavnost, ali kraj, kjer se v glavnem vodijo njeni posli, ali kraj, kjer deluje poslovodstvo družbe.

31. člen

(4) The company name of a public limited company shall include an additional component, as defined by Article 13 of this Act, and the designation "d.d.".

(5) The company name of a partnership limited by shares shall include the designation "k.d.d.".

Article 28
(Company name of a company whose company member is another company)

If the company member of an unlimited company or a general partner of a limited partnership is a company, the company name of that company shall be included in the company name referred to in paragraphs one and two of the preceding Article as the name of a company member of such companies.

Chapter Three

REGISTERED OFFICE

Article 29
(Definition)

The registered office of a company shall be the place entered in the register as its registered office.

Article 30
(Designation of registered office)

A company's registered office may be the place where the company carries out its activity or where its business is mostly conducted or the place where its management is located.

Article 31

(podružnice)

(1) Družba lahko ima podružnice, ki so ločene od sedeža družbe. Podružnice se vpišejo v register.

(2) Podružnice niso pravne osebe, smejo pa opravljati vse posle, ki jih sicer lahko opravlja družba.

Četrto poglavje
ZASTOPANJE

32. člen
(zastopanje družbe)

(1) Družbo zastopajo osebe, ki so določene z zakonom ali aktom o ustanovitvi družbe na podlagi zakona (zakoniti zastopnik).

(2) Zastopnik lahko opravlja vsa pravna dejanja, ki spadajo v pravno sposobnost družbe. Statutarna ali druga omejitev nima pravnega učinka proti tretjim osebam.

33. člen
(prokura)

(1) Družba lahko podeli prokuro eni ali več osebam po postopku, določenem v aktu o ustanovitvi.

(2) Družba lahko imenuje enega ali več prokuristov ali prokuristk (v nadaljnjem besedilu: prokurist) tudi samo za podružnico, vendar mora biti to izrecno označeno v registru in pri podpisu prokurista, sicer se šteje, da se prokura nanaša na celo družbo.

34. člen
(skupna prokura)

(Branches)

(1) A company may have branches that are separate from the company's registered office. Branches shall be entered in the register.

(2) Branches shall not be legal persons but they may perform all operations which would otherwise be performed by the company.

Chapter Four
REPRESENTATION

Article 32
(Representation of the company)

(1) A company shall be represented by persons designated by an Act or its articles of incorporation, in accordance with an Act (statutory representative).

(2) A statutory representative may perform all legal acts which fall within the legal capacity of the company. Restrictions under the articles of association or other restrictions shall have no legal effect on third parties.

Article 33
(Power of procuration)

(1) A company may grant the power of procuration to one or more persons in accordance with the procedure laid down by the articles of incorporation.

(2) A company may also appoint one or more procuration holders (hereinafter: procuration holder) only for a branch of the company; however, this shall be expressly indicated in the register and in the signature of the procuration holder; if not expressly indicated, the procuration shall be deemed to relate to the company as a whole.

Article 34
(Joint power of procuration)

(1) Prokura se lahko podeli tudi dvema ali več osebam skupaj, tako da lahko le vse te osebe skupaj zastopajo družbo.

(2) Tretje osebe lahko veljavno izjavijo voljo tudi samo enemu od skupnih prokuristov.

(3) Akt o ustanovitvi lahko določi, da prokurist zastopa družbo skupaj z enim ali več zakonitimi zastopniki.

35. člen
(obseg prokure)

(1) Prokura upravičuje za vsa pravna dejanja, ki spadajo v pravno sposobnost družbe, razen za odsvojitev in obremenitev nepremičnin, za kar mora biti prokurist posebej pooblaščen.

(2) Omejitev prokure nima pravnega učinka proti tretjim osebam.

(3) Prokurist v mejah upravičenj iz prvega odstavka tega člena zastopa družbo pred sodišči in drugimi organi.

36. člen
(prenehanje prokure)

Prokura se lahko vsak čas prekliče.

37. člen
(prenos prokure)

Prokurist prokure ne more prenesti na drugo osebo.

(1) The power of procuration may also be granted to two or more persons at the same time so that they may jointly represent the company.

(2) Third parties may choose to validly state their will to only one of the joint procuration holders.

(3) The articles of incorporation may lay down that the procuration holder represent the company jointly with one or more statutory representatives.

Article 35
(Scope of the power of procuration)

(1) The power of procuration shall be granted for all legal acts falling within the legal capacity of the company, with the exception of the disposal and encumbrance of immovable property, for which the procuration holder shall be granted special authorisation.

(2) A restriction of the power of procuration shall have no legal effect on third parties.

(3) A procuration holder shall within the scope of the entitlements referred to in paragraph one of this Article, represent the company before courts and other authorities.

Article 36
(Termination of power of procuration)

The power of procuration may be revoked at any time.

Article 37
(Transfer of power of procuration)

The procuration holder shall not transfer the power of procuration to another party.

38. člen
(vpis prokure)

(1) Družba mora podelitev in prenehanje prokure prijaviti za vpis v register.

(2) Prokuristov podpis je treba shraniti pri sodišču. Pri podpisovanju družbe mora prokurist uporabljati podpis s pristavkom, da je to prokura.

38.a člen
(odprava nasprotja interesov)

(1) Član organa vodenja ali nadzora, prokurist in izvršni direktor delniške družbe ter poslovodja, član nadzornega sveta in prokurist družbe z omejeno odgovornostjo se morajo izogibati kakršnemukoli nasprotju njegovih interesov ali dolžnosti z interesi ali dolžnostmi družbe, ki jo vodi ali nadzira.

(2) V primeru, da nastopi nasprotje interesov, mora oseba iz prejšnjega odstavka o tem najkasneje v roku treh delovnih dni pisno obvestiti organ, katerega član je, in organ nadzora. Če družba nima nadzornega sveta, mora o tem obvestiti družbenike na prvi naslednji skupščini.

(3) Nasprotje interesov osebe iz prvega odstavka tega člena obstaja, kadar je nepristransko in objektivno opravljanje nalog ali odločanje v okviru izvajanja funkcije ogroženo zaradi vključevanja osebnega ekonomskega interesa, interesa družinskih članov ali zaradi posebne naklonjenosti ali kakršnih koli drugih interesov povezanih z drugo fizično ali pravno osebo.

(4) Poslovodstvo, prokurist in izvršni direktor delniške družbe ali družbe z omejeno odgovornostjo lahko sklene pravni posel z drugo družbo, v kateri ima sam ali njegov družinski član ali vsi skupaj delež, ki dosega najmanj desetino osnovnega kapitala, ali je sam ali njegov

Article 38
(Registration of power of procuration)

(1) A company shall submit an application for entry of the granting and termination of the power of procuration in the register.

(2) The procuration holder's signature shall be kept by the court. When signing on behalf of the company, the procuration holder shall use their signature, accompanied by an indication that the signing is based on the power of procuration.

Article 38a
(Elimination of conflicts of interest)

(1) Members of management or supervisory bodies, the procuration holder, the executive director and the manager of a public limited company, a member of the supervisory board and procuration holder of a limited liability company, shall avoid any conflict of their own interests or duties with the interests or duties of the company which are conducted or supervised by that same person.

(2) Where a conflict of interests occurs, the person referred to in the preceding paragraph shall notify in writing the body of which they are a member, as well as the supervisory body, no later than in three days. If the company does not have a supervisory board, they shall inform the company members at the next general meeting.

(3) The conflict of interests of a person referred to in paragraph one of this Article shall exist when impartial and objective performance of duties, or decision-making related to carrying out their function, is jeopardised due to the inclusion of personal economic interest, the interest of family members or due to special favour or any other interests connected to any other natural or legal person.

(4) The management, procuration holder and the executive directors of a public limited company or a limited liability company may enter into a legal transaction with another company in which they, their family members or all of them hold an interest which exceeds one tenth

družinski član udeležen na dobičku druge družbe na katerikoli pravni podlagi, le s soglasjem nadzornega sveta ali upravnega odbora družbe. Oseba iz prejšnjega stavka lahko sklene pravni posel z drugo pravno osebo, v kateri ima sama ali njen družinski član ali vsi skupaj najmanj desetino upravljavskih pravic ali je udeležena na njenem dobičku na katerikoli pravni podlagi, le s soglasjem nadzornega sveta ali upravnega odbora družbe. Če družba nima nadzornega sveta ali upravnega odbora ali če je ta nesklepčen, ker član organa ne sme sodelovati pri odločanju, mora soglasje dati skupščina.

(5) Poslovodstvo, prokurist in izvršni direktor delniške družbe ali družbe z omejeno odgovornostjo mora o sklenitvi pravnega posla z drugo družbo, v kateri ima sam ali njegov družinski član ali vsi skupaj delež, ki je manjši od deleža iz prejšnjega odstavka, v roku treh delovnih dni po njegovi sklenitvi obvestiti nadzorni svet ali upravni odbor. Oseba iz prejšnjega stavka mora o sklenitvi pravnega posla z drugo pravno osebo, v kateri ima sama ali njen družinski član ali vsi skupaj manj kot desetino upravljavskih pravic, v roku treh delovnih dni po njegovi sklenitvi obvestiti nadzorni svet ali upravni odbor. Če družba nima nadzornega sveta ali upravnega odbora, mora o sklenitvi posla obvestiti družbenike na prvi naslednji skupščini.

(6) Član organa, ki odloča o soglasju iz četrtega odstavka tega člena, ne sme sodelovati pri odločanju, če je tudi sam ali njegov družinski član družbenik, ali če je na dobičku druge družbe, s katero se sklepa posel, udeležen na katerikoli pravni podlagi. Enako velja, če ima sam ali njegov družinski član upravljavske pravice v drugi pravni osebi, s katero se sklepa posel, ali je udeležen na njenem dobičku na katerikoli pravni podlagi.

(7) Za družinskega člana se štejejo zakonec ali oseba, s katero živi v dalj časa trajajoči življenjski skupnosti, ki ima po zakonu, ki ureja zakonsko zvezo in družinska razmerja, enake pravne posledice kakor zakonska zveza, ali s katero živi v registrirani istospolni partnerski skupnosti, otroci, posvojenci, starši, posvojitelji, bratje in sestre.

of the share capital, or if they or their family members participate in the profits of another company on any legal basis, only with the consent of the supervisory board or the board of directors of the company. The person referred to in the preceding paragraph may enter into a legal transaction with another legal person where they or their family member or all of them have at least one tenth of management rights or are participating in the profits of the legal person on any other legal basis, only with the consent of the supervisory board or the board of directors of the company. If the company does not have a supervisory board or a board of directors or it lacks a quorum, because a member of the body is not allowed to participate in the decision-making, consent shall be granted at the general meeting.

(5) The management, the procuration holder and the executive director of a public limited company or a limited liability company shall notify the supervisory board or the board of directors of any legal transactions entered into with another company in which they or their family members or all of them hold an interest, which does not exceed the interest referred to in the preceding paragraph, within three business days of entering into such legal transaction. If a company does not have a supervisory board or board of directors, it shall notify the company members thereof at the next general meeting.

(6) A member of the body which decides on the granting of consent referred to in paragraph four of this Article shall not participate in the decision-making process if the member themself or their family member is a member of the company with which the transaction is concluded or participates in the profits of this company on any other legal basis. The same shall also apply when the member or a family member has management rights in another legal person with which they are entering into legal transactions, or participates in its profits on any legal basis.

(7) Family members shall be deemed a spouse or a person with whom the person has been living in a long-term relationship which, under the Act governing marriage and family relations, has the same legal consequences as marriage, or with whom they live in a registered same-sex civil partnership, children, adopted children, parents, adoptive parents, brothers and sisters.

(8) Ne glede na 263. člen tega zakona odškodninska odgovornost člana poslovodstva ni izključena, čeprav je za sklenitev posla dala soglasje skupščina.

(9) Če soglasje iz četrtega odstavka tega člena ni bilo dano, se šteje, da je pravni posel ničen.

(10) Akt o ustanovitvi lahko za sklenitev pravnega posla iz četrtega odstavka tega člena določi strožje omejitve.

(11) Določbe tega člena se ne uporabljajo za delniško družbo in družbo z omejeno odgovornostjo, če je poslovodstvo, prokurist ali izvršni direktor sam, ali njegov družinski član, imetnik deleža v višini vsaj treh četrtin osnovnega kapitala ali upravljavskih pravic te delniške družbe ali družbe z omejeno odgovornostjo. Enako velja, če so vsi skupaj imetniki takšnega deleža. Določbe tega člena se tudi ne uporabljajo v primeru, če znesek posameznega pravnega posla ne presega 2.000 eurov brez davka na dodano vrednost (v nadaljnjem besedilu: DDV) in če skupni znesek vseh pravnih poslov z drugo družbo ali drugo pravno osebo v tekočem poslovnem letu ne presega zneska 24.000 eurov brez DDV. Izjema iz prejšnjega stavka ne velja v primeru, če je poslovodstvo, prokurist ali izvršni direktor sam, ali njegovi družinski član udeležen na dobičku pravne osebe, s katero se sklepa posel, na katerikoli pravni podlagi.

Peto poglavje

POSLOVNA SKRIVNOST IN PREPOVED KONKURENCE

39. člen
(pojem poslovne skrivnosti)

Za poslovno skrivnost se štejejo podatki, za katere tako določi družba s pisnim sklepom. S tem sklepom morajo biti seznanjeni družbeniki, delavci, člani organov družbe in druge osebe, ki morajo

(8) Notwithstanding Article 263 of this Act, the damage liability of a member of management is not excluded despite the transaction being entered into after approval was gained at the general meeting.

(9) If no consent referred to in paragraph four of this Article is granted, the legal transaction shall be deemed void.

(10) The articles of incorporation may lay down stricter restrictions regarding the conclusion of legal transactions referred to in paragraph four of this Article.

(11) The provisions of this Article shall not apply to a public limited company and limited liability company, if the management, procuration holder or executive director or their family member, holds an interest of at least three-quarters of the share capital or management rights of a public limited company or limited liability company. The same shall apply if all of them together hold such an interest. The provisions of this Article shall also not apply in cases where an individual legal transaction does not exceed EUR 2,000 excluding value added tax (hereinafter: VAT), and if the total amount of all legal transactions with another company or another legal person does not exceed EUR 24,000 excluding VAT, in the current financial year. The exemption referred to in the preceding sentence shall not apply when the management, a procuration holder or an executive director or their family members participate in the profits of the legal person with which the legal transaction is entered into, on any legal basis.

Chapter Five

TRADE SECRET AND NON-COMPETE OBLIGATION

Article 39
(Meaning of trade secret)

A trade secret shall be considered to include information which satisfy the trade secret requirements in accordance with the Act governing trade secret.

varovati poslovno skrivnost.

40. člen
(črtan)

41. člen
(prepoved konkurence)

(1) Družbeniki družbe z neomejeno odgovornostjo, komplementarji komanditne družbe, družbeniki in poslovodje ali poslovodkinje (v nadaljnjem besedilu: poslovodja) družbe z omejeno odgovornostjo, člani uprave, upravnega odbora in nadzornega sveta delniške družbe ter prokuristi ne smejo sodelovati pri nobeni od teh vlog, pa tudi ne kot delavci v katerikoli drugi družbi ali kot podjetnik, ki opravlja dejavnost, ki je ali bi lahko bila v konkurenčnem razmerju z dejavnostjo prve družbe.

(2) Akt o ustanovitvi družbe lahko določi omejitve iz prejšnjega odstavka tudi za komanditiste in komanditistke (v nadaljnjem besedilu: komanditist) v komanditni družbi ali delničarje in delničarke (v nadaljnjem besedilu: delničar) v delniški družbi in komanditni delniški družbi ali za člane gospodarskega interesnega združenja.

(3) Akt o ustanovitvi družbe lahko določi pogoje, ob katerih je osebam iz prvega odstavka tega člena dopustno sodelovati pri konkurenčni družbi.

(4) Z aktom o ustanovitvi družbe se lahko določi, da traja prepoved tudi po tem, ko je kdo izgubil lastnost osebe iz prvega odstavka tega člena. Prepoved ne sme trajati več kot dve leti, razen v primerih iz drugega odstavka 268. člena in tretjega odstavka 515. člena tega zakona, ko prepoved ne sme trajati več kot šest mesecev.

(5) Določbe tega člena ne posegajo v prepoved konkurence, ki velja za osebe v delovnem razmerju.

Article 40
(Deleted)

Article 41
(Non-compete obligation)

(1) Members of an unlimited company, general partners of a limited partnership, company members and managers of a limited liability company, members of the management board, the board of directors and the supervisory board of a public limited company may not assume any of these roles and may not be employed by any other company or own companies whose activities are or could be in direct competition with those of the first-mentioned company.

(2) A company's articles of incorporation may also lay down the restrictions specified in the preceding paragraph for the limited partners of a limited partnership and the shareholders of a public limited company and members of an economic interest grouping.

(3) A company's articles of incorporation may also lay down the conditions under which the persons specified in paragraph one of this Article may participate in a competing company.

(4) The articles of incorporation may lay down that a non-compete obligation remains in force even after a person looses the status referred to in paragraph one of this Article. The non-compete obligation shall not apply for longer than two years, with the exception of the cases specified in paragraph two of Article 268 and paragraph three of Article 515 of this Act, where it shall not remain in force for longer than six months.

(5) The provisions of this Article shall not prejudice the non-compete obligation that applies to persons in an employment relationship.

42. člen
(kršitev prepovedi konkurence)

(1) Če oseba prekrši prepoved konkurence, lahko družba zahteva odškodnino.

(2) Družba lahko od kršilca zahteva tudi, da ji prepusti posle, sklenjene za svoj račun, kot posle, sklenjene za račun družbe, ali da nanjo prenese koristi iz poslov, sklenjenih za svoj račun, ali da družbi odstopi svojo pravico do odškodnine.

(3) Terjatve družbe iz prejšnjih odstavkov zastarajo v treh mesecih po tem, ko družba izve za kršitev in kršilca, najpozneje pa v petih letih od kršitve.

Šesto poglavje

REGISTER

43. člen
(predmet vpisa)

V register se vpisujejo podatki o družbi, za katere to določa ta zakon.

44. člen
(register)

(1) Register vodi sodišče.

(2) Postopek o registrskih zadevah ureja poseben zakon.

Article 42
(Breach of non-compete obligation)

(1) If a person breaches a non-compete obligation, the company may request the compensation of damage.

(2) The company may also request that the person who breached a non-compete obligation cede to it the transactions concluded on their own behalf as well as the transactions concluded on behalf of the company or to transfer to the company the benefits derived from the transactions concluded on their own behalf or to assign to the company their right to compensation.

(3) The company's claims specified in the preceding paragraphs shall fall under the statute of limitations within three months of the date on which the company found out about the breach and the person who committed the breach; and no later than within five years of the date of the breach.

Chapter Six

REGISTER

Article 43
(Subject of registration)

Data on companies which is prescribed by this Act shall be entered in the register.

Article 44
(The register)

(1) The register shall be kept by the court.

(2) The procedure concerning registration cases shall be regulated by a special Act.

45. člen
(obveščanje o registrskih podatkih)

(1) Na vseh dopisih, ki jih družba pošlje naslovniku, morajo biti poleg celotne firme in sedeža družbe navedeni tudi registrski organ, pri katerem je družba vpisana in matična številka družbe; pri družbi z omejeno odgovornostjo in delniški družbi je treba navesti tudi znesek osnovnega kapitala in znesek še nevplačanih vložkov.

(2) Naročilnice se štejejo za dopise iz prejšnjega odstavka.

45.a člen
(prijava vpisa premoženjskega vložka v register)

(1) V register je treba prijaviti osebo, ki je na podlagi premoženjskega vložka v družbo, v kateri ni družbenik, pridobila pravico do udeležbe na dobičku.

(2) Opustitev obveznosti iz prejšnjega odstavka ima za posledico ničnost pravnega posla iz prejšnjega odstavka.

(3) Prijavo je treba vložiti v 15 dneh po sklenitvi pravnega posla iz prvega odstavka tega člena. V prijavi je potrebno navesti ime in priimek oziroma firmo in matično številko osebe, ki je pridobila pravico do udeležbe na dobičku ter firmo in matično številko družbe v katero oseba vlaga premoženjski vložek. Prijavo vloži oseba, ki je po zakonu ali njenih aktih pooblaščena za zastopanje družbe, v katero oseba iz prvega odstavka tega člena vlaga premoženjski vložek.

46. člen
(upravičenci za prijavo)

Article 45
(Notification of registration data)

(1) In addition to a company's full company name and its registered office, the name of the registration authority with which the company is registered and the company registration number shall appear on all notices sent by the company to an addressee. Limited liability companies shall also include the amount of their share capital and the amount of unpaid contributions to the share capital.

(2) Purchase orders shall be considered as notices referred to in the preceding paragraph.

Article 45a
(Application for entry of non-cash contributions in the register)

(1) A person who on the basis of a non-cash contribution has acquired the right to participate in the profits of a company of which they are not a company member, shall be entered in the register.

(2) Failure to fulfil the obligation referred to in the preceding paragraph shall result in the legal transaction referred to in the preceding paragraph being void.

(3) The application shall be filed within 15 days of the conclusion of the legal transaction referred to in paragraph one of this Article. The application shall include the name and surname or the company name and registration number of the person that acquired the right to participate in the profits, and the company name and company registration number of the company in which they invested non-cash contributions. The application shall be filed by the person authorised by an Act or by the company's bylaws and regulations to represent the company in which the person referred to in paragraph one of this Article is investing non-cash contributions.

Article 46
(Persons entitled to submit an application)

Prijavo za vpis družbe vloži oseba, ki je po zakonu ali njenih aktih upravičena za zastopanje, če s tem zakonom ni določeno drugače.

47. člen
(prijava za prvi vpis v register)

(1) Prijava za prvi vpis družbe v register mora vsebovati firmo, dejavnost, sedež in druge podatke, določene z zakonom.

(2) Prijavi je treba priložiti akt o ustanovitvi v izvirniku ali overjenem prepisu in akt o imenovanju poslovodstva, če to ni določeno že z aktom o ustanovitvi.

(3) Prijavo je treba vložiti v 15 dneh po izpolnitvi pogojev za vpis v register.

48. člen
(prijava spremembe za vpis v register)

(1) Za vpis v register je treba prijaviti tudi vsako spremembo podatkov iz prvega odstavka prejšnjega člena in prijavi priložiti akte, ki izkazujejo zadnje dejansko stanje. Za vpis v register je treba prijaviti tudi začetek likvidacijskega postopka z navedbo likvidacijskih upraviteljev in prenehanje družbe.

(2) Za prijavo spremembe za vpis v register se smiselno uporablja določba tretjega odstavka prejšnjega člena.

49. člen

An application for entering the company in the register shall be submitted by a person authorised by an Act or by the company's bylaws and regulations to represent the company, unless otherwise provided by this Act.

Article 47
(Application for first entry of company in the register)

(1) An application for the first entry of a company in the register shall include the company name, activity, registered office and other data laid down by an Act.

(2) The application shall be accompanied by the original or a certified copy of the articles of incorporation and the act on the appointment of management unless this has already been laid down by the articles of incorporation.

(3) The application shall be submitted within 15 days of the date of fulfilment of the conditions for entry of the company in the register.

Article 48
(Application for entering changes in the register)

(1) For the purpose of registration, an application for entering any changes of data specified in paragraph one of the preceding Article shall also be submitted and accompanied by documents which present the latest state of the facts. Moreover, the commencement of winding-up proceedings including the names of liquidators and the dissolution of the company shall also be entered in the register through the submission of an application.

(2) An application for entering changes in the register shall be subject to the application *mutatis mutandis* of the provision of paragraph three of the preceding Article.

Article 49

(prenehal veljati)

Sedmo poglavje

POSTOPEK V NEPRAVDNIH ZADEVAH

50. člen
(zadeve, o katerih sodišče odloča v nepravdnem postopku)

Sodišče v nepravdnem postopku odloča o:

- odvzemu upravičenja za vodenje poslov ali zastopanje družbeniku (90. in 99. člen);
- dovoljenju družbeniku, da brez likvidacije prevzame podjetje (prvi odstavek 116. člena);
- imenovanju ali odpoklicu likvidacijskih upraviteljev (drugi odstavek 119. in 120. člena in 408. člen);
- določitvi družbenika ali tretje osebe, ki hrani poslovne knjige (drugi odstavek 132. člena);
- izročitvi prepisa letnega poročila komanditistu (drugi odstavek 140. člena);
- imenovanju ustanovitvenega revizorja, posebnega revizorja, izrednega revizorja pogodbenega revizorja, posebnega revizorja za razmerja z obvladujočo družbo, vključitvenega revizorja, revizorja, pripojitvenega in delitvenega revizorja (194. člen, drugi odstavek 318. člena, prvi odstavek 322. člena, drugi odstavek 360., 386. 535.b, 546.b, drugi odstavek 555.a, 583. in 627. člena);
- nesoglasjih med ustanovitelji in ustanovitvenimi revizorji (drugi odstavek 196. člena);
- podaljšanju roka za izvedbo ustanovne skupščine (tretji odstavek 214. člena);
- objavi oglasa vpisnikom delnic, da dvignejo vplačila (tretji odstavek 215. člena);
- tržni vrednosti delnic, s katerimi se trguje na organiziranem trgu (šesti odstavek 237. člena);
- **(črtana)**
- imenovanju ali odpoklicu članov organov vodenja ali nadzora (256. člen in drugi odstavek 276. člena);

(Ceased to be in force)

Chapter Seven

NON-LITIGIOUS CIVIL PROCEEDINGS

Article 50
(Cases decided by the court in non-litigious proceedings)

In non-litigious civil procedures, the court shall decide on:

- the withdrawal of entitlement of a company member to conduct business or represent the company (Articles 90 and 99);
- the granting of permission to a company member to take over the company without winding-up proceedings (paragraph one of Article 116);
- the appointment or release of liquidators (paragraph two of Articles 119 and 120 and Article 408);
- the designation of a company member or a third party to keep the books of accounts (paragraph two of Article 132);
- the delivery of a copy of the annual report to a limited partner (paragraph two of Article 140);
- the appointment of a formation auditor, special auditor, extraordinary auditor, contractual auditor, special auditor for relations with parent company, merger auditor, auditor, merger by absorption auditor and division auditor (Article 194, paragraph two of Article 318, paragraph one of Article 322, paragraph two of Articles 360, 386, 535b, 546b, paragraph two of Articles 555a, 583 and 627);
- disagreements between founders and formation auditors (paragraph two of Article 196);
- the extension of the time limit for holding the founding general meeting (paragraph three of Article 214);
- the publication of an announcement calling for share subscribers to collect their payments (paragraph three of Article 215);
- the market value of shares traded on a regulated market (paragraph six of Article 237);
- **(deleted)**
- the appointment and removal of members of the management or supervisory bodies (Article 256 and paragraph two of Article 276);

- pooblastilu za sklic skupščine ali objavo predmeta, o katerem naj skupščina odloča (četrti odstavek 295. člena);

- pravici delničarja, družbenika ali zainteresirane osebe do obveščenosti (306. in 513. člen ter drugi odstavek 637. člena);
- primerni odpravnini manjšinskim ali izstopajočim delničarjem (drugi odstavek 388. člena in tretji odstavek 556. člena);

- višini plačila likvidacijskemu upravitelju (prvi odstavek 423. člena);

- nadomestilu in o denarnem plačilu zunanjim delničarjem (četrti odstavek 552. člena in peti odstavek 553. člena);
- imenovanju posebnega ali skupnega zastopnika (drugi odstavek 595. člena in prvi odstavek 608. člena);
- predlogu za sodni preizkus menjalnega razmerja (prvi odstavek 605. člena);
- zadevah v zvezi z evropsko delniško družbo, določenih v 8., 25., 26., 55. in 64. členu Uredbe 2157/2001/ES;
- zadevah v zvezi s čezmejno združitvijo kapitalskih družb (4. oddelek Drugega poglavja VI. dela tega zakona) in
- drugih zadevah, za katere ta zakon določa, da sodišče o njih odloča v nepravdnem postopku.

(2) Če družba z neomejeno odgovornostjo, komanditna družba ali družba z omejeno odgovornostjo nima poslovodje zaradi njegove smrti, trajne ali dolgotrajne nezmožnosti za delo ali v drugih nujnih primerih, ga na predlog imenuje sodišče v nepravdnem postopku. Predlog lahko vloži vsakdo, ki ima pravni interes. Funkcija sodno imenovanega poslovodje preneha najkasneje s potekom obdobja, za katerega je bil imenovan s strani sodišča, ali z imenovanjem novega poslovodje v skladu z aktom o ustanovitvi. Sodno imenovani poslovodja ima pravico do plačila za delo in poravnave stroškov. Če se o višini stroškov in plačila sodno imenovani poslovodja in družba ne sporazumeta, odloči o stroških in plačilu sodišče.

51. člen
(stvarna pristojnost sodišča)

Za odločanje o zadevah iz prejšnjega člena je stvarno pristojno

- the authorisation to convene a general meeting or publish the subject on which the general meeting should decide (paragraph four of Article 295);
- the right of a shareholder, company member or interested party to be informed (Articles 306 and 513 and paragraph two of Article 637);
- the appropriate consideration for minority shareholders or withdrawing shareholders (paragraph two of Article 388 and paragraph three of Article 556);
- the amount to be paid to the liquidator (paragraph one of Article 423);
- the compensation and remuneration of external shareholders (paragraph four of Article 552 and paragraph five of Article 553);
- the appointment of a special or joint representative (paragraph two of Article 595 and paragraph one of Article 608);
- the proposal for a court test of the exchange ratio (paragraph one of Article 605);
- matters relating to a European public limited-liability company, defined by Articles 8, 25, 26, 55 and 64 of Regulation 2157/2001/EC;
- matters relating to the cross-border merger of companies limited by shares (Section 4 of Chapter Two of Part VI of this Act); and
- other matters for which this Act lays down that they should be decided by a court in non-litigious proceedings.

(2) If the unlimited company, limited partnership or limited liability company does not have a manager due to death, permanent or long-term work disability or in other urgent cases, a manager shall be appointed by the court in non-litigious proceedings based on a proposal. Anyone with legal interest may submit the proposal. The position of the court-appointed manager shall cease at the end of the period for which they were appointed by the court, or on the appointment of a new manager in accordance with the articles of association. The court-appointed manager shall have the right to be paid for their work and compensated for the expenses incurred. If the court-appointed manager and the company cannot reach an agreement on the expenses and payment, the court shall decide on both.

Article 51
(Subject matter jurisdiction of the court)

The district court shall have subject matter jurisdiction to

okrožno sodišče.

52. člen
(posebne določbe o postopku)

(1) Za odločanje o zadevah iz 50. člena tega zakona se uporablja zakon, ki ureja nepravdni postopek, če ni v drugem odstavku tega člena drugače določeno.

(2) O predlogu v zadevah iz pete, šeste, osme, trinajste in štirinajste alineje 50. člena tega zakona mora sodišče odločiti v petih dneh od prejema predloga. Rok za pritožbo proti sklepu, s katerim sodišče odloči v teh zadevah, je tri dni od vročitve sklepa. Pritožba ne zadrži izvršitve.

(3) Kadar je predlog utemeljen, predlagateljeve stroške krije družba, če ta zakon ne določa drugače.

Osmo poglavje

POSLOVNE KNJIGE IN LETNO POROČILO

1. oddelek

SPLOŠNE DOLOČBE

53. člen
(uporaba določb in pomen pojmov)

(1) Določbe tega poglavja v celoti veljajo za:

1. kapitalske družbe;
2. tiste osebne družbe, pri katerih za njihove obveznosti ni neomejeno odgovorna nobena fizična oseba.

decide on cases referred to in the preceding Article.

Article 52
(Special procedural provisions)

(1) The decision on the cases referred to in Article 50 of this Act shall be subject to the provisions of the Act governing non-litigious proceedings unless otherwise provided by paragraph two of this Article.

(2) The court shall decide on the proposal in the cases referred to in indents five, six, eight, thirteen and fourteen of Article 50 of this Act within five days of receiving the proposal. An appeal against the procedural decision with which the court decides these matters shall be allowed within three days of the service of the procedural decision. An appeal shall not stay the execution.

(3) If the proposal is well-founded, the costs incurred by the proponent shall be borne by the company, unless otherwise provided by this Act.

Chapter Eight

BOOKS OF ACCOUNT AND ANNUAL REPORT

Section 1

GENERAL PROVISIONS

Article 53
(Application of provisions and definitions)

(1) The provisions of this chapter shall fully apply to the following:

1. companies limited by shares;
2. partnerships in which no individual assumes unlimited liability for the obligations of the partnership.

(2) Za podjetnika, katerega podjetje ustreza merilom za srednje ali velike družbe, veljajo določbe tega poglavje, razen 57. člena tega zakona.

(3) Za druge osebne družbe, ki niso osebne družbe iz prvega odstavka tega člena, in za podjetnika, katerega podjetje ustreza merilom za majhne družbe, veljajo samo določbe 54., 58. do 60. člena ter 65. do 67. člena tega zakona. Pri uporabi navedenih določb morajo členitev in oznake postavk lastnega kapitala prilagoditi svojim razmeram in lahko upoštevajo vse poenostavitve, ki veljajo za majhne družbe.

(4) Posamezni izrazi v tem poglavju pomenijo:

- družbenik je družbenik osebne družbe ali družbe z omejeno odgovornostjo ali delničar;
- delež je poslovni delež v družbi z omejeno odgovornostjo ali delnica v delniški družbi;
- statut je družbena pogodba osebne družbe ali družbena pogodba družbe z omejeno odgovornostjo ali akt o ustanovitvi družbe z omejeno odgovornostjo, če ustanovi to družbo ena sama oseba ali statut delniške družbe;

- bilančni presečni dan je dan, po stanju na katerega se izdela bilanca stanja; bilančni presečni dan letne bilance stanja je zadnji dan poslovnega leta;
- subjekt javnega interesa je družba, s katere vrednostnimi papirji se trguje na organiziranem trgu vrednostnih papirjev, ali kreditna institucija, kot jo opredeljuje zakon, ki ureja bančništvo, ali zavarovalnica, kot jo opredeljuje zakon, ki ureja zavarovalništvo;
- slovenski računovodski standardi so računovodski standardi, ki jih sprejme Slovenski inštitut za revizijo v skladu s tem zakonom, in

- mednarodni standardi računovodskega poročanja so standardi, ki so kot mednarodni računovodski standardi določeni z Uredbo 1606/2002/ES in Uredbo 1126/2008/ES.

54. člen

(2) The provisions of this Chapter, with the exception of Article 57 of this Act, shall apply to sole traders that meet the criteria for classification as medium-sized and large companies.

(3) Partnerships other than those referred to in paragraph one of this Article and sole traders whose companies satisfy the criteria for small companies shall be governed only by the provisions of Article 54, Articles 58 to 60 and Articles 65 to 67 of this Act. In the application of the above-mentioned provisions, they shall adapt the breakdown and designations of their own capital items to their own conditions and may take into consideration all the simplifications that are applicable to small companies.

(4) The terms used in this Chapter shall have the following meaning:

- a company member shall mean a member of a partnership or a limited liability company or a shareholder;
- an interest shall mean a business interest in a limited liability company or a share in a public limited company;
- articles of association shall mean the memorandum of association of a partnership, or the memorandum of association of a limited liability company or the articles of incorporation of a limited liability company, where such company is formed by a single person, or the articles of association of a public limited company;
- the balance sheet cut-off date shall be the date on which the balance sheet is compiled; the annual balance sheet cut-off date shall be the last day of the financial year;
- public-interest entity is a company whose securities are traded on a regulated market, or a credit institution as defined by the Act governing banking, or an insurance company, as defined by the Act governing insurance;
- the Slovenian Accounting Standards shall mean the accounting standards adopted by the Slovenian Institute of Auditors, in accordance with this Act; and
- International Financial Reporting Standards shall mean the accounting standards set by Regulation 1606/2002/EC and Regulation 1126/2008/EC.

Article 54

(splošna pravila o računovodenju)

(1) Družbe in podjetniki morajo voditi poslovne knjige in jih enkrat letno zaključiti v skladu s tem zakonom in slovenskimi računovodskimi standardi ali mednarodnimi standardi računovodskega poročanja, če zakon ne določa drugače. Poslovno leto se lahko razlikuje od koledarskega leta. Na podlagi zaključenih poslovnih knjig je treba za vsako poslovno leto v treh mesecih po koncu tega poslovnega leta sestaviti letno poročilo.

(2) Trimesečni rok iz prejšnjega odstavka velja tudi za sestavo letnega poročila iz 60. člena tega zakona. Konsolidirano letno poročilo iz 56. člena tega zakona je treba sestaviti v štirih mesecih po koncu poslovnega leta.

(3) Poslovne knjige morajo biti vodene po sistemu dvostavnega knjigovodstva, če zakon ne določa drugače. Vse družbe morajo pri vodenju poslovnih knjig upoštevati kontni okvir za glavno knjigo, ki ga sprejme Slovenski inštitut za revizijo v soglasju z ministroma, pristojnima za gospodarstvo in finance. Po prejemu soglasja mora Slovenski inštitut za revizijo kontni okvir objaviti v Uradnem listu Republike Slovenije. Kontni okvir določi razrede kontov od 0 do 9 in skupine kontov od 00 do 99.

(4) Najmanj enkrat letno je treba preveriti, ali se stanje posameznih aktivnih in pasivnih postavk v poslovnih knjigah ujema z dejanskim stanjem. Velike družbe lahko postavke preverijo tudi z uporabo priznanih matematično-statističnih metod, ki temeljijo na tehnikah vzorčenja in izražajo oceno, ki je dober približek fizičnemu popisu dejanskega stanja.

(5) Če se nad družbo ali podjetnikom začne postopek likvidacije ali stečaja, je treba zadnji dan pred začetkom tega postopka izdelati bilanco stanja in izkaz poslovnega izida. V drugih primerih prenehanja je treba izdelati bilanco stanja in izkaz poslovnega izida v skladu z roki, določenimi z zakonom, ki ureja davčni postopek.

(General accounting rules)

(1) Companies and sole traders shall keep books of account and close them once per year in accordance with this Act and the Slovenian Accounting Standards or International Financial Reporting Standards, unless otherwise provided by an Act. The financial year may be different from the calendar year. After the closure of accounts for a financial year, an annual report shall be drawn up within three months of the end of that financial year.

(2) The three-month period referred to in the preceding paragraph shall also apply to the drawing up of the annual report referred to in Article 60 of this Act. The consolidated annual report referred to in Article 56 of this Act shall be prepared within four months of the end of each financial year.

(3) Books of account shall be kept in accordance with the double entry bookkeeping method unless otherwise provided by an Act. In keeping their books, all companies shall use the chart of accounts for the general ledger adopted by the Slovenian Institute of Auditors in agreement with the ministers responsible for the economy and finance. Upon receiving approval, the Slovenian Institute of Auditors shall publish the chart of accounts in the Official Gazette of the Republic of Slovenia. The chart of accounts shall define the account classes from 0 to 9 and from 00 to 99.

(4) At least once a year individual asset and liability items in the books of account shall be checked against the actual state of the facts. Large companies may also check the value of accounting items through the use of recognised mathematical-statistical methods, based on sampling techniques which represent an estimate that is a good approximation of the physical inventory of the actual state of the facts.

(5) If winding-up or bankruptcy proceedings are initiated against a company or sole trader, a balance sheet and a statement of profit and loss shall be drawn up on the last day prior to the commencement of proceedings. In other cases of winding-up of the company, a balance sheet and a statement of profit and loss shall be drawn up in accordance with the deadlines laid down in the Act governing tax procedure.

(6) Poslovne knjige, bilance stanja, izkaze poslovnega izida ter letna in poslovna poročila iz 56. in 60. člena ter prvega odstavka 70. člena tega zakona je treba trajno hraniti. Knjigovodske listine se lahko hranijo samo določeno časovno obdobje.

(7) Podrobnejša pravila o računovodenju določijo slovenski računovodski standardi in pojasnila slovenskih računovodskih standardov, ki jih sprejme Slovenski inštitut za revizijo v soglasju z ministroma, pristojnima za gospodarstvo in finance. Ministra, pristojna za gospodarstvo in finance, pred odločitvijo o soglasju z javnim pozivom omogočita zainteresiranim osebam, da nanje podajo mnenje. Po prejemu soglasja jih mora Slovenski inštitut za revizijo objaviti v Uradnem listu Republike Slovenije. Slovenski računovodski standardi določijo zlasti:

1. vsebino in členitev izkaza denarnih tokov in izkaza gibanja kapitala,
2. pravila o vrednotenju računovodskih postavk, in
3. pravila o vsebini posameznih postavk v računovodskih izkazih in pojasnilih teh postavk v prilogi k izkazom.

(8) Slovenski računovodski standardi ne smejo biti v nasprotju s tem zakonom in drugimi zakoni, ki urejajo pravila o računovodenju posameznih pravnih oseb, ter predpisi, izdanimi na njihovi podlagi.

(9) Slovenski računovodski standardi morajo povzemati vsebino Direktive 2013/34/EU in v zasnovi ne smejo biti v nasprotju z mednarodnimi standardi računovodskega poročanja.

(10) Družbe, ki so zavezane h konsolidaciji na podlagi 56. člena tega zakona, morajo sestaviti konsolidirano letno poročilo iz devetega odstavka 56. člena tega zakona v skladu z mednarodnimi standardi računovodskega poročanja.

(11) Poleg družb iz prejšnjega odstavka sestavljajo računovodska poročila iz prvega odstavka 60. člena tega zakona v skladu z mednarodnimi standardi računovodskega poročanja tudi:

(6) The books of account, the balance sheet, the profit and loss statements, the annual report and the business reports referred to in Articles 56 and 60 and paragraph one of Article 70 of this Act shall be stored permanently. Accounting documents may be stored for a specified period only.

(7) Detailed rules on accounting shall be defined by the Slovenian Accounting Standards, along with explanations thereto adopted by the Slovenian Institute of Auditors in agreement with the ministers responsible for the economy and finance. Before granting such approval, the ministers responsible for the economy and finance shall publicly invite those interested to express their opinions on the matter. Upon receiving approval, the Slovenian Institute of Auditors shall publish the accounting rules in the Official Gazette of the Republic of Slovenia. The Slovenian Accounting Standards shall set out in particular the following:

1. the content and layout of the cash flow statement and the statement of changes in equity;
2. the rules on the valuation of accounting items; and
3. rules relating to the content of individual accounting items in the financial statements and the explanations of these items in the notes to the statements.

(8) The Slovenian Accounting Standards shall not be contrary to this Act and other Acts governing the rules on accounting for individual legal entities and the regulations issued on their basis.

(9) The Slovenian Accounting Standards shall incorporate the substance of Directive 2013/34/EU and in concept they shall not be contrary to International Financial Reporting Standards.

(10) Companies for which consolidation is required under Article 56 of this Act shall prepare the consolidated annual report specified in paragraph nine of Article 56 of this Act in accordance with the International Financial Reporting Standards.

(11) In addition to the companies referred to in the preceding paragraph, the financial reports specified in paragraph one of Article 60 of this Act, in accordance with International Financial Reporting Standards, shall also be prepared by:

1. banke,
2. zavarovalnice, in
3. druge družbe, če tako odloči skupščina družbe, vendar najmanj za pet let.

55. člen
(mikro, majhne, srednje in velike družbe)

(1) Družbe se pri uporabi tega zakona razvrščajo na mikro, majhne, srednje in velike družbe z uporabo navedenih meril na bilančni presečni dan letne bilance stanja:
- povprečno število delavcev v poslovnem letu,
- čisti prihodki od prodaje, in
- vrednost aktive.

(2) Mikro družba je družba, ki izpolnjuje dve od teh meril:

- povprečno število delavcev v poslovnem letu ne presega deset,

- čisti prihodki od prodaje ne presegajo 700.000 eurov, in
- vrednost aktive ne presega 350.000 eurov.

(3) Majhna družba je družba, ki ni mikro družba po prejšnjem odstavku, in ki izpolnjuje dve od teh meril:

- povprečno število delavcev v poslovnem letu ne presega 50,

- čisti prihodki od prodaje ne presegajo 8.000.000 eurov, in
- vrednost aktive ne presega 4.000.000 eurov.

(4) Srednja družba je družba, ki ni mikro družba po drugem odstavku tega člena ali majhna družba po prejšnjem odstavku, in ki izpolnjuje dve od teh meril:

- povprečno število delavcev v poslovnem letu ne presega 250,

- čisti prihodki od prodaje ne presegajo 40.000.000 eurov, in
- vrednost aktive ne presega 20.000.000 eurov.

(5) Velika družba je družba, ki ni mikro družba po drugem

1. banks,
2. insurance companies and
3. other companies if the general meeting so decides; however, for a period of at least five years.

Article 55
(Micro, small, medium-sized and large companies)

(1) For the purposes of the application of this Act, companies shall be classified as micro, small, medium-sized and large on the annual balance sheet cut-off date, in accordance with the following criteria:
- their average number of employees in the financial year,
- their net turnover, and
- the value of their assets.

(2) A company that meets any two of the following criteria shall be deemed a micro company:
- its average number of employees in a financial year does not exceed 10,
- it has a net turnover of less than EUR 700,000, and
- the value of its assets does not exceed EUR 350,000.

(3) A small company shall be a company other than a micro company, as defined in the preceding paragraph, and shall meet any two of the following criteria:
- its average number of employees in a financial year does not exceed 50,
- it has a net turnover of less than EUR 8,000,000, and
- the value of its assets does not exceed EUR 4,000,000.

(4) A medium-sized company shall be a company other than a micro company, as referred to in paragraph two of this Article, or a small company, as referred to in the preceding paragraph, and shall meet two of the following criteria:
- its average number of employees in a financial year does not exceed 250;
- it has a net turnover of less than EUR 40,000,000; and
- the value of its assets does not exceed EUR 20,000,000.

(5) A large company shall be a company which is neither a

odstavku tega člena ali majhna družba po tretjem odstavku tega člena ali srednja družba po prejšnjem odstavku.

(6) Družbe se v skladu z merili iz prvega, drugega, tretjega, četrtega in petega odstavka prerazvrščajo na mikro, majhne, srednje in velike družbe, če na podlagi podatkov zadnjih dveh zaporednih poslovnih let na bilančni presečni dan bilance stanja obakrat presežejo ali nehajo presegati merila iz prvega, drugega, tretjega, četrtega ali petega odstavka tega člena.

(7) Določbe tega zakona in drugih predpisov, ki se nanašajo na majhne družbe, se uporabljajo tudi za mikro družbe, razen če ta zakon in drugi predpisi ne določajo drugače. Določbe tretjega, četrtega, petega in šestega odstavka o velikosti družb in njihovem prerazvrščanju veljajo tudi za skupine.

(8) V vsakem primeru so za namene tega poglavja velike družbe:
- subjekti javnega interesa,
- borza vrednostnih papirjev,
- družbe, ki morajo po 56. členu tega zakona pripraviti konsolidirano letno poročilo.

56. člen
(konsolidirano letno poročilo)

(1) Družba s sedežem v Republiki Sloveniji, ki je obvladujoča eni ali več družbam s sedežem v Republiki Sloveniji ali zunaj nje (odvisne družbe), mora pripraviti tudi konsolidirano letno poročilo, če je obvladujoča družba ali ena od odvisnih družb organizirana kot kapitalska družba, kot dvojna družba ali kot druga istovrstna pravnoorganizacijska oblika po pravu države sedeža družbe.

(2) Družba je za namene iz tega poglavja obvladujoča v drugi družbi, če je izpolnjen eden od pogojev:
1. če ima večino glasovalnih pravic v drugi družbi;
2. če ima pravico imenovati ali odpoklicati večino članov poslovodstva ali

micro company in accordance with paragraph two of this Article, nor a small company in accordance with paragraph three of this Article, nor a medium-sized company in accordance with the preceding paragraph.

(6) Under the criteria referred to in paragraphs one, two, three, four and five, companies shall be reclassified as micro, small, medium-sized and large if on the annual balance sheet cut-off date and on the basis of data for two consecutive financial years they exceed or no longer exceed the criteria referred to in paragraphs one, two, three, four and five of this Article both times.

(7) The provisions of this Act and other regulations relating to small companies shall also apply to micro companies unless otherwise provided by this Act and other regulations. The provisions of Articles three, four, five and six regarding the size of the companies and their reclassification shall apply also to groups.

(8) For the purposes of this Chapter, large companies shall at all times be deemed to include the following:
- public-interest entities,
- stock exchanges,
- companies which are obliged to prepare a consolidated annual report in accordance with Article 56 of this Act.

Article 56
(Consolidated annual report)

(1) A company which has its registered office in the Republic of Slovenia and is the parent company of one or more companies which have their registered offices in or outside the Republic of Slovenia (subsidiary companies) shall prepare a consolidated annual report if either the parent company or one of the subsidiary companies is organised as a company limited by shares, a double partnership or an equivalent legal form, in accordance with the law of the country in which the company has its registered office.

(2) A company shall be the parent company of another company if one of the following conditions is fulfilled:
1. it has the majority of the voting rights in the other company;
2. it has the right to appoint or remove the majority of members of the

nadzornega sveta druge družbe in je hkrati družbenik te družbe;

3. če ima pravico do prevladujočega vpliva nad drugo družbo na podlagi podjetniške pogodbe ali drugega pravnega temelja;

4. če je družbenik v drugi družbi in če na podlagi pogodbe z drugimi družbeniki te družbe nadzoruje večino glasovalnih pravic v tej družbi ali
5. če ima prevladujoči vpliv nad drugo družbo oziroma ga dejansko izvaja ali si podredi vodenje te družbe.

(3) Pri uporabi 1., 2. in 4. točke prejšnjega odstavka se glasovalnim pravicam ali pravicam imenovanja in odpoklica, katerih imetnik je obvladujoča družba, prištejejo glasovalne pravice ali pravice imenovanja in odpoklica, katerih imetnik je druga družba, ki je odvisna obvladujoči družbi, in navedene pravice oseb, ki delujejo za račun obvladujoče družbe ali druge njej odvisne družbe. Pravice iz posedovanja delnic za račun osebe, ki ni obvladujoča družba ali njena odvisna družba, in pravice iz delnic, pridobljenih kot poroštvo, če so uresničene v skladu s prejetimi navodili ali pridobljene z odobritvijo posojil kot del običajne poslovne dejavnosti, se, če so glasovalne pravice uresničene v interesu osebe, ki je dala poroštvo, ne prištevajo pravicam iz prejšnjega stavka.

(4) Pri uporabi 1. in 4. točke drugega odstavka tega člena se od vseh glasovalnih pravic v odvisni družbi odštejejo glasovalne pravice iz deležev, ki jih ima ta družba, odvisna družba te družbe ali oseba, ki deluje v svojem imenu, vendar za račun teh družb.

(5) Obvladujoča družba, ki skupaj z odvisnimi družbami ne dosega pogojev za velike družbe iz petega odstavka 55. člena tega zakona, pri čemer se merili čistih prihodkov od prodaje in vrednosti aktive povečata za 20 %, ni dolžna izdelati konsolidiranega letnega poročila. To ne velja, če je obvladujoča družba ali katera od odvisnih družb subjekt javnega interesa. Konsolidiranega letnega poročila ni treba sestavljati obvladujoči družbi, ki ima le odvisne družbe, ki jih je mogoče izključiti iz konsolidacije na podlagi sedmega odstavka tega člena.

management or the supervisory board and is, at the same time, a member of the other company;
3. it has the right to exercise dominant influence over the other company on the basis of a business contract or on other legal grounds; or
4. it is a member of the other company and, on the basis of an agreement with other members of this company, it controls a majority of the voting rights in this company, or
5. it exercises a dominant influence over the other company or is actually influencing the company or it subordinates the managing of the company.

(3) In the application of points 1, 2 and 4 of the preceding paragraph, the voting rights or the appointment and removal rights which are held by a parent company, and any such rights of companies which are its subsidiaries or of persons acting on behalf of the parent company or its subsidiaries, shall be added to the voting or appointment and removal rights held by the parent company. The rights arising from the possession of shares on behalf of a person other than a parent company or its subsidiary and the rights arising from shares obtained as a surety, if exercised in accordance with the instructions received or obtained through granting of loans as part of ordinary business activities, shall not be included in the rights from the preceding sentence if the voting rights are exercised in the interest of a person that issued such surety.

(4) In the application of points 1 and 4 of paragraph two of this Article, the total amount of voting rights in a subsidiary shall be reduced by the amount of voting rights arising from interests which are held by this company, its subsidiary or a person acting in their own name but on behalf of such companies.

(5) A parent company which, together with its subsidiaries, does not meet the conditions for classification as a large company in accordance with paragraph five of Article 55 of this Act, whereby the criteria of net turnover and the value of assets are increased by 20%, shall not be obliged to draw up a consolidated annual report. This shall not apply if the parent company or any of the subsidiaries are public-interest entities. A parent company is not obliged to draw up a consolidated annual report if it only has subsidiaries that can be excluded from consolidation in accordance with paragraph seven of this Article.

(6) Obvladujoča družba, s katere vrednostnimi papirji se ne trguje na organiziranem trgu in je hkrati tudi odvisna družba družbe iz države članice, ni dolžna izdelati konsolidiranega letnega poročila (izvzeta družba), če je družba iz države članice imetnica vseh deležev v izvzeti družbi ali ima v lasti več kot 90 odstotkov deležev in preostali družbeniki soglašajo z izvzetjem. Izvzeta družba mora biti vključena v konsolidacijo obvladujoče družbe iz države članice. Izvzeta družba mora v roku enega meseca od objave konsolidiranega letnega poročila v državi članici v skladu s tem zakonom objaviti prevedeno letno konsolidirano poročilo in revizorjevo poročilo obvladujoče družbe. V prilogi k izkazom mora izvzeta družba navesti firmo in sedež družbe, ki pripravi konsolidirano letno poročilo in razlog za izvzetje iz priprave konsolidiranega letnega poročila. Ne glede na možnost izvzetja pa mora izvzeta družba zagotoviti podatke iz konsolidiranih letnih računovodskih izkazov ali konsolidiranih poslovnih poročil, če se ti zahtevajo za obveščanje zaposlenih ali njihovih predstavnikov ali če jih zahtevajo upravni ali sodni organi za svoje potrebe.

(6) A parent company whose securities are not traded on a regulated market and is at the same time a subsidiary of a company from a Member State, is not obliged to draw up a consolidated annual report (exempted company) if the company from a Member State holds all the interests in the exempted company or holds more than 90 percent of the interests in the exempted company, and the rest of the company members give their consent to the exemption. The exempted company must be included in the consolidation of the parent company from the Member State. In accordance with this Act, the exempted company must within one month of the publication of the consolidated annual report in the Member State publish a translation of the consolidated annual report and the auditor's report on the parent company. Attached to the report, the exempted company shall state the company name and registered office of the company that prepared the consolidated annual report, and the reason for being exempt from preparing the report. Notwithstanding the possibility of exemption, the exempted company shall be obliged to provide data from the consolidated annual financial statements and the consolidated management reports, if the data is required for informing employees or their representatives or if it is required by administrative or judicial authorities for their own purposes.

(7) V konsolidacijo ni treba vključiti odvisne družbe, če to ni pomembno za resničen in pošten prikaz po osmem odstavku tega člena. Če več družb izpolnjuje merilo iz prvega stavka tega odstavka, jih je treba vključiti v konsolidacijo, če so vse skupaj pomembne za resničen in pošten prikaz po osmem odstavku tega člena. Družba mora v prilogi h konsolidiranim izkazom navesti družbe, ki jih zaradi razlogov iz prejšnjega stavka ni vključila v konsolidacijo, in pojasniti razloge za tako odločitev.

(7) A subsidiary company need not be included in the consolidation if in order to ensure a true and fair view under paragraph eight of this Article, such inclusion is not necessary. If more than one company meets the requirement referred to in the first sentence of this paragraph, they shall be included in the consolidation if this is necessary for providing a true and fair view under paragraph eight of this Article. In its notes to the consolidated financial statements, a company shall indicate the companies that have not been included in the consolidation for the reasons provided in the preceding paragraph and explain the reasons for such decision.

(8) Konsolidirano letno poročilo mora izkazovati resničen in pošten prikaz finančnega položaja, poslovnega izida, denarnih tokov in gibanja kapitala vseh družb, ki so vključene v konsolidacijo kot celote. Če se sestava družb, vključenih v konsolidacijo, med poslovnim letom bistveno spremeni, se v konsolidirano letno poročilo vključijo podatki, ki omogočijo primerjavo zaporednih letnih konsolidiranih poročil. Obveznost iz prejšnjega stavka se lahko izpolni s pripravo prilagojene bilance stanja in izkaza poslovnega izida. Za vsako družbo, vključeno v konsolidacijo, je

(8) The consolidated annual report shall provide a true and fair view of the financial position, profit or loss, cash flows and changes in equity for all of the companies included in the consolidation as a whole. If the composition of companies included in the consolidation significantly changes during the financial year, the consolidated annual report shall include data providing a comparison of successive consolidated annual reports. The obligation referred to in the preceding sentence may be fulfilled by preparing an adjusted balance sheet and a statement of profit

treba v prilogi h konsolidiranim izkazom navesti, na podlagi katerih pogojev iz drugega odstavka tega člena je posamezna družba vključena v konsolidacijo.

(9) Konsolidirano letno poročilo se pripravi na isti presečni dan kot letno poročilo obvladujoče družbe. Družba pri pripravi konsolidiranih letnih računovodskih izkazov praviloma uporabi enake podlage za merjenje, kot se uporabljajo pri letnih računovodskih izkazih obvladujoče družbe. Pri uporabi drugih podlag za merjenje v skladu s tem zakonom mora družba v pojasnilih h konsolidiranim računovodskim izkazom navesti razloge za tako uporabo. Konsolidirano letno poročilo je sestavljeno iz konsolidiranega računovodskega poročila in konsolidiranega poslovnega poročila skupine družb, vključenih v konsolidacijo. Konsolidirano računovodsko poročilo je sestavljeno iz konsolidirane bilance stanja, konsolidiranega izkaza poslovnega izida in konsolidiranega izkaza drugega vseobsegajočega donosa, konsolidiranega izkaza denarnih tokov in konsolidiranega izkaza gibanja kapitala ter priloge h konsolidiranim računovodskim izkazom. Ti sestavni deli konsolidiranega računovodskega poročila sestavljajo celoto. Za obliko, vsebino, obveznost zagotavljanja sestave in objave ter sprejetje konsolidiranega letnega poročila se smiselno uporabljajo določbe tega zakona o letnem poročilu.

(10) V prilogi h konsolidiranim računovodskim izkazom se pri razkrivanju transakcij med povezanimi osebami izločijo transakcije med družbami, vključenimi v konsolidacijo. Pri razkrivanju zneskov nagrad, predujmov in posojil članom poslovodstva in nadzornega sveta se v prilogi h konsolidiranim računovodskim izkazom razkrijejo samo zneski, ki so jih od družb, vključenih v konsolidacijo, dobili člani poslovodstva in nadzornih svetov obvladujoče družbe. Pri sporočanju podatkov o pridobljenih lastnih deležih se v prilogi h konsolidiranim računovodskim izkazom prikažejo samo deleži obvladujoče družbe, ki jih imajo družbe, vključene v konsolidacijo, ali osebe, ki delujejo v svojem imenu, vendar za račun katere koli od teh družb.

(11) V konsolidiranem poslovnem poročilu se v izjavi o upravljanju družbe pri razkrivanju sistema notranjih kontrol in upravljanja

and loss. For each company included in the consolidation, the conditions of paragraph two of this Article, on the basis of which an individual company is included in the consolidation, shall be indicated in the notes to the consolidated financial statements.

(9) A consolidated annual report shall be prepared on the same cut-off date as the annual report of the parent company. The company shall use the same measurement basis when producing its consolidated annual financial statements that are used for the preparation of the annual financial statements of the parent company. When using a different measurement basis in accordance with this Act, the company must state the reasons for such use in the notes to the consolidated financial statements. A consolidated annual report shall comprise a consolidated financial report and a consolidated business report of the group of companies included in the consolidation. A consolidated financial report shall consist of a consolidated balance sheet, a consolidated statement of profit and loss and a consolidated comprehensive income statement, a consolidated cash flow statement, a consolidated statement of changes in equity and notes to the consolidated financial statements. These elements of the consolidated financial report shall constitute its whole. The provisions of this Act on annual reports shall apply *mutatis mutandis* to the form and content of a consolidated annual report and to the obligation to prepare, publish, and adopt a consolidated annual report.

(10) When disclosing transactions between associated persons the attachment to the consolidated financial statements shall exclude transactions between companies which have been included in the consolidation. In disclosing the amount of bonuses, advance payments and loans made to members of the management and to members of the supervisory board the attachment to the consolidated financial statements shall only disclose the amounts acquired by members of management and members of the supervisory board of the parent company from the companies included in the consolidation. When reporting on acquired own shares, the note to the consolidated financial statements shall present only the interests of the parent company held by companies included in consolidation, or persons acting in their own name but on behalf of any of these companies.

(11) In disclosing the internal control system and risk management the consolidated business report shall in the corporate

tveganj prikaže samo glavne značilnosti sistemov notranje kontrole in upravljanja tveganj na ravni skupine družb.

(12) Konsolidirano poslovno poročilo subjekta javnega interesa, katerega povprečno število zaposlenih v poslovnem letu je na bilančni presečni dan na ravni skupine večje od 500, vsebuje tudi konsolidirano izjavo o nefinančnem poslovanju. Za sestavo izjave se smiselno uporabljajo določbe 70.c člena tega zakona.

57. člen
(revidiranje)

(1) Letna poročila velikih in srednjih kapitalskih družb ter dvojnih družb pregleda revizor na način in pod pogoji, določenimi z zakonom, ki ureja revidiranje. Revizor mora revidirati računovodsko poročilo ter pregledati poslovno poročilo v obsegu, potrebnem, da preveri, ali je njegova vsebina v skladu z drugimi sestavinami letnega poročila. Revizor preveri, ali poslovno poročilo vsebuje izjavo o upravljanju družbe in izjavo o nefinančnem poslovanju ter pregleda njuno formalno popolnost, vsebinsko pa se v mnenju omeji na pregled podatkov iz 3. in 4. točke petega odstavka 70. člena tega zakona. Vse to velja tudi za konsolidirana letna poročila.

(2) Revizorjevo poročilo je v pisni obliki in mora vsebovati:

1. opredelitev družbe, katere letni ali konsolidirani računovodski izkazi so predmet zakonite revizije, navedbo letnih ali konsolidiranih računovodskih izkazov ter datuma in obdobja, ki ga zajemajo, ter opredelitev okvira računovodskega poročanja, uporabljenega pri njihovi pripravi;
2. opis obsega revizije, v katerem se opredelijo vsaj revizijski standardi, v skladu s katerimi je bila izvedena revizija;

3. revizijsko mnenje, ki je brez pridržkov, s pridržki ali odklonilno in v katerem je jasno navedeno mnenje revizorja o tem:
   - ali so letni računovodski izkazi resničen in pošten prikaz v skladu z ustreznim okvirom računovodskega poročanja ter;

governance statement only present the main characteristic of the internal control systems and risk management of the group of companies.

(12) The consolidated business report of a public-interest entity whose average number of employees in the financial year exceeds 500 as a group of companies on the balance sheet cut-off date, shall include a consolidated statement on non-financial operations. For the composition of the statement the provisions of Article 70c of this Act shall apply *mutatis mutandis*.

Article 57
(Auditing)

(1) Annual reports of large and medium-sized companies limited by shares and double partnerships shall be examined by an auditor according to the method and under the conditions specified by the Act governing auditing. The auditor shall audit the financial report and examine the business report to the extent necessary in order to verify whether its content accords with other components of the annual report. The auditor shall verify whether the business report includes the corporate governance statement and the statement on non-financial operations, and shall examine their formal completeness, while examining their content only to the extent of examining the data referred to in points 3 and 4 of paragraph five of Article 70 of this Act. All of this shall apply also to consolidated annual reports.

(2) The auditor's report shall be in writing and shall contain the following:

1. an identification of the company whose annual or consolidated financial statements shall be the subject of legal auditing, indication of the annual or consolidated financial statements with the dates and periods which they comprise as well as identification of the financial reporting framework used in drawing up the report;
2. a description of the scope of the audit containing at the very least an indication regarding the auditing standards which were used in carrying out the audit;
3. an auditor’s opinion which is either unqualified, qualified or adverse, and in which the opinion of the auditor is clearly stated regarding:
   - whether or not the annual financial statements provide a true and fair view in accordance with the appropriate financial reporting

- kjer je to ustrezno, ali letni računovodski izkazi izpolnjujejo zakonske zahteve;
- če revizor ne more izraziti revizijskega mnenja, zavrnitev mnenja;

4. sklic na vse morebitne druge zadeve, na katere revizor posebej opozarja, ne da bi se revizijsko mnenje zato spremenilo;

5. mnenje o tem:
   - ali je poslovno poročilo skladno z računovodskimi izkazi istega poslovnega leta in
   - ali je bilo poslovno poročilo pripravljeno v skladu z veljavnimi pravnimi zahtevami;
6. navedbo, ali je glede na poznavanje in razumevanje družbe in njenega okolja, ki ju je revizor pridobil med revizijo, ugotovil bistveno napačne navedbe v poslovnem poročilu, pri čemer navede naravo morebitnih takšnih navedb;

7. izjavo o kakršni koli pomembni negotovosti, povezani z dogodki ali okoliščinami, ki bi lahko povzročile pomemben dvom o zmožnosti družbe, da bi nadaljevala poslovanje;
8. navedbo sedeža revizorja ali revizijske družbe;

9. datum in revizorjev podpis.

(3) Revizor je odgovoren družbi in delničarjem ali družbenikom družbe za škodo, ki jim jo povzroči s kršitvijo pravil o revidiranju, določenih z zakonom, ki ureja revidiranje. Revizor je odgovoren za škodo iz prejšnjega stavka do višine 150.000 eurov za majhne kapitalske družbe, do višine 500.000 eurov za srednje kapitalske družbe in do višine 1.000.000 eurov za velike kapitalske družbe. Omejitev odškodninske odgovornosti po prejšnjem stavku ne velja, če je bila škoda povzročena namenoma ali iz hude malomarnosti.

(4) Če revizor v skladu z zakonom, ki ureja revidiranje, zavrne izdelavo mnenja, obveznost iz prvega odstavka tega člena ni izpolnjena.

(5) Revizija letnega poročila iz prvega odstavka tega člena

framework;
- where necessary, whether the annual financial statements comply with regulations;
- the issuing of a disclaimer of opinion where the auditor is unable to express an auditor’s opinion;

4. references to any other matters which the auditor deems necessary to emphasise, but not in a way which would cause the auditor’s opinion to change;
5. an opinion on:
   - whether or not the business report is consistent with the financial statements for the same financial year and
   - whether or not the business report was drafted in accordance with the applicable legal requirements;
6. an indication whether, based on knowledge and understanding of the company and its environment which the auditor gained while performing the audit, the auditor established the existence of material misstatements in the management report, as well as the nature of such indications;
7. a statement on any material uncertainties related to events or circumstances which may cast significant doubt upon the company's ability to continue its operations;
8. an indication of the registered office of the auditor or auditing company;
9. the date of the report and the auditor's signature.

(3) The auditor shall be liable to the company and to its shareholders as well as its company members for any damages resulting from a violation of the auditing rules laid down by the Act governing auditing. The auditor shall be liable for damages referred to in the previous sentence up to an amount of EUR 150,000 for small companies limited by shares, up to an amount of EUR 500,000 for medium-sized companies limited by shares and up to an amount of EUR 1,000,000 for large companies limited by shares. The liability for damages referred to in the preceding sentence may not be limited if damages were caused intentionally or through gross negligence.

(4) If the auditor issues a disclaimer of opinion in accordance with the Act governing auditing, the obligation referred to in paragraph one of this Article shall be considered unfulfilled.

(5) The audit of the annual report referred to in paragraph one

mora biti opravljena v šestih mesecih po koncu poslovnega leta. Poslovodstvo mora revidirano letno poročilo ali revidirano konsolidirano letno poročilo predložiti organu družbe, pristojnemu za sprejetje tega poročila, skupaj z revizorjevim poročilom najpozneje v osmih dneh po prejemu revizorjevega poročila.

(6) Revizor mora sodelovati z revizijsko komisijo in jo obveščati o glavnih zadevah v zvezi z revizijo letnega poročila, zlasti o pomembnih pomanjkljivostih notranjih kontrol v povezavi s postopkom računovodskega poročanja.

(7) Revizor opravi preiskavo letnih računovodskih izkazov in izrazi mnenje v skladu z mednarodnimi revizijskimi standardi pri tistih majhnih kapitalskih družbah, ki po pripoznanju merijo opredmetena osnovna sredstva po revalorizirani vrednosti ali vrednotijo finančne instrumente, za katere ni objavljene cene na organiziranem trgu, vključno z izvedenimi finančnimi instrumenti, ter naložbene nepremičnine po pošteni vrednosti. Preiskava letnih računovodskih izkazov mora biti izvedena v roku šestih mesecev po koncu poslovnega leta.

58. člen
(javna objava)

(1) Letna poročila iz prvega in sedmega odstavka prejšnjega člena ter konsolidirana letna poročila je treba zaradi javne objave skupaj z revizorjevim poročilom predložiti AJPES v osmih mesecih po koncu poslovnega leta. Družbe morajo v skladu s prejšnjim stavkom predložiti tudi popravljeno letno poročilo ali konsolidirano letno poročilo oziroma spremembe revizorjevega poročila. Družbe iz prvega odstavka 53. člena tega zakona morajo v skladu s prvim stavkom predložiti tudi predlog razporeditve dobička ali obravnavanja izgube ter razporeditev dobička ali obravnavanje izgube, če to ni razvidno iz letnega poročila.

(2) Letno poročilo majhnih družb, z vrednostnimi papirji katerih se ne trguje na organiziranem trgu, in letno poročilo podjetnikov je treba zaradi javne objave predložiti AJPES v treh mesecih po koncu poslovnega leta. Družbe iz prvega odstavka 53. člena tega zakona morajo v skladu s prejšnjim stavkom predložiti tudi predlog razporeditve dobička ali obravnavanja izgube ter razporeditev dobička ali obravnavanje izgube, če

of this Article shall be performed within six months of the end of the financial year. The management shall submit the audited annual report or the audited consolidated annual report to the body of the company authorised to adopt the annual report, including the auditor's report, no later than within eight days of receipt of the auditor's report

(6) The auditor shall cooperate with the audit committee and notify it of any major issues relating to the audit of the annual report, in particular regarding significant deficiencies in internal control relating to the financial reporting process.

(7) Small companies limited by shares which after recognition measure their tangible fixed assets in accordance with revalued amounts, or value financial instruments for which there is no published price on the regulated market, including derivative financial instruments and investment property at fair value, shall have their annual financial statements examined by an auditor who shall express their opinion in accordance with the International Standards on Auditing. The examination of annual financial statements shall be carried out within six months of the end of the financial year.

Article 58
(Publication)

(1) Annual reports referred to in paragraphs one and seven of the preceding Article and consolidated annual reports must be submitted to AJPES within eight months of the end of the financial year together with the auditor's report for the purpose of publication. In accordance with the preceding sentence companies must submit a corrected annual report or a corrected consolidated annual report or the changes of the auditor's report. The companies referred to in paragraph one of Article 53 of this Act must submit a proposal for the allocation of profits or handling of loss where this is not apparent in the annual report.

(2) The annual report of small companies whose securities are not traded on a regulated market and the annual report of sole traders shall be submitted to AJPES for the purpose of publication within three months of the end of the financial year. In accordance with the preceding sentence, the companies referred to in paragraph one of Article 53 of this Act shall also submit a proposal for the allocation of profits or handling of

to ni razvidno iz letnega poročila. Podjetniki, ki so po določbah o obdavčitvi dohodkov iz dejavnosti zakona, ki ureja dohodnino, obdavčeni na podlagi ugotovljenega dobička z upoštevanjem normiranih odhodkov, niso dolžni predložiti letnih poročil zaradi javne objave. Finančna uprava Republike Slovenije pošlje seznam podjetnikov iz prejšnjega stavka AJPES.

(3) AJPES mora javno objaviti letna poročila in konsolidirana letna poročila skupaj z revizorjevim poročilom, predložena po prvem odstavku tega člena, ali letna poročila, predložena po prejšnjem odstavku, tako da jih zajame v informatizirani obliki in objavi na spletnih straneh, namenjenih javni objavi letnih poročil. V skladu s prejšnjim stavkom je treba za družbe iz prvega odstavka 53. člena tega zakona hkrati objaviti tudi predlog razporeditve dobička ali obravnavanja izgube ter razporeditev dobička ali obravnavanje izgube, če to ni razvidno iz letnega poročila. Spletne strani iz prvega stavka tega odstavka morajo biti zasnovane tako, da je vsakomur omogočen brezplačen vpogled v podatke, objavljene na spletnih straneh.

(4) **(prenehal veljati).**

(5) **(prenehal veljati).**

(6) AJPES mora vsakomur na njegovo zahtevo izročiti kopijo letnega ali konsolidiranega letnega poročila skupaj z revizorjevim poročilom, ki je bilo predloženo po prvem odstavku tega člena, ali kopijo letnega poročila, predloženega po drugem odstavku tega člena, za plačilo nadomestila, ki ga določa tarifa AJPES. Kopije iz prejšnjega stavka mora AJPES izročiti v obsegu (v celoti ali delih) in v obliki (elektronski ali pisni), kot je to navedeno v zahtevi. Kopija v pisni obliki mora biti označena kot »točen prepis«, za elektronsko obliko pa se uporablja zakon, ki ureja elektronsko poslovanje in elektronski podpis.

(7) V vsaki javni objavi celotnega letnega poročila ali konsolidiranega letnega poročila morajo biti ta poročila objavljena v obliki

loss and the allocation of profits or handling of loss, where this is not apparent in the annual report. Sole traders who under the provisions of the Act governing income tax are subject to the taxation of income which is derived from business activities on the basis of established profit and by taking into consideration flat rate expenses, shall not be obliged to submit their annual reports for the purpose of publication. The Financial Administration of the Republic of Slovenia shall send a list of sole traders referred to in the preceding sentence to AJPES.

(3) AJPES shall publish annual reports and consolidated annual reports, together with the auditor's reports which have been submitted in accordance with paragraph one of this Article, or annual reports which have been submitted in accordance with the preceding paragraph of this Article by capturing them in computerised form and publishing them on a website intended for the publication of annual reports. In accordance with the preceding sentence, a proposal for the allocation of profits or handling of loss and the allocation of profits or handling of loss shall be published at the same time for the companies referred to in paragraph one of Article 53 of this Act where this is not apparent in the annual report. The website referred to in the first sentence of this paragraph shall be designed so that the data published on these websites can be inspected by anyone free of charge.

(4) **(Ceased to be in force).**

(5) **(Ceased to be in force).**

(6) AJPES shall deliver to anyone upon request a copy of the annual report or the consolidated annual report, together with the auditor's report which was submitted in accordance with paragraph one of this Article, or a copy of the annual report which was submitted in accordance with paragraph two of this Article against payment of the fee as determined by AJPES's rates. AJPES shall deliver the copies referred to in the preceding sentence to the extent (in full or in part) and in the form (electronic or written) as stated in the request. A copy in written form shall bear the indication "true copy", while a copy in electronic form shall be subject to the provisions of the Act governing electronic commerce and electronic signatures.

(7) On every publication of a full annual report or consolidated annual report, the report shall be published in the form and with the text

in besedilu, na podlagi katerega so bila revidirana. Hkrati mora biti objavljeno revizorjevo poročilo v celotnem besedilu, vključno z utemeljitvijo morebitnega mnenja s pridržkom ali odklonilnega mnenja. Če izkazov ali poročila ni pregledal revizor, je treba v objavi opozoriti na to okoliščino.

(8) V vsaki objavi povzetka letnega poročila ali konsolidiranega letnega poročila je treba opozoriti, da gre za povzetek. V objavi povzetka mora biti naveden datum predložitve letnega poročila ali konsolidiranega letnega poročila po prvem ali drugem odstavku tega člena ter datum in način javne objave po tretjem odstavku tega člena. Če ta poročila še niso bila predložena po prvem ali drugem odstavku tega člena, je treba na to okoliščino v objavi opozoriti. Objavi povzetka ne sme biti priloženo celotno revizorjevo poročilo, ampak se razkrije samo revizijsko mnenje in sklic na vse morebitne druge zadeve, na katere revizor posebej opozarja, ne da bi se revizijsko mnenje zato spremenilo. Lahko pa se objavi povzetka priloži revizorjevo poročilo o povzetku.

(9) Če je revizor v skladu z zakonom, ki ureja revidiranje, zavrnil pripravo mnenja, je treba na to okoliščino pri objavi po sedmem in osmem odstavku tega člena izrecno opozoriti.

(10) Družbe in podjetniki morajo AJPES za javno objavo po tretjem odstavku tega člena plačati nadomestilo, ki ga določa tarifa AJPES. Ne glede na prejšnji stavek morajo družbe in podjetniki, ki nameravajo prenehati s opravljanjem dejavnosti pred iztekom treh mesecev po koncu poslovnega leta, za javno objavo po tretjem odstavku tega člena hkrati s predložitvijo poročil plačati nadomestilo, ki ga določa tarifa AJPES.

(11) Tarifo, s katero določi nadomestila iz šestega in desetega odstavka tega člena, sprejme AJPES, v soglasju z ministroma, pristojnima za gospodarstvo in za pravosodje. Nadomestila ne smejo biti višja od dejanskih stroškov, povezanih z zajemanjem poročil v informatizirani obliki in vzdrževanjem spletnih strani, namenjenih javni objavi letnih poročil ali stroškov, povezanih z izdelavo kopij poročil.

which served as the basis for auditing. At the same time, the full text of the auditor's report, including the justification of a qualified opinion or a disclaimer of opinion, shall also be published. If the statements or the report have not been examined by an auditor, attention shall be drawn to this circumstance in the publication.

(8) On each publication of a summary annual report or consolidated annual report, attention shall be drawn to the fact that it is a summary annual report. The published summary shall include the date on which the annual report or the consolidated annual report was submitted pursuant to paragraphs one or two of this Article and the date and method of publication pursuant to paragraph three of this Article. If these reports have not yet been submitted in accordance with paragraphs one or two of this Article, attention shall be drawn to this circumstance in the publication. The publication of the summary shall not include the full text of the auditor's report but shall only disclose the auditor's opinion and references to possible other matters which the auditor deems necessary to emphasise, without prejudice to the audit opinion. However, the published summary may include an auditor's report on the summary.

(9) If the auditor issued a disclaimer of opinion under the Act governing auditing, attention shall be drawn to this circumstance in the publication, pursuant to paragraphs seven and eight of this Article.

(10) For the purpose of publication in accordance with paragraph three of this Article, companies and sole traders shall pay AJPES the fee specified in AJPES's rates. Notwithstanding the preceding sentence, companies and sole traders that intend to cease their activities before the end of a three-month period following the end of the financial year, shall pay the publication fee determined by AJPES's rates in accordance with paragraph three of this Article when submitting the reports.

(11) The rates for fees referred to in paragraphs six and ten of this Article shall be adopted by AJPES in agreement with the ministers responsible for the economy and for justice. The fees shall not exceed the actual costs of capturing the reports in computerised form and maintaining websites which are intended for the publication of annual reports, or the costs relating to the preparation of copies of reports.

(12) Ministra, pristojna za gospodarstvo in za pravosodje, po predhodnem mnenju AJPES predpišeta podrobnejša pravila o:

1. načinu predložitve poročil po prvem ali drugem odstavku tega člena;

2. načinu javne objave po tretjem odstavku tega člena ter o zasnovi spletnih strani iz tretjega odstavka tega člena.

3. **(prenehala veljati).**

(13) Bilanco stanja in izkaz poslovnega izida iz petega odstavka 54. člena tega zakona ter zaključno poročilo iz 68. člena tega zakona je treba predložiti AJPES v rokih, ki jih za njihovo predložitev določa zakon, ki ureja davčni postopek. AJPES prejete dokumente informatizira in brezplačno javno objavi na svojih spletnih straneh tako, da navede tudi razlog njihove sestave.

59. člen
(pošiljanje podatkov iz letnih poročil)

(1) Družbe in podjetniki, razen podjetnikov, ki so po določbah o obdavčitvi dohodkov iz dejavnosti zakona, ki ureja dohodnino, obdavčeni na podlagi ugotovljenega dobička z upoštevanjem normiranih odhodkov, morajo v treh mesecih po koncu koledarskega leta poslati AJPES podatke iz letnih poročil o svojem premoženjskem in finančnem poslovanju ter poslovnem izidu za državno statistiko ter druge evidenčne, analitsko-informativne, raziskovalne in davčne namene.

(2) Družbe in podjetniki iz drugega odstavka prejšnjega člena, katerih poslovno leto je enako koledarskemu letu, lahko izpolnijo obveznost iz drugega odstavka prejšnjega člena tako, da ob predložitvi podatkov v skladu s prejšnjim odstavkom navedejo, naj se podatki iz letnega poročila uporabijo tudi za javno objavo.

(3) Družbe in podjetniki iz petega odstavka 54. člena tega

(12) In accordance with AJPES's prior opinion, the ministers responsible for the economy and for justice shall lay down detailed rules on the following:

1. the method of submitting reports under paragraphs one and two of this Article;
2. the method of publication in accordance with paragraph three of this Article and the website design referred to in paragraph three of this Article;
3. **(Ceased to be in force).**

(13) The balance sheet and the statement of profit and loss referred to in paragraph five of Article 54 of this Act and the final report referred to in Article 68 of this Act must be submitted to AJPES within the time limits specified in the Act governing tax procedure. AJPES shall computerise the received documents and publish them free of charge on its website while also indicating the reasons for which they have been drawn up.

Article 59
(Transmission of data from annual reports)

(1) Companies and sole traders, with the exception of sole traders who under the provisions of the Act governing income tax are subject to the taxation of income derived from business activities on the basis of established profit and by taking into consideration flat rate expenses, shall send to AJPES within three months of the end of the calendar year the data from annual reports on their assets and financial operations and on their profit or loss for the purpose of national statistics and other recording, analytical and informational, research and tax purposes.

(2) The companies and sole traders referred to in paragraph two of the preceding Article whose financial year coincides with the calendar year, may fulfil the obligation under paragraph two of the preceding Article by indicating, upon submission of the data in accordance with the preceding paragraph, that the data from the annual reports shall also be used for publication.

(3) Companies and sole traders referred to in paragraph five of

zakona ter družbe iz 68. člena tega zakona morajo predložiti podatke iz bilance stanja in izkaza poslovnega izida oziroma zaključnega poročila AJPES v elektronski obliki zaradi nadaljnje obdelave podatkov za državno statistiko ter druge evidenčne, analitsko-informativne, raziskovalne in davčne namene. Družbe in podjetniki iz petega odstavka 54. člena tega zakona lahko ob predložitvi podatkov iz bilance stanja in izkaza poslovnega izida izpolnijo svojo obveznost iz trinajstega odstavka prejšnjega člena tako, da ob predložitvi podatkov iz tega odstavka navedejo, naj se podatki uporabijo tudi za javno objavo.

(4) AJPES lahko podatke iz letnih poročil o premoženjskem in finančnem položaju ter poslovnem izidu družb in podjetnikov uporabi samo za izdelavo uskupinjenih informacij o gospodarskih gibanjih. Podatkov o posamezni družbi ali podjetniku ne sme dati drugim osebam ali jih javno objavljati. Ne glede na prejšnji stavek mora AJPES ministrstvu, pristojnemu za finance ali gospodarstvo, na njegovo zahtevo poslati podatke o posamezni družbi ali podjetniku.

(5) AJPES mora podatke, ki so po zakonu, ki ureja davčni postopek, del davčnega obračuna, avtomatično posredovati Finančni upravi Republike Slovenije v roku in na način, ki ga predpiše minister, pristojen za finance. Šteje se, da so s tem družbe in podjetniki oddali del davčnega obračuna.

(6) Ne glede na četrti odstavek tega člena mora AJPES podatke iz prvega in tretjega odstavka tega člena poslati v ustrezni elektronski obliki državnim organom in pravnim osebam, ki so z zakonom pooblaščene za pridobivanje in uporabo teh podatkov za evidenčne, analitsko-informativne, raziskovalne in davčne namene. Državnim organom, Banki Slovenije in članom Ekonomsko-socialnega sveta mora te podatke dati brezplačno, pravnim osebam pa za plačilo dejanskih stroškov obdelave ali dajanja podatkov.

(7) Družbe iz prvega in sedmega odstavka 57. člena tega zakona morajo hkrati s predložitvijo revidiranega letnega poročila oziroma preiskanih letnih računovodskih izkazov v spletni aplikaciji AJPES potrditi pravilnost podatkov, predloženih po tem členu, ali popraviti tiste podatke,

Article 54 of this Act and companies referred to in Article 68 of this Act shall submit balance sheet data and statement of profit and loss data or data from the final report to AJPES in electronic form due to further data processing requirements for the purpose of national statistics as well as other recording, analytical and informational, research and tax purposes. In submitting the data from the balance sheet and the data from the statement of profit and loss, companies and sole traders referred to in paragraph five of Article 54 of this Act may also fulfil their obligation under paragraph thirteen of the preceding Article by indicating, that the data which has been submitted under this paragraph may also be used for publication.

(4) AJPES may use the data from the annual reports on assets and financial positions and the profit or loss of companies and sole traders solely for the purpose of preparing consolidated information on economic trends. The data on individual companies and sole traders may not be disclosed to other persons or published. Notwithstanding the preceding sentence AJPES must submit the data on individual companies or sole traders upon request of the ministry responsible for finance or the ministry responsible for the economy.

(5) AJPES shall automatically submit data which forms part of the tax declaration in accordance with the Act governing the tax procedure to the Financial Administration of the Republic of Slovenia within the deadline and in accordance with the method prescribed by the minister responsible for finance. It shall be deemed that in this way companies and sole traders have submitted part of their tax declaration.

(6) Notwithstanding paragraph four of this Article, AJPES shall forward the data referred to in paragraphs one and three of this Article in an appropriate electronic form to state authorities and legal persons that are authorised by an Act to collect and use these data for recording, analytical and informational, research and tax purposes. These data shall be forwarded to state authorities, the Bank of Slovenia and members of the Economic and Social Council free of charge, and to legal persons against payment of the actual costs of data processing or forwarding.

(7) While submitting the audited annual report or examined annual financial statements, the companies referred to in paragraphs one and seven of Article 57 of this Act shall confirm the correctness of the data submitted in accordance with this Article through the web application

ki so se spremenili po opravljeni reviziji oziroma preiskavi letnih računovodskih izkazov.

2. oddelek

SPLOŠNA PRAVILA O LETNEM POROČILU

60. člen
(letno poročilo)

(1) Letno poročilo družb iz prvega odstavka 57. člena tega zakona je sestavljeno iz:
- bilance stanja,
- izkaza poslovnega izida,
- izkaza denarnih tokov,
- izkaza gibanja kapitala,
- priloge s pojasnili k izkazom, in
- poslovnega poročila iz 70. člena tega zakona.

Računovodski izkazi iz prve do četrte alineje tega odstavka in priloga s pojasnili k izkazom kot celota sestavljajo računovodsko poročilo.

(2) Letno poročilo majhnih kapitalskih družb, z vrednostnimi papirji katerih se ne trguje na organiziranem trgu, je sestavljeno vsaj iz:

- bilance stanja,
- izkaza poslovnega izida, in
- priloge s pojasnili k izkazom.

(3) Letno poročilo družb in podjetnikov iz tretjega odstavka 53. člena tega zakona je sestavljeno vsaj iz:

- bilance stanja, in
- izkaza poslovnega izida.

(4) Bilanca stanja prikazuje stanje sredstev in obveznosti do virov sredstev ob koncu poslovnega leta.

of AJPES, or shall correct the data that were changed after the audit or the examination of the annual financial statements.

Section 2

GENERAL RULES ON THE PREPARATION OF ANNUAL REPORTS

Article 60
(Annual report)

(1) The annual report of companies referred to in paragraph one of Article 57 of this Act shall comprise the following:
- the balance sheet,
- the statement of profit and loss,
- the cash flow statement,
- the statement of changes in equity,
- notes to the financial statements, and
- the business report referred to in Article 70 of this Act.

The financial statements referred to in indents one to four of this paragraph and notes to financial statements shall constitute the financial report.

(2) The annual report of small companies limited by shares whose securities are not traded on a regulated market shall comprise at least the following:
- the balance sheet,
- the statement of profit and loss, and
- notes to the financial statements.

(3) The annual report of the companies and sole traders referred to in paragraph three of Article 53 of this Act shall comprise the following:
- the balance sheet, and
- the statement of profit and loss.

(4) The balance sheet shall show assets and liabilities at the end of the financial year.

(5) Izkaz poslovnega izida prikazuje prihodke, odhodke in poslovni izid v poslovnem letu.

(6) Izkaz gibanja kapitala prikazuje gibanje posameznih sestavin kapitala v poslovnem letu, vključno z uporabo čistega dobička in pokrivanjem izgube.

(7) Izkaz denarnih tokov prikazuje gibanje prejemkov in izdatkov ali pritokov in odtokov v poslovnem letu ter pojasnjuje spremembe pri stanju denarnih sredstev.

(8) Letnemu poročilu se, kadar obstaja, priloži revizijsko poročilo, predlog za uporabo bilančnega dobička in poročilo o razmerjih z obvladujočo družbo, ki pa niso sestavni deli letnega poročila.

60.a člen
(obveznost zagotavljanja sestave in objave letnih poročil)

(1) Člani organov vodenja in nadzora družbe morajo skupno zagotavljati, da so letna poročila z vsemi sestavnimi deli, vključno z izjavo o upravljanju družbe in izjavo o nefinančnem poslovanju, sestavljena in objavljena v skladu s tem zakonom, slovenskimi računovodskimi standardi ali mednarodnimi standardi računovodskega poročanja. Pri tem ravnajo v skladu s pristojnostmi, skrbnostjo in odgovornostmi, kakor jih za posamezno obliko družbe določa ta zakon.

(2) Letno poročilo in njegove sestavne dele morajo podpisati vsi člani poslovodstva družbe.

61. člen
(splošno pravilo)

(1) Letno poročilo mora biti sestavljeno jasno in pregledno. Izkazovati mora resničen in pošten prikaz premoženja in obveznosti družbe, njenega finančnega položaja ter poslovnega izida.

(5) The statement of profit and loss shall show income, expenditure and profit or loss realised in the financial year.

(6) The statement of changes in equity shall show the changes in individual equity components in the financial year, including the use of net profit and the offset of losses.

(7) The cash flow statement shall show changes in revenue and expenditure, or cash inflows and outflows, in the financial year and shall explain changes in the balance of cash assets.

(8) If they have been drawn up, the auditor's report, the proposal for the appropriation of distributable profit and the report on relations with the parent company shall be attached to the annual report, but shall not form part of it.

Article 60a
(Obligation to ensure preparation and publication of annual reports)

(1) Members of the company's management and supervisory bodies shall jointly ensure that annual reports with all their component parts, including the corporate governance statement and the statement on non-financial operations, are drawn up and published in accordance with this Act, the Slovenian Accounting Standards or the International Financial Reporting Standards. In this respect, they shall act within the scope of their powers, with the diligence and responsibility as prescribed by this Act, for each individual form of company.

(2) The annual report and its components shall be signed by all members of the company's management.

Article 61
(General rule)

(1) The annual report shall be drawn up in a clear and transparent manner. It shall provide a true and fair view of the assets and liabilities of the company, its financial position and profit or loss.

(2) Če uporaba določb 62. do 70. člena tega zakona in slovenskih računovodskih standardov ali mednarodnih standardov računovodskega poročanja ne zadošča za resničen in pošten prikaz iz prejšnjega odstavka, mora priloga k izkazom vsebovati ustrezna pojasnila.

(3) Če v izjemnih primerih zaradi uporabe posameznih določb 62. do 70. člena tega zakona ni mogoče izpolniti obveznosti iz prvega odstavka tega člena, se taka določba ne sme uporabiti, če se z opustitvijo njene uporabe doseže resničen in pošten prikaz iz prvega odstavka tega člena. V takem primeru je treba v prilogi k izkazom pojasniti razloge za opustitev uporabe posamezne določbe in opisati, kakšne učinke bi imela uporaba take določbe na prikaz premoženja in obveznosti družbe, njenega finančnega položaja ter poslovnega izida.

62. člen
(splošna pravila o členitvi izkazov)

(1) V izkazih ni dovoljeno pobotati posameznih aktivnih postavk s posameznimi pasivnimi postavkami ali posameznih postavk prihodkov s posameznimi postavkami odhodkov.

(2) V bilancah stanja in izkazih poslovnega izida za zaporedna poslovna leta je treba uporabljati enak način členitve postavk. Samo izjemoma ga je dovoljeno spremeniti. V takem primeru je treba v prilogi s pojasnili k računovodskim izkazom opozoriti na to okoliščino in pojasniti razloge za spremembo načina členitve postavk.

(3) V bilanci stanja ali izkazu poslovnega izida morajo biti postavke iz 65. in 66. člena tega zakona prikazane ločeno in v enakem zaporedju, kot je določeno v navedenih določbah tega zakona. Nadaljnja členitev postavk v posameznih postavkah, določenih v 65. in 66. členu tega zakona, je dovoljena. Nove postavke je dovoljeno dodati samo, če se po vsebini ne prekrivajo s postavkami iz 65. in 66. člena tega zakona.

(2) If the application of the provisions of Articles 62 to 70 of this Act and of the Slovenian Accounting Standards or International Financial Reporting Standards is not sufficient for a true and fair view under the preceding paragraph of this Article, appropriate explanations shall be provided in the notes to the financial statements.

(3) If in exceptional cases, due to the application of individual provisions of Articles 62 to 70 of this Act, it is impossible to comply with the obligation referred to in paragraph one of this Article, the provision shall not be applied if a true and fair view, as referred to in paragraph one of this Article, is achieved without its application. In this case, the reasons for not applying the particular provision shall be explained in the notes to the financial statements along with a description of the potential effects which the application of the provision could have on the view of the assets and liabilities of the company, its financial position and its profit or loss.

Article 62
(General rules on layout of financial statements)

(1) Individual asset items of financial statements may not be set off against individual liability items, or individual revenue items against individual expense items.

(2) The same breakdown of items must be used in the balance sheets and statements of profit and loss for each consecutive financial year. The breakdown of items may only be changed exceptionally. Attention shall be drawn to such circumstance in the notes to the financial statements along with an explanation of the reasons leading to the changes concerning the breakdown of items.

(3) The balance sheet and the statement of profit and loss items referred to in Articles 65 and 66 of this Act shall be shown separately and in the same order as laid down by the above-mentioned provisions of this Act. A further breakdown of individual items provided by Articles 65 and 66 of this Act shall be permitted. New items may only be added if they do not overlap in terms of their content with the items referred to in Articles 65 and 66 of this Act.

(4) Način členitve, nomenklaturo in poimenovanje postavk, ki so v bilanci stanja ali izkazu poslovnega izida označene z arabskimi številkami, je dovoljeno prilagoditi posebnim značilnostim dejavnosti družbe. Posebna pravila za prilagoditev iz prejšnjega stavka za družbe, ki opravljajo dejavnost s področja posameznih gospodarskih panog, in sicer zlasti za banke in zavarovalnice, so določena z ustreznim področnim zakonom.

(5) Postavke v bilanci stanja ali izkazu poslovnega izida, ki so označene z arabskimi številkami, se lahko združijo:

1. če je vrednost posameznih postavk, ki se združijo, nepomembna za resničen in pošten prikaz po prvem odstavku prejšnjega člena, ali

2. če se z združitvijo postavk doseže boljša preglednost; v tem primeru morajo biti združene postavke ločeno prikazane v prilogi k izkazom.

(6) V bilanci stanja in izkazu poslovnega izida je treba pri vsaki postavki navesti tudi vrednost te postavke v preteklem letu. Če te vrednosti niso primerljive, je treba vrednost postavke preteklega leta ustrezno prilagoditi. Neprimerljivost postavk in njihove prilagoditve morajo biti prikazane v prilogi k izkazom z ustreznimi pojasnili.

(7) V bilanci stanja in izkazu poslovnega izida ni treba prikazati tistih postavk, katerih vrednost je enaka nič, razen če je to potrebno zaradi primerjave z vrednostjo teh postavk v preteklem letu.

3. oddelek

BILANCA STANJA

63. člen
(družbe v skupini in pridružene družbe)

(4) The breakdown, nomenclature and designation of items which are shown in the balance sheet and in the statement of profit and loss and which are denoted in Arabic numerals, may be adapted to the particular characteristics of a company's activity. For companies performing activities in the fields of specific economic sectors, in particular banks and insurance companies, special rules for the adaptation referred to in the preceding sentence shall be laid down by a relevant sector-specific Act.

(5) The balance sheet or statement of profit and loss items which are expressed in Arabic numerals may be combined in the following circumstances:

1. if the value of the individual items being combined is not relevant for a true and fair view in accordance with paragraph one of the previous Article; or
2. if enhanced transparency is achieved by combining the items; in this case the combined items must be shown separately in the notes to the financial statements.

(6) For each balance sheet and statement of profit and loss item, the value of that item shall also be shown for the previous year. If these values cannot be compared, the value of items for the previous year shall be adjusted accordingly. The incomparability of items and their adjustment shall be shown in the notes to the financial statements and appropriately explained.

(7) Zero value items need not be shown in the balance sheet or the statement of profit and loss except where this is necessary in order to compare the value of such items in the previous year.

Section 3

THE BALANCE SHEET

Article 63
(Group companies and associated companies)

(1) Družbe v skupini so obvladujoča družba in od nje odvisne družbe, kot je določeno v drugem odstavku 56. člena tega zakona, ne glede na to, ali se za skupino sestavlja konsolidirano letno poročilo.

(2) Pridružena družba je družba, v kateri ima druga družba pomemben kapitalski vpliv in ni njej odvisna družba. Za družbo se šteje, da ima pomemben kapitalski vpliv na drugo družbo, če ima v tej družbi 20 odstotkov ali več glasovalnih pravic.

64. člen
(rezerve)

(1) Kot kapitalske rezerve (obveznosti do virov sredstev – postavka A.II.) se izkažejo:

1. zneski, ki jih družba pridobi iz vplačil, ki presegajo najmanjše emisijske zneske delnic ali zneske osnovnih vložkov (vplačani presežek kapitala),
2. zneski, ki jih družba pridobi pri izdaji zamenljivih obveznic ali obveznic z delniško nakupno opcijo nad nominalnim zneskom obveznic,
3. zneski, ki jih dodatno vplačajo družbeniki za pridobitev dodatnih pravic iz deležev,
4. zneski drugih vplačil družbenikov na podlagi statuta (na primer naknadna vplačila družbenikov),
5. zneski na podlagi poenostavljenega zmanjšanja osnovnega kapitala ali zmanjšanja osnovnega kapitala z umikom deležev,
6. zneski na podlagi odprave splošnega prevrednotevalnega popravka kapitala in zneski, preneseni iz revalorizacijske rezerve,
7. zneski prihodkov iz prenehanja ali zmanjšanja obveznosti na podlagi sklenjene prisilne poravnave, ki presegajo znesek prenesene izgube.

(2) Rezerve iz dobička (obveznosti do virov sredstev – postavka A.III.) se lahko oblikujejo samo iz zneskov čistega dobička poslovnega leta in prenesenega dobička. Rezerve iz dobička se delijo na:

1. zakonske rezerve (tretji odstavek tega člena; obveznosti do virov

(1) Group companies shall mean the parent company and any subsidiary companies as laid down in paragraph two of Article 56 of this Act, irrespective of whether the consolidated annual report is being produced for the group.

(2) An associated company shall be a company in which another company has a significant influence through equity but is not a subsidiary of that other company. A company shall be deemed to have significant influence through equity in another company if it holds 20 percent or more of its voting rights.

Article 64
(Reserves)

(1) The following amounts shall be shown as capital surplus (liabilities, item A.II.):

1. amounts obtained by a company from payments exceeding the minimum issue prices of shares or capital contributions (share premium account),
2. amounts obtained by a company through the issuing of convertible bonds or bonds with a share purchase option above the nominal value of the bonds,
3. amounts additionally paid in by company members for the purpose of acquiring additional rights arising from their interests,
4. amounts of other payments by company members under the provisions of the articles of association (e.g. subsequent payments by company members),
5. amounts based on a simplified reduction of share capital or a reduction of share capital through the withdrawal of interests,
6. amounts arising from general capital revaluation adjustments and amounts carried over from the revaluation reserve,
7. amounts which represent income from the decommitment or reduction of liability due to a concluded compulsory settlement which exceeds the amount of the loss brought forward.

(2) Revenue reserves (liabilities – item A.III) may only be created from the net profit for the financial year and the net profit brought forward. Revenue reserves shall be divided as follows:

1. legal reserves (paragraph three of this Article; liabilities item A.III.1.),

sredstev postavka A.III.1.),
2. rezerve za lastne deleže (peti odstavek tega člena; obveznosti do virov sredstev postavka A.III.2.),
3. lastni deleži (kot odbitna postavka A.III.3),
4. statutarne rezerve (sedmi odstavek tega člena; obveznosti do virov sredstev postavka A.III.4.),
5. druge rezerve iz dobička (deveti odstavek tega člena; obveznosti do virov sredstev – postavka A.III.5.).

(3) Družba mora oblikovati zakonske rezerve v taki višini, da je vsota zneska zakonskih rezerv in kapitalskih rezerv iz 1. do 3. točke prvega odstavka tega člena enaka 10% ali v statutu določenem višjem odstotku osnovnega kapitala.

(4) Če zakonske in kapitalske rezerve iz 1. do 3. točke prvega odstavka tega člena skupaj ne dosegajo deleža osnovnega kapitala iz prejšnjega odstavka in družba v poslovnem letu izkaže čisti dobiček, mora pri sestavi bilance stanja za to poslovno leto v zakonske rezerve odvesti 5% zneska čistega dobička, zmanjšanega za znesek, ki je bil uporabljen za kritje morebitne prenesene izgube, dokler zakonske rezerve in kapitalske rezerve iz 1. do 3. točke prvega odstavka tega člena ne dosežejo deleža iz prejšnjega odstavka.

(5) Če je družba v poslovnem letu pridobila lastne deleže, mora v bilanci stanja za to poslovno leto oblikovati rezerve za lastne deleže v višini zneskov, ki so bili plačani za pridobitev lastnih deležev. Ne glede na prvi stavek drugega odstavka tega člena se lahko rezerve za lastne deleže oblikujejo tudi:
1. iz statutarnih rezerv, če statut določa, da jih je dovoljeno uporabiti za te namene;
2. iz zneska drugih rezerv iz dobička, ki presega morebitni znesek prenesene izgube, ki je ni bilo mogoče pokriti iz morebitnega čistega dobička poslovnega leta.

(6) Rezerve za lastne deleže se morajo sprostiti in se lahko sprostijo samo, če so bili lastni deleži odtujeni ali umaknjeni.

(7) Statut lahko določi, da ima družba poleg zakonskih tudi

2. reserves for own shares (paragraph five of this Article; liabilities item A.III.2.),
3. own shares (as a deductible item A.III.3),
4. reserves provided for by the articles of association (paragraph seven of this Article; liabilities item A.III.4.),
5. other revenue reserves (paragraph nine of this Article; liabilities item A.III.5.).

(3) A company shall create legal reserves in an amount that will allow the sum total of the legal reserves and capital surplus referred to in points 1 to 3 of paragraph one of this Article to be equal to 10% of the share capital or equal to a higher percentage of the share capital, as laid down by the articles of association.

(4) If the combined amount of legal reserves and capital surplus referred to in points 1 to 3 of paragraph one of this Article is less than the proportion of the share capital referred to in the preceding paragraph, and the company shows net profit for the financial year, in preparing the balance sheet the company shall allocate 5% of the net profit to its legal reserves, whereby the allocated amount may be reduced by the amount used to cover any potential loss brought forward, until the amount of legal reserves and capital surplus from points 1 to 3 of paragraph one of this Article equals the proportion referred to in the preceding paragraph.

(5) If the company acquires own shares during the financial year, it shall create reserves for own shares in its balance sheet for that financial year in the amount of the sums which were paid in order to acquire own shares. Notwithstanding the first sentence of paragraph two of this Article, reserves for own shares may also be created from:
1. reserves provided for by the articles of association if the articles of association provide that they may be used for this purpose;
2. the amount of other revenue reserves that exceeds the potential loss brought forward that could not be covered by potential net profits from the financial year.

(6) Reserves for own shares shall be reversed and may only be reversed if own shares are disposed of or withdrawn.

(7) Articles of association may provide that in addition to legal

statutarne rezerve. V takem primeru mora statut določiti tudi:

1. višino statutarnih rezerv v absolutnem znesku ali v deležu od osnovnega ali celotnega lastnega kapitala;

2. delež zneska čistega dobička, zmanjšanega za morebitne zneske, uporabljene za kritje prenesene izgube, oblikovanje zakonskih rezerv in rezerv iz dobička, ki se v posameznem poslovnem letu nameni za oblikovanje statutarnih rezerv;

3. namene, za katere se lahko statutarne rezerve uporabijo.

(8) Statutarne rezerve se lahko uporabijo samo za namene, določene s statutom.

(9) Druge rezerve iz dobička se lahko uporabijo za katerekoli namene, razen v primeru iz petega odstavka tega člena ali če statut določa drugače.

(10) Kapitalske rezerve in zakonske rezerve (vezane rezerve) se smejo uporabiti samo pod navedenimi pogoji:

1. če skupni znesek teh rezerv ne dosega z zakonom ali statutom določenega odstotka osnovnega kapitala, se lahko uporabijo samo za:
   - kritje čiste izgube poslovnega leta, če je ni mogoče pokriti v breme prenesenega čistega dobička ali drugih rezerv iz dobička;

   - kritje prenesene izgube, če je ni mogoče pokriti v breme čistega dobička poslovnega leta ali drugih rezerv iz dobička;
2. če skupni znesek teh rezerv presega z zakonom ali statutom določeni odstotek osnovnega kapitala, se lahko te rezerve v presežnem znesku uporabijo za:
   - povečanje osnovnega kapitala iz sredstev družbe;
   - kritje čiste izgube poslovnega leta, če je ni mogoče pokriti v breme prenesenega čistega dobička in če se hkrati ne uporabijo rezerve iz dobička za izplačilo dobička družbenikom, ali

   - kritje prenesene čiste izgube, če je ni mogoče pokriti v breme čistega dobička poslovnega leta in če se hkrati ne uporabijo rezerve iz dobička za izplačilo dobička družbenikom.

reserves a company shall also have reserves provided for by the articles of association. In this case, the articles of association shall also define:

1. the amount of the reserves provided for by the articles of association either in an absolute amount or as a proportion of the share capital or the total own capital;
2. the proportion of the net profit, reduced by the potential amounts used to cover the loss brought forward, and the creation of legal reserves and revenue reserves earmarked for the creation of the reserves provided for by the articles of association in a particular financial year;
3. the purposes for which the reserves provided for by the articles of association may be used.

(8) Reserves provided for by the articles of association may only be used for the purposes set out in the articles of association.

(9) Other revenue reserves may be used for any purpose except in the case referred to in paragraph five of this Article or where otherwise provided by the articles of association.

(10) Capital surplus and legal reserves (tied-up reserves) may only be used under the following conditions:

1. if the total amount of these reserves is below the percentage of the share capital laid down by an Act or the articles of association, they may only be used to:
   - cover a net loss for the financial year if it cannot otherwise be covered by the net profit brought forward or other revenue reserves;
   - cover the loss brought forward if it cannot be covered by the net profit for the financial year or other revenue reserves;
2. if the total amount of these reserves exceeds the percentage of the share capital laid down by an Act or the articles of association, the surplus amount of these reserves may be used to:
   - increase the share capital from the company's assets;
   - cover the net loss for the financial year if it cannot be otherwise covered by the net profit brought forward, provided that revenue reserves are not simultaneously used in the distribution of profits to company members; or
   - cover the net loss brought forward if it cannot be covered by the net profit for the financial year, provided that revenue reserves are not simultaneously used in the distribution of profits to company

members.

(11) Uporaba čistega dobička posameznega poslovnega leta za:

1. kritje prenesene izgube;
2. oblikovanje zakonskih rezerv po četrtem odstavku tega člena;
3. oblikovanje rezerv za lastne deleže po petem odstavku tega člena;
4. oblikovanje statutarnih rezerv v primeru iz sedmega odstavka tega člena; in
5. oblikovanje drugih rezerv iz dobička v primerih iz tretjega in četrtega odstavka 230. člena tega zakona

se upošteva že pri sestavi bilance stanja za to poslovno leto.

(12) Pri postavki kapitalske rezerve je treba v bilanci stanja ali v prilogi k izkazom ločeno izkazati:

1. znesek, ki je bil v poslovnem letu pripisan,
2. znesek, ki je bil v poslovnem letu odpisan.

(13) Pri vsaki postavki rezerv iz dobička je treba v bilanci stanja ali v prilogi k izkazom ločeno izkazati:

1. zneske, ki so bili odvedeni v rezerve iz bilančnega dobička preteklega poslovnega leta po sklepu skupščine o uporabi bilančnega dobička preteklega poslovnega leta,
2. zneske, ki so bili odvedeni v rezerve iz čistega dobička poslovnega leta,
3. znesek, za katerega so bile rezerve zmanjšane zaradi uporabe v poslovnem letu.

(14) Če družba sestavlja izkaz gibanja kapitala, se podatki iz dvanajstega in trinajstega odstavka tega člena namesto v bilanci stanja ali prilogi k izkazom izkažejo v izkazu gibanja kapitala.

65. člen

(11) Net profit for a particular financial year may only be used for the following purposes:

1. to cover a loss brought forward;
2. to create legal reserves under paragraph four of this Article;
3. to create reserves for own shares under paragraph five of this Article;
4. to create reserves provided for by the articles of association in the case referred to in paragraph seven of this Article; and
5. the creation of other revenue reserves in the cases referred to in paragraphs three and four of Article 230 of this Act

and shall be taken into account when preparing the balance sheet for that financial year.

(12) In the capital surplus item, the following shall be shown separately in the balance sheet or in the notes to the financial statements:

1. the amount added during the financial year;
2. the amount written-off during the financial year.

(13) For every item of revenue reserves, the following shall be shown separately in the balance sheet or in the notes to the financial statements:

1. amounts allocated to reserves from the distributable profit for the previous financial year in accordance with the general meeting's resolution on the appropriation of distributable profit for the previous financial year;
2. amounts allocated to reserves from the net profit for the financial year;
3. the amount by which the reserves were reduced owing to their use during the financial year.

(14) Where a company draws up a statement of changes in equity, the data specified in paragraphs twelve and thirteen of this Article shall be shown in the statement of changes in equity instead of the balance sheet or notes to the financial statements.

Article 65

(členitev bilance stanja)

(1) Družba razčleni bilanco stanja na te postavke:

		SREDSTVA
A.		Dolgoročna sredstva
	I.	Neopredmetena sredstva in dolgoročne aktivne časovne razmejitve
		1. Dolgoročne premoženjske pravice
		2. Dobro ime
		3. Predujmi za neopredmetena sredstva
		4. Dolgoročno odloženi stroški razvijanja
		5. Druge dolgoročne aktivne časovne razmejitve
	II.	Opredmetena osnovna sredstva
		1. Zemljišča in zgradbe
		a) Zemljišča
		b) Zgradbe
		2. Proizvajalne naprave in stroji
		3. Druge naprave in oprema
		4. Opredmetena osnovna sredstva, ki se pridobivajo
		a) Opredmetena osnovna sredstva v gradnji in izdelavi
		b) Predujmi za pridobitev opredmetenih osnovnih sredstev
	III.	Naložbene nepremičnine
	IV.	Dolgoročne finančne naložbe
		1. Dolgoročne finančne naložbe, razen posojil
		a) Delnice in deleži v družbah v skupini
		b) Delnice in deleži v pridruženih družbah

(Layout of balance sheet)

(1) Companies shall lay out their balance sheets as follows:

		ASSETS
A.		Non-current assets
	I.	Intangible fixed assets and long-term prepaid expenses and deferred charges
		1. Concessions, patents, licences, trademarks, and similar rights and assets
		2. Goodwill
		3. Advances for intangible fixed assets
		4. Deferred R & D costs
		5. Other long-term prepaid expenses and deferred charges
	II.	Tangible fixed assets
		1. Land and buildings
		a) Land
		b) Buildings
		2. Manufacturing plant and equipment
		3. Other plant and equipment
		4. Tangible fixed assets being acquired
		a) Tangible fixed assets in course of construction
		b) Advances for tangible fixed assets
	III.	Investment property
	IV.	Long-term investments
		1. Long-term investments except loans
		a) Shares and interests in group companies
		b) Shares and interests in associates

	c) Druge delnice in deleži	c) Other shares and interests
	č) Druge dolgoročne finančne naložbe	č) Other shares and interests
2.	Dolgoročna posojila	2. Long-term loans
	a) Dolgoročna posojila družbam v skupini	a) Long-term loans to group companies
	b) Dolgoročna posojila drugim	b) Long-term loans to others
	c) Dolgoročno nevplačani vpoklicani kapital	c) Long-term called-up capital unpaid
V.	Dolgoročne poslovne terjatve	V. Long-term operating receivables
1.	Dolgoročne poslovne terjatve do družb v skupini	1. Long-term receivables due from group companies
2.	Dolgoročne poslovne terjatve do kupcev	2. Long-term trade receivables
3.	Dolgoročne poslovne terjatve do drugih	3. Long-term receivables due from others
VI.	Odložene terjatve za davek	VI. Deferred tax receivables
B.	Kratkoročna sredstva	B. Current assets
I.	Sredstva (skupine za odtujitev) za prodajo	I. Available-for-sale assets (assets in disposal group)
II.	Zaloge	II. Inventories
1.	Material	1. Materials
2.	Nedokončana proizvodnja	2. Work in progress
3.	Proizvodi in trgovsko blago	3. Products and merchandise
4.	Predujmi za zaloge	4. Advances for inventories
III.	Kratkoročne finančne naložbe	III. Short-term investments
1.	Kratkoročne finančne naložbe, razen posojil	1. Short-term investments except loans
	a) Delnice in deleži v družbah v skupini	a) Shares and interests in group companies
	b) Druge delnice in deleži	b) Other shares and interests
	c) Druge kratkoročne finančne naložbe	c) Other long-term investments
2.	Kratkoročna posojila	2. Short-term loans
	a) Kratkoročna posojila družbam v skupini	a) Short-term loans to group companies
	b) Kratkoročna posojila drugim	b) Short-term loans to others
	c) Kratkoročno nevplačani vpoklicani kapital	c) Short-term called-up capital unpaid
IV.	Kratkoročne poslovne terjatve	IV. Short-term operating receivables
1.	Kratkoročne poslovne terjatve do družb v skupini	1. Short-term receivables due from group companies

	2.	Kratkoročne poslovne terjatve do kupcev	2. Short-term trade receivables
	3.	Kratkoročne poslovne terjatve do drugih	3. Short-term receivables due from others
V.		Denarna sredstva	V. Cash assets
C.		Kratkoročne aktivne časovne razmejitve	C. Short-term prepaid expenses and deferred charges
		SKUPAJ SREDSTVA	TOTAL ASSETS
		OBVEZNOSTI DO VIROV SREDSTEV	LIABILITIES
A.		Kapital	A. Equity
I.		Vpoklicani kapital	I. Called-up capital
	1.	Osnovni kapital	1. Share capital
	2.	Nevpoklicani kapital (kot odbitna postavka)	2. Uncalled capital (as deductible item)
II.		Kapitalske rezerve	II. Capital surplus
III.		Rezerve iz dobička	III. Revenue reserves
	1.	Zakonske rezerve	1. Legal reserves
	2.	Rezerve za lastne delnice in lastne poslovne deleže	2. Reserves for own shares and interests
	3.	Lastne delnice in lastni poslovni deleži (kot odbitna postavka)	3. Own shares and own business interests (as deductible items)
	4.	Statutarne rezerve	4. Reserves provided for by the articles of association
	5.	Druge rezerve iz dobička	5. Other revenue reserves
IV.		Revalorizacijske rezerve	IV. Revaluation reserve
V.		Rezerve, nastale zaradi vrednotenja po pošteni vrednosti	V. Reserves due to the valuation at fair value
VI.		Preneseni čisti poslovni izid	VI. Net profit or loss brought forward
VII.		Čisti poslovni izid poslovnega leta	VII. Net profit or loss for the financial year
B.		Rezervacije in dolgoročne pasivne časovne razmejitve	B. Provisions and long-term accrued expenses and deferred income
	1.	Rezervacije za pokojnine in podobne obveznosti	1. Provisions for pensions and similar liabilities
	2.	Druge rezervacije	2. Other provisions
	3.	Dolgoročne pasivne časovne razmejitve	3. Long-term accrued expenses and deferred

C. Dolgoročne obveznosti

I. Dolgoročne finančne obveznosti

1. Dolgoročne finančne obveznosti do družb v skupini
2. Dolgoročne finančne obveznosti do bank
3. Dolgoročne obveznosti na podlagi obveznic
4. Druge dolgoročne finančne obveznosti

II. Dolgoročne poslovne obveznosti

1. Dolgoročne poslovne obveznosti do družb v skupini
2. Dolgoročne poslovne obveznosti do dobaviteljev
3. Dolgoročne menične obveznosti
4. Dolgoročne poslovne obveznosti na podlagi predujmov
5. Druge dolgoročne poslovne obveznosti

III. Odložene obveznosti za davek

Č. Kratkoročne obveznosti

I. Obveznosti, vključene v skupine za odtujitev

II. Kratkoročne finančne obveznosti

1. Kratkoročne finančne obveznosti do družb v skupini
2. Kratkoročne finančne obveznosti do bank
3. Kratkoročne finančne obveznosti na podlagi obveznic
4. Druge kratkoročne finančne obveznosti

III. Kratkoročne poslovne obveznosti

1. Kratkoročne poslovne obveznosti do družb v skupini
2. Kratkoročne poslovne obveznosti do dobaviteljev
3. Kratkoročne menične obveznosti
4. Kratkoročne poslovne obveznosti na podlagi predujmov
5. Druge kratkoročne poslovne obveznosti

income

C. Long-term liabilities

I. Long-term financial liabilities

1. Long-term financial liabilities to group companies
2. Long-term financial liabilities to banks
3. Long-term financial liabilities from bonds
4. Other long-term financial liabilities

II. Long-term operating liabilities

1. Long-term operating liabilities to group companies
2. Long-term trade payables
3. Long-term bills payable
4. Long-term operating liabilities from advances
5. Other long-term operating liabilities

III. Deferred tax liabilities

Č. Short-term liabilities

I. Liabilities included in disposal groups

II. Short-term financial liabilities

1. Short-term financial liabilities to group companies
2. Short-term financial liabilities to banks
3. Short-term financial liabilities from bonds
4. Other short-term financial liabilities

III. Short-term operating liabilities

1. Short-term operating liabilities to group companies
2. Short-term trade payables
3. Short-term bills payable
4. Short-term operating liabilities from advances
5. Other short-term operating liabilities

D. Short-term accrued expenses and deferred

D. Kratkoročne pasivne časovne razmejitve

SKUPAJ OBVEZNOSTI DO VIROV SREDSTEV

(2) Srednje družbe morajo izdelati bilanco stanja iz prejšnjega odstavka. Pri javni objavi bilance stanja zadošča, da je bilanca stanja razčlenjena najmanj na te postavke:

SREDSTVA

A. Dolgoročna sredstva

I. Neopredmetena sredstva in dolgoročne aktivne časovne razmejitve

1. Neopredmetena sredstva
2. Dolgoročne aktivne časovne razmejitve

II. Opredmetena osnovna sredstva

1. Zemljišča in zgradbe
   a) Zemljišča
   b) Zgradbe
2. Proizvajalne naprave in stroji
3. Druge naprave in oprema
4. Predujmi za pridobitev opredmetenih osnovnih sredstev in opredmetena osnovna sredstva v gradnji in izdelavi

III. Naložbene nepremičnine

IV. Dolgoročne finančne naložbe

1. Dolgoročne finančne naložbe, razen posojil
   a) Delnice in deleži v družbah v skupini
   b) Druge dolgoročne finančne naložbe
2. Dolgoročna posojila
   a) Dolgoročna posojila družbam v skupini
   b) Druga dolgoročna posojila

V. Dolgoročne poslovne terjatve

1. Dolgoročne poslovne terjatve do družb v skupini

income

TOTAL LIABILITIES

(2) Medium-sized companies shall prepare the balance sheet referred to in the preceding paragraph. For publication purposes, it shall suffice that the balance sheet has at least the following items:

ASSETS

A. Non-current assets

I. Intangible fixed assets and long-term prepaid expenses and deferred charges

1. Intangible fixed assets
2. Long-term prepaid expenses and deferred charges

II. Tangible fixed assets

1. Land and buildings
   a) Land
   b) Buildings
2. Manufacturing plant and equipment
3. Other plant and equipment
4. Advances for tangible fixed assets and tangible fixed assets in course of construction

III. Investment property

IV. Long-term investments

1. Long-term investments except loans
   a) Shares and interests in group companies
   b) Other long-term investments
2. Long-term loans
   a) Long-term loans to group companies
   b) Other long-term loans

V. Long-term operating receivables

1. Long-term receivables due from group companies

	2.	Dolgoročne poslovne terjatve do drugih	2. Long-term receivables due from others
	VI.	Odložene terjatve za davek	VI. Deferred tax receivables
B.		Kratkoročna sredstva	B. Current assets
	I.	Sredstva (skupine za odtujitev) za prodajo	I. Available-for-sale assets (assets in disposal group)
	II.	Zaloge	II. Inventories
	III.	Kratkoročne finančne naložbe	III. Short-term investments
	1.	Kratkoročne finančne naložbe, razen posojil	1. Long-term investments except loans
		a) Delnice in deleži v družbah v skupini	a) Shares and interests in group companies
		b) Druge kratkoročne finančne naložbe	b) Other long-term investments
	2.	Kratkoročna posojila	2. Short-term loans
		a) Kratkoročna posojila družbam v skupini	a) Short-term loans to group companies
		b) Druga kratkoročna posojila	b) Other short-term loans
	IV.	Kratkoročne poslovne terjatve	IV. Short-term operating receivables
	1.	Kratkoročne poslovne terjatve do družb v skupini	1. Short-term receivables due from group companies
	2.	Kratkoročne poslovne terjatve do drugih	2. Short-term receivables due from others
	V.	Denarna sredstva	V. Cash assets
C.		Kratkoročne aktivne časovne razmejitve	C. Short-term prepaid expenses and deferred charges
		SKUPAJ SREDSTVA	TOTAL ASSETS
		OBVEZNOSTI DO VIROV SREDSTEV	LIABILITIES
A.		Kapital	A. Equity
	I.	Vpoklicani kapital	I. Called-up capital
	1.	Osnovni kapital	1. Share capital
	2.	Nevpoklicani kapital (kot odbitna postavka)	2. Uncalled capital (as deductible item)
	II.	Kapitalske rezerve	II. Capital surplus
	III.	Rezerve iz dobička	III. Revenue reserves
	1.	Zakonske rezerve	1. Legal reserves
	2.	Rezerve za lastne delnice in lastne poslovne deleže	2. Reserves for own shares and interests
	3.	Lastne delnice in lastni poslovni deleži (kot odbitna postavka)	3. Own shares and own business interests (as deductible items)

	4.	Statutarne rezerve
	5.	Druge rezerve iz dobička
IV.		Revalorizacijske rezerve
V.		Rezerve, nastale zaradi vrednotenja po pošteni vrednosti
VI.		Preneseni čisti poslovni izid
VII.		Čisti poslovni izid poslovnega leta
B.		Rezervacije in dolgoročne pasivne časovne razmejitve
	1.	Rezervacije
	2.	Dolgoročne pasivne časovne razmejitve
C.		Dolgoročne obveznosti
I.		Dolgoročne finančne obveznosti
	1.	Dolgoročne finančne obveznosti do družb v skupini
	2.	Dolgoročne finančne obveznosti do bank
	3.	Druge dolgoročne finančne obveznosti
II.		Dolgoročne poslovne obveznosti
	1.	Dolgoročne poslovne obveznosti do družb v skupini
	2.	Dolgoročne poslovne obveznosti do dobaviteljev
	3.	Druge dolgoročne poslovne obveznosti
III.		Odložene obveznosti za davek
Č.		Kratkoročne obveznosti
I.		Obveznosti, vključene v skupine za odtujitev
II.		Kratkoročne finančne obveznosti
	1.	Kratkoročne finančne obveznosti do družb v skupini
	2.	Kratkoročne finančne obveznosti do bank
	3.	Druge kratkoročne finančne obveznosti
III.		Kratkoročne poslovne obveznosti
	1.	Kratkoročne poslovne obveznosti do družb v skupini
	2.	Kratkoročne poslovne obveznosti do dobaviteljev

	4.	Reserves provided for by the articles of association
	5.	Other revenue reserves
IV.		Revaluation reserve
V.		Reserves due to valuation at fair value
VI.		Net profit or loss brought forward
VII.		Net profit or loss for the period
B.		Provisions and long-term accrued expenses and deferred income
	1.	Provisions
	2.	Long-term accrued expenses and deferred income
C.		Long-term liabilities
I.		Long-term financial liabilities
	1.	Long-term financial liabilities to group companies
	2.	Long-term financial liabilities to banks
	3.	Other long-term financial liabilities
II.		Long-term operating liabilities
	1.	Long-term operating liabilities to group companies
	2.	Long-term trade payables
	3.	Long-term trade payables
III.		Deferred tax liabilities
Č.		Short-term liabilities
I.		Liabilities included in disposal groups
II.		Short-term financial liabilities
	1.	Short-term financial liabilities to group companies
	2.	Short-term financial liabilities to banks
	3.	Other short-term financial liabilities
III.		Short-term operating liabilities
	1.	Short-term operating liabilities to group companies
	2.	Short-term trade payables
	3.	Other short-term operating liabilities

3. Druge kratkoročne poslovne obveznosti

D. Kratkoročne pasivne časovne razmejitve

OBVEZNOSTI DO VIROV SREDSTEV

(3) Majhne družbe razčlenijo in javno objavijo bilanco stanja najmanj na te postavke:

SREDSTVA

A. Dolgoročna sredstva

I. Neopredmetena sredstva in dolgoročne aktivne časovne razmejitve

1. Neopredmetena sredstva

2. Dolgoročne aktivne časovne razmejitve

II. Opredmetena osnovna sredstva

III. Naložbene nepremičnine

IV. Dolgoročne finančne naložbe

1. Dolgoročne finančne naložbe, razen posojil

2. Dolgoročna posojila

V. Dolgoročne poslovne terjatve

VI. Odložene terjatve za davek

B. Kratkoročna sredstva

I. Sredstva (skupine za odtujitev) za prodajo

II. Zaloge

III. Kratkoročne finančne naložbe

1. Kratkoročne finančne naložbe, razen posojil

2. Kratkoročna posojila

IV Kratkoročne poslovne terjatve

V. Denarna sredstva

C. Kratkoročne aktivne časovne razmejitve

SKUPAJ SREDSTVA

D. Short-term accrued expenses and deferred income

LIABILITIES

(3) Small companies shall prepare and publish their balance sheets comprising at least the following items:

ASSETS

A. Non-current assets

I. Intangible fixed assets and long-term prepaid expenses and deferred charges

1. Intangible fixed assets

2. Long-term prepaid expenses and deferred charges

II. Tangible fixed assets

III. Investment property

IV. Long-term investments

1. Long-term investments except loans

2. Long-term loans

V. Long-term operating receivables

VI. Deferred tax receivables

B. Current assets

I. Available-for-sale assets (assets in disposal group)

II. Inventories

III. Short-term investments

1. Long-term investments except loans

2. Short-term loans

IV Short-term operating receivables

V. Cash assets

C. Short-term prepaid expenses and deferred charges

TOTAL ASSETS

OBVEZNOSTI DO VIROV SREDSTEV

A. Kapital
- I. Vpoklicani kapital
  - 1. Osnovni kapital
  - 2. Nevpoklicani kapital (kot odbitna postavka)
- II. Kapitalske rezerve
- III. Rezerve iz dobička
- IV. Revalorizacijske rezerve
- V. Rezerve, nastale zaradi vrednotenja po pošteni vrednosti
- VI. Preneseni čisti poslovni izid
- VII. Čisti poslovni izid poslovnega leta

B. Rezervacije in dolgoročne pasivne časovne razmejitve
- 1. Rezervacije
- 2. Dolgoročne pasivne časovne razmejitve

C. Dolgoročne obveznosti
- I. Dolgoročne finančne obveznosti
- II. Dolgoročne poslovne obveznosti
- III. Odložene obveznosti za davek

Č. Kratkoročne obveznosti
- I. Obveznosti, vključene v skupine za odtujitev
- II. Kratkoročne finančne obveznosti
- III. Kratkoročne poslovne obveznosti

D. Kratkoročne pasivne časovne razmejitve

OBVEZNOSTI DO VIROV SREDSTEV

(4) V postavkah, ki se nanašajo na družbe v skupini, je treba izkazati vsa razmerja do družb v skupini, v drugih postavkah pa vsa razmerja, razen tistih, ki se nanašajo na družbe v skupini.

(5) Kot zabilančne potencialne obveznosti je treba izkazati

LIABILITIES

A. Equity
- I. Called-up capital
  - 1. Share capital
  - 2. Uncalled capital (as deductible item)
- II. Capital surplus
- III. Revenue reserves
- IV. Revaluation reserve
- V. Reserves due to valuation at fair value
- VI. Net profit or loss brought forward
- VII. Net profit or loss for the period

B. Provisions and long-term accrued expenses and deferred income
- 1. Provisions
- 2. Long-term accrued expenses and deferred income

C. Long-term liabilities
- I. Long-term financial liabilities
- II. Long-term operating liabilities
- III. Deferred tax liabilities

Č. Short-term liabilities
- I. Liabilities included in disposal groups
- II. Short-term financial liabilities
- III. Short-term operating liabilities

D. Short-term accrued expenses and deferred income

LIABILITIES

(4) Items referring to group companies shall show all of the relationships within the group of companies while other items shall disclose all relationships with the exception of those referring to group companies.

(5) Liabilities for surety and other guarantees not shown as

obveznosti iz poroštev in drugih jamstev, ki niso izkazane kot obveznosti v bilanci stanja. Te potencialne obveznosti je treba razčleniti po vrstah jamstev z navedbo morebitnih stvarnih jamstev. Ločeno je treba izkazati obveznosti iz naslova poroštev in drugih jamstev do družb v skupini.

(6) Če spada premoženje (sredstvo) ali obveznost do virov sredstev pod več členitvenih postavk, je treba pri postavki, pod katero je izkazano, ali v prilogi k izkazom, pojasniti to okoliščino, če je to potrebno zaradi jasnosti in preglednosti letnega poročila. Lastni deleži in deleži v družbah v skupini se smejo izkazovati samo v postavkah, ki so predvidene za njihovo izkazovanje.

(7) Pravice na nepremičninah in druge podobne pravice se izkazujejo pod ustrezno postavko Zemljišča in zgradbe ter se razkrijejo v prilogi k izkazom.

4. oddelek

IZKAZ POSLOVNEGA IZIDA

66. člen
(členitev izkaza poslovnega izida)

(1) Družba lahko razčleni izkaz poslovnega izida po drugem ali tretjem odstavku tega člena.

(2)

1. Čisti prihodki od prodaje
2. Sprememba vrednosti zalog proizvodov in nedokončane proizvodnje
3. Usredstveni lastni proizvodi in lastne storitve
4. Drugi poslovni prihodki (s prevrednotovalnimi poslovnimi prihodki)
5. Stroški blaga, materiala in storitev
   a) Nabavna vrednost prodanih blaga in materiala ter stroški porabljenega materiala
   b) Stroški storitev
6. Stroški dela
   a) Stroški plač

liabilities in the balance sheet shall be recorded on the balance sheet as off-balance contingent liabilities. These contingent liabilities shall be broken down by type of guarantee with an indication of a potential security interest. Liabilities stemming from surety and other guarantees towards group companies shall be shown separately.

(6) If an asset or liability is covered by more than one item, this shall be explained, as necessary, either in the item under which it is shown or in the notes to the financial statements for the purpose of clarity and transparency of the annual report. Own shares and interests in group companies may only be shown in items envisaged for their disclosure.

(7) Rights to immovable property and other similar rights shall be shown under item Land and buildings and shall be disclosed in the note to financial statements.

Section 4

STATEMENT OF PROFIT AND LOSS

Article 66
(The layout of the statement of profit and loss)

(1) Companies may structure their statement of profit and loss in accordance with paragraph two or three of this Article.

(2)

1. Net turnover
2. Change in inventories of finished goods and work in progress
3. Capitalised own products and/or services
4. Other operating income
5. Cost of goods, materials and services
   a) Cost of goods and materials sold and cost of materials used
   b) Cost of services
6. Labour costs
   a) Costs of wages and salaries

b) Stroški socialnih zavarovanj (posebej izkazani stroški pokojninskih zavarovanj)
c) Drugi stroški dela

7. Odpisi vrednosti
   a) Amortizacija
   b) Prevrednotovalni poslovni odhodki pri neopredmetenih sredstvih in opredmetenih osnovnih sredstvih
   c) Prevrednotovalni poslovni odhodki pri obratnih sredstvih
8. Drugi poslovni odhodki
9. Finančni prihodki iz deležev
   a) Finančni prihodki iz deležev v družbah v skupini
   b) Finančni prihodki iz deležev v pridruženih družbah
   c) Finančni prihodki iz deležev v drugih družbah
   č) Finančni prihodki iz drugih naložb
10. Finančni prihodki iz danih posojil
    a) Finančni prihodki iz posojil, danih družbam v skupini
    b) Finančni prihodki iz posojil, danih drugim
11. Finančni prihodki iz poslovnih terjatev
    a) Finančni prihodki iz poslovnih terjatev do družb v skupini
    b) Finančni prihodki iz poslovnih terjatev do drugih
12. Finančni odhodki iz oslabitve in odpisov finančnih naložb
13. Finančni odhodki iz finančnih obveznosti
    a) Finančni odhodki iz posojil, prejetih od družb v skupini
    b) Finančni odhodki iz posojil, prejetih od bank
    c) Finančni odhodki iz izdanih obveznic
    č) Finančni odhodki iz drugih finančnih obveznosti
14. Finančni odhodki iz poslovnih obveznosti
    a) Finančni odhodki iz poslovnih obveznosti do družb v skupini
    b) Finančni odhodki iz obveznosti do dobaviteljev in meničnih obveznosti
    c) Finančni odhodki iz drugih poslovnih obveznosti
15. Drugi prihodki
16. Drugi odhodki
17. Davek iz dobička
18. Odloženi davki
19. Čisti poslovni izid obračunskega obdobja (1 ± 2 + 3 + 4 – 5 – 6 – 7 – 8 + 9 + 10 + 11 – 12 – 13 – 14 + 15 – 16 – 17 ± 18)

b) Social security costs (costs of pension insurance shown separately)
c) Other labour costs

7. Amortisation/Depreciation expenses
   a) Depreciation
   b) Operating expenses from revaluation of tangible and intangible fixed assets
   c) Operating expenses from revaluation of operating current assets
8. Other operating expenses
9. Financial revenues from interests
   a) Financial revenues from interests in group companies
   b) Financial revenues from interests in associates
   c) Financial revenues from interests in other companies
   č) Financial revenues from other investments
10. Financial revenues from loans
    a) Financial revenues from loans to group companies
    b) Financial revenues from loans to others
11. Financial revenues from operating receivables
    a) Financial revenues from operating receivables from group companies
    b) Financial revenues from operating receivables from others
12. Financial expenses for impairments and investment write-offs
13. Financial expenses for financial liabilities
    a) Financial expenses for loans from group companies
    b) Financial expenses for loans obtained from banks
    c) Financial expenses for issued bonds
    č) Financial expenses for other financial liabilities
14. Financial expenses for operating liabilities
    a) Financial expenses for operating liabilities to group companies
    b) Financial expenses for trade payables and bills payable
    c) Financial expenses for other operating liabilities
15. Other income
16. Other expenses
17. Tax on profit
18. Deferred taxes
19. Net profit or loss for the period (1 ± 2 + 3 + 4 - 5 - 6 - 7 - 8 + 9 + 10 + 11 - 12 - 13 - 14 + 15 - 16 - 17 ± 18)

1. Čisti prihodki od prodaje
2. Proizvajalni stroški prodanih proizvodov (z amortizacijo) ali nabavna vrednost prodanega blaga
3. Kosmati poslovni izid od prodaje (1 – 2)
4. Stroški prodajanja (z amortizacijo)
5. Stroški splošnih dejavnosti (z amortizacijo)

   a) Stroški splošnih dejavnosti
   b) Prevrednotevalni poslovni odhodki pri neopredmetenih sredstvih in opredmetenih osnovnih sredstvih
   c) Prevrednotevalni poslovni odhodki pri obratnih sredstvih
6. Drugi poslovni prihodki (s prevrednotevalnimi poslovnimi prihodki)

7. do 17. postavka se členi tako kot 9. do 19. postavka po prejšnjem odstavku.

(4) Majhne in srednje družbe lahko 1. do 5. postavko iz drugega odstavka tega člena ter 1. do 3. in 6. postavko iz prejšnjega odstavka združijo v eno postavko z oznako »kosmati poslovni izid«.

(5) V drugem odstavku tega člena se za 19. postavko izkažejo še te postavke:

20. Preneseni dobiček/Prenesena izguba
21. Zmanjšanje (sprostitev) kapitalskih rezerv
22. Zmanjšanje (sprostitev) rezerv iz dobička ločeno po posameznih vrstah teh rezerv
23. Povečanje (dodatno oblikovanje) rezerv iz dobička ločeno po posameznih vrstah teh rezerv

23.a Zmanjšanje za znesek dolgoročno odloženih stroškov razvijanja na bilančni presečni dan.

24. Bilančni dobiček/Bilančna izguba (kot vsota čistega dobička/izgube in 20., 22., 23. in 23.a postavke). Bilančno izgubo zmanjšuje tudi sprostitev kapitalskih rezerv (21. postavka). V tretjem odstavku tega člena se kot 18. do 22. postavka izkažejo postavke prejšnjega stavka.

V tretjem odstavku tega člena se kot 18. do 22. postavka izkažejo postavke prejšnjega stavka.

(6) Namesto v izkazu poslovnega izida so lahko podatki iz prejšnjega odstavka izkazani v prilogi k izkazom.

1. Net turnover
2. Production costs of goods sold (including amortisation and depreciation expense) or cost of goods sold
3. Gross profit or loss from sales (1 – 2)
4. Selling costs (including depreciation and amortization)
5. General and administrative expenses (including depreciation and amortization)
   a) General and administrative expenses
   b) Operating expenses from revaluation of tangible and intangible fixed assets
   c) Operating expenses from revaluation of operating current assets
6. Other operating income (including operating income from revaluation)

Items 7 to 17 are broken down as items 9 to 19, in accordance with the preceding paragraph.

(4) Medium-sized companies may combine items 1 to 5 from paragraph (2) of this Article and items 1 to 3 and item 6 under the preceding paragraph of this Article into a single item "gross profit or loss".

(5) In paragraph two of this Article, the following items shall be shown after item 19:

20. Profit/loss brought forward
21. Reduction (release) of capital surplus
22. Reduction (release) of revenue reserves by type of reserves

23. Increase (additional creation) of revenue reserves, separately by type of reserve

23a Reduction for the amount of long-term deferred R & D costs on the balance sheet cut-off date

24. Distributable profit/loss (as the sum of the net profit/loss and the corresponding items 20, 22, 23 and 23a). Distributable loss is reduced by the release of capital surplus (item 21). In paragraph three of this Article, the items specified in the preceding sentence shall be shown as items 18 to 22.

In paragraph three of this Article, the items specified in the preceding sentence shall be shown as Items 18 to 22.

(6) The data referred to in the preceding paragraph of this Article may be shown in the notes to the financial statements instead of in

(7) Če družba sestavlja izkaz gibanja kapitala, se podatki iz petega odstavka tega člena namesto v izkazu poslovnega izida ali prilogi k izkazom izkažejo v izkazu gibanja kapitala.

5. oddelek

VREDNOTENJE POSTAVK V RAČUNOVODSKIH IZKAZIH

67. člen
(splošna pravila vrednotenja)

(1) Za vrednotenje postavk v računovodskih izkazih veljajo naslednja splošna pravila:

1. predpostavlja se nadaljevanje družbe kot delujočega podjetja;
2. uporaba metod vrednotenja se brez utemeljenih razlogov ne sme spreminjati iz poslovnega leta v poslovno leto (stalnost vrednotenja);
3. treba je upoštevati načelo previdnosti, kot je določeno s slovenskimi računovodskimi standardi ali mednarodnimi standardi računovodskega poročanja, še zlasti:
   - pripoznajo se lahko le dobički na bilančni presečni dan,
   - pripoznajo se vse obveznosti, ki nastanejo v poslovnem letu, tudi če postanejo razvidne šele med bilančnim presečnim dnevom in dnevom priprave bilance,
   - pripoznajo se vsi negativni popravki vrednosti, ne glede na to ali je rezultat poslovnega leta dobiček ali izguba;
4. treba je upoštevati načelo izvirne vrednosti; to je začetnega merjenja po nakupni ceni ali proizvajalnih stroških, kot je določeno s slovenskimi računovodskimi standardi ali mednarodnimi standardi računovodskega poročanja.
   Družbe lahko v skladu s tem zakonom in slovenskimi računovodskimi standardi oziroma mednarodnimi standardi računovodskega poročanja vrednotijo:
   - opredmetena osnovna sredstva po revaloriziranih zneskih in
   - finančne instrumente, vključno z izvedenimi finančnimi instrumenti, ter naložbene nepremičnine po poštenih vrednosti na način, kot je

the statement of profit and loss.

(7) Where a company prepares a statement of changes in equity, the data referred to in paragraph five of this Article shall be shown in the statement of changes in equity instead of in the statement of profit and loss or the notes to the financial statements.

Section 5

VALUATION OF ITEMS IN FINANCIAL STATEMENTS

Article 67
(General valuation rules)

(1) The following general rules shall apply to the valuation of items in financial statements:

1. the company is presumed to operate as a going concern;
2. the use of valuation methods may not change from one financial year to the next without well-founded reasons (consistency of valuation);
3. the principle of prudence shall be applied in the manner laid down by the Slovenian Accounting Standards or the International Financial Reporting Standards;
   - only the profit on the balance sheet cut-off date may be recognised,
   - all liabilities from the financial year shall be recognised even if they become apparent only in the period between the balance sheet cut-off date and the day on which the balance sheet was prepared,
   - all negative value adjustments shall be recognised irrespective of whether the result of the financial year is profit or loss;
4. the historical cost value principle shall be applied; meaning that the initial measurement uses the purchase price or production costs in the manner laid down by the Slovenian Accounting Standards or the International Financial Reporting Standards.
   Companies may in accordance with this Act and the Slovenian Accounting Standards or the International Financial Reporting Standards value:
   - tangible fixed assets in revalued amounts, and
   - financial instruments, including derivative financial instruments, and investment property at fair value according to the method laid down

določeno s slovenskimi računovodskimi standardi ali mednarodnimi standardi računovodskega poročanja.

5. zneski, pripoznani v bilanci stanja in izkazu poslovnega izida, se obračunavajo na podlagi nastanka poslovnih dogodkov;
6. sestavine sredstev in obveznosti do virov sredstev je treba vrednotiti posamično;
7. začetna bilanca stanja poslovnega leta se mora ujemati s končno bilanco stanja prejšnjega poslovnega leta;
8. postavke v računovodskih izkazih so obračunane in prikazane ob upoštevanju vsebine poslovnih dogodkov in ne samo glede na njihovo pravno obliko;
9. zahtev glede prikaza in razkritja ni treba izpolnjevati, kadar je učinek njihove izpolnitve nebistven.

(2) V primeru merjenja opredmetenih osnovnih sredstev po revaloriziranih zneskih se znesek razlike med meritvami na podlagi izvirne vrednosti in merjenjem na podlagi revalorizacije izkaže kot revalorizacijska rezerva v bilanci stanja. Revalorizacijska rezerva se lahko kadarkoli v celoti ali delno preoblikuje v kapitalske rezerve ali v osnovni kapital po določbah tega zakona.

Revalorizacijska rezerva se odpravi v preneseni poslovni izid, ko je pripoznanje revaloriziranega opredmetenega sredstva odpravljeno. Noben del revalorizacijske rezerve se ne sme razdeliti niti neposredno niti posredno, razen če pomeni dejansko ustvarjen dobiček; to je razlika med doseženimi prihodki od odtujitve sredstva in čisto knjigovodsko vrednostjo sredstva.

(3) Poštena vrednost je dokazana, če jo je mogoče zanesljivo izmeriti. Kadar gre za finančne instrumente, se poštena vrednost določi na eni od naslednjih podlag:

- tržne vrednosti, kadar gre za finančne instrumente, za katere je mogoče zlahka opredeliti zanesljiv trg; kadar tržne vrednosti ni mogoče zlahka opredeliti za instrument, vendar jo je mogoče opredeliti za njegove sestavne dele ali za podoben instrument, se lahko tržna vrednost izvede iz tržne vrednosti njegovih sestavnih delov ali podobnega instrumenta ter,
- kadar gre za finančne instrumente, za katere ni mogoče zlahka opredeliti zanesljivega trga, se vrednost določi iz splošno sprejetih

by the Slovenian Accounting Standards or the International Financial Reporting Standards.

5. the amounts recognised in the balance sheet and in the statement of profit and loss shall be calculated on the basis of accounting events;
6. assets and liabilities components shall be valued individually;
7. the opening balance sheet for the financial year shall match the closing balance sheet for the preceding financial year;
8. the items in the financial statements shall be calculated and indicated while acknowledging the contents of the accounting events and not only their legal form;
9. the requirements regarding presentation and disclosure do not have to be fulfilled where the effect of their fulfilment is insignificant.

(2) In the case of measuring tangible fixed assets in revalued amounts the amount of the difference between measurements on the basis of historical cost value and measurements on the basis of revaluation shall be shown as a revaluation reserve on the balance sheet. The revaluation reserve may at any time be wholly or partially converted into capital surplus or share capital in accordance with the provisions of this Act.

A revaluation reserve shall be transmitted to the statement of profit and loss brought forward when the recognition of the revalued tangible fixed asset is eliminated. None of the parts of the revaluation reserve shall be either indirectly or directly distributed, unless it represents profit which was actually created, meaning the difference between revenues gained from the disposal of assets and the net carrying amount of the asset.

(3) Fair value is proven if it can be reliably measured. Where financial instruments are concerned, the fair value is determined on one of the following bases:

- market value when financial instruments for which a reliable market can be readily defined are concerned. When the market value cannot be readily determined for the instrument, but it can be determined for its constitutive parts or for a similar instrument, the market value can be derived from the market value of its constitutive parts or from a similar instrument, or;
- when financial instruments for which a reliable market cannot be readily defined are concerned, the value is determined on the basis

valorizacijskih modelov in tehnik, pod pogojem, da te tehnike zagotavljajo sprejemljiv približek tržne vrednosti.

Finančni instrumenti, ki jih z metodami, opisanimi v prvi in drugi alineji tega odstavka, ni mogoče zanesljivo meriti, se merijo v skladu z načelom izvirne vrednosti, če je merjenje na takšni podlagi mogoče.

(4) Dobiček ali izguba iz spremembe poštene vrednosti se pripozna v poslovnem izidu razen dobičkov ali izgub:

- od za prodajo razpoložljivih finančnih sredstev,
- iz naslova spremembe vrednosti instrumentov za varovanje pred tveganjem po računovodskem sistemu varovanja pred tveganjem, ki dovoljuje, da se v izkazu poslovnega izida ne prikažejo nekatere spremembe ali nobena sprememba vrednosti,
- izvirajočih iz tečajnih razlik, povezanih z denarno postavko, ki je del neto naložbe družbe v tuj subjekt.

Te spremembe poštenih vrednosti se pripoznajo v rezervi nastali zaradi vrednotenja po pošteni vrednosti. Rezerva, nastala zaradi vrednotenja po pošteni vrednosti, se prilagaja zaradi sprememb poštene vrednosti in oslabitev ter se odpravi preko poslovnega izida v skladu s slovenskimi računovodskimi standardi oziroma mednarodnimi standardi računovodskega poročanja. Rezerva, nastala zaradi vrednotenja po pošteni vrednosti, se ne more uporabiti za kritje izgube oziroma povečanje osnovnega kapitala.

(5) Finančne naložbe v odvisne in pridružene družbe se v posamičnih računovodskih izkazih vrednotijo po izvirni vrednosti.

(6) Sredstva so v bilanci stanja razdeljena na dolgoročna in kratkoročna sredstva. Dolgoročna sredstva so sredstva, ki se praviloma preoblikujejo v obdobju, daljšem od leta dni. Stalna sredstva v nasprotju z dolgoročnimi sredstvi ne obsegajo dolgoročnih poslovnih terjatev. Gibljiva sredstva so vsa kratkoročna sredstva, povečana za dolgoročne poslovne terjatve.

of generally accepted valuation models and techniques on the condition that those techniques shall ensure an acceptable approximation of the market value.

Financial instruments that cannot be reliably measured by using the methods outlined in indents one and two of this paragraph, shall be measured in accordance with the historical cost value principle if measurement on such basis is possible.

(4) Profit or loss arising from a change in the fair value shall be recognised in the statement of profit and loss except for profit and loss arising from:

- available-for-sale financial assets,
- changes in the value of the hedging instrument in accordance with the accounting system for hedges which allows for the statement of profit and loss not to indicate certain changes or none of the changes in value,
- a change in value that relates to an exchange difference arising on a monetary item that forms part of a company's net investment in a foreign entity.

Changes in fair value are recognised in the fair value reserve. The change due to fair value option is adjusted to changes in fair value and impairments, and is eliminated throughout the statement of profit and loss in accordance with the Slovenian Accounting Standards or International Financial Reporting Standards. The fair value reserve shall not be used for loss coverage or for the increase of share capital.

(5) Financial investment in subsidiaries and associated companies shall be valued in historical cost value in separate financial statements.

(6) Assets are distributed to non-current and current assets on the balance sheet. Non-current assets are assets that are generally converted in a period longer than one year. Fixed assets, as opposed to non-current assets, do not comprise long-term operating receivables. Current assets are all current assets increased by long-term operating receivables.

(7) Dividende oziroma udeležbe v dobičku se pripoznajo v poslovnem izidu, ko družba pridobi pravico do plačila.

(8) Stalna sredstva z omejeno dobo koristnosti se zmanjšujejo za popravke vrednosti tako, da se vrednost sredstev sistematično odpisuje ves čas njihove uporabne dobe koristnosti. Oslabitev stalnih sredstev na bilančni presečni dan je potrebna, če se pričakuje, da bo znižanje njihove vrednosti trajno. Popravki vrednosti in oslabitev se pripoznajo kot odhodki v izkazu poslovnega izida. V izjemnih primerih, kadar koristnosti dobrega imena ni mogoče zanesljivo oceniti, se dobro ime sistematično odpiše v obdobju petih let.

(9) Gibljiva sredstva se izmerijo po nižji tržni vrednosti ali v posebnih okoliščinah po drugi nižji vrednosti na način, določen s slovenskimi računovodskimi standardi oziroma mednarodnimi standardi računovodskega poročanja.

(10) Ustanovitveni stroški se ne morejo usredstviti. Družba mora bilančni dobiček zmanjšati za znesek usredstvenih dolgoročno odloženih stroškov razvijanja na bilančni presečni dan.

(11) Rezervacije krijejo obveznosti ali stroške oziroma odhodke, katerih narava je jasno opredeljena in za katere je na bilančno presečni dan verjetno ali gotovo, da bodo nastali, ni pa gotov njihov znesek ali dan, ko bodo nastali. Na bilančno presečni dan predstavlja rezervacija najboljšo oceno odhodkov, za katere je verjetno, da bodo nastali, ali, v primeru obveznosti, zneska, ki se zahteva za njihovo poravnavo.

(12) Biološka sredstva, pospravljeni kmetijski pridelki ter vsa ostala sredstva in obveznosti, za katere niso navedena pravila pripoznavanja, merjenja in vrednotenja v prejšnjih odstavkih, se pripoznavajo, merijo, vrednotijo ter se odpravlja njihovo pripoznanje na način določen s slovenskimi računovodskimi standardi oziroma mednarodnimi standardi računovodskega poročanja.

6. oddelek

(7) Dividends or profit participation shall be recognised in the statement of profit and loss when the company acquires the right to payment.

(8) Fixed assets with a limited useful life are decreased by value adjustments so that the value of assets is systematically written-off for the whole time of their useful life. Impairment of fixed assets on the balance sheet cut-off date is necessary if their value decrease is expected to be permanent. Value adjustments and impairment shall be recognised as expenditure in the statement of profit and loss. In exceptional cases when the usefulness of good name cannot be reliably evaluated, good name is systematically written-off in the period of five years.

(9) Current assets shall be measured in accordance with lower market value or in specific circumstances in accordance with any other lower value in the manner laid down by the Slovenian Accounting Standards or International Financial Reporting Standards.

(10) Formation expenses cannot be capitalised. The company must reduce the distributable profit by the amount of capitalised long-term deferred development costs on the balance sheet cut-off date.

(11) Provisions shall cover liabilities or costs or expenses whose nature is clearly defined and for which on the balance sheet cut-off date it is probable or certain they will arise, but their value or the date of occurrence is not certain. A provision provides the best estimate of expenses on the balance sheet cut-off date, for which it is probable that they will arise, or in case of liabilities the amount required for their settlement.

(12) Biological assets, harvested agricultural crops and all other assets and liabilities for which there are no rules on recognition, measurement and valuation in the preceding paragraphs, shall be recognised, measured and valuated and their recognition is carried out in the manner, laid down by the Slovenian Accounting Standards or International Financial Reporting Standards.

Section 6

LETNO POROČILO IN PRAVILA VREDNOTENJA OB ZDRUŽITVI IN DELITVI

68. člen
(zaključno poročilo prevzetih ali prenosnih družb; vrednotenje po združitvi ali delitvi)

(1) Prevzeta ali prenosna družba mora pripraviti zaključno poročilo po stanju na dan obračuna združitve ali delitve. Za zaključno poročilo se primerno uporabljajo določbe 53. do 57., 60. do 67. in 69. člena tega zakona. Dan obračuna združitve ali delitve (bilančni presečni dan zaključnega poročila) je lahko največ devet mesecev pred vložitvijo predloga za vpis pripojitve ali delitve v register.

(2) Sredstva in obveznosti do virov sredstev, ki na podlagi združitve ali delitve preidejo na prevzemno družbo, se morajo ovrednotiti v skladu s slovenskimi računovodskimi standardi ali mednarodnimi standardi računovodskega poročanja.

7. oddelek

PRILOGA K IZKAZOM

69. člen
(vsebina priloge k izkazom)

(1) Pojasnila v prilogi k izkazom je treba prikazati v vrstnem redu, po katerem so postavke prikazane v bilanci stanja in izkazu poslovnega izida.

(2) Poleg podatkov in pojasnil, ki jih mora vsebovati priloga k izkazom po drugih členih tega poglavja in po slovenskih računovodskih standardih ali mednarodnih standardih računovodskega poročanja, mora vsaka družba v prilogi razkriti tudi:

ANNUAL REPORT AND VALUATION RULES IN CASES OF MERGERS AND DIVISIONS

Article 68
(Final report of transferor companies or transferring companies; valuation after merger or division)

(1) A transferor company or transferring company shall draw up a final report as at the date on which the merger or division was settled. The provisions of Articles 53 to 57, 60 to 67 and 69 of this Act shall apply *mutatis mutandis* to the preparation of the final report. The date the merger or division was settled (the final report cut-off date) may not exceed nine months prior to submission of the application for entry of the merger or division in the register.

(2) Assets and liabilities which are transferred to the transferee company by merger or division shall be valued in accordance with the Slovenian Accounting Standards or the International Financial Reporting Standards.

Section 7

NOTES TO FINANCIAL STATEMENTS

Article 69
(Content of notes to financial statements)

(1) The notes to financial statements shall be shown in the order in which the items are shown on the balance sheet and on the statement of profit and loss.

(2) In addition to the data and explanations which must be included in the notes to financial statements in accordance with the provisions of the other Articles of this chapter and in accordance with the Slovenian Accounting Standards and International Financial Reporting Standards, each company shall also disclose in the notes the following:

1. sprejete računovodske usmeritve;
2. kadar se opredmetena osnovna sredstva merijo po revaloriziranih zneskih, tabelo, ki kaže:
   - gibanja v revalorizacijski rezervi v poslovnem letu z razlago davčne obravnave tam navedenih postavk in
   - knjigovodsko vrednost v bilanci stanja, ki bi bila pripoznana, če opredmetena osnovna sredstva ne bi bila revalorizirana;
3. kadar se finančni instrumenti ali sredstva merijo po pošteni vrednosti:
   - pomembne predpostavke, na katerih temeljijo valorizacijski modeli in tehnike, kadar so bile poštene vrednosti določene v skladu z drugo alinejo tretjega odstavka 67. člena tega zakona;

   - za vsako kategorijo finančnih instrumentov ali sredstev pošteno vrednost, spremembe vrednosti, ki so neposredno vključene v izkaz poslovnega izida, in spremembe, ki so vključene v rezerve, nastale zaradi vrednotenja po pošteni vrednosti;
   - za vsak razred izvedenih finančnih instrumentov podatke o obsegu in vrsti instrumentov, vključno s pomembnimi pogoji, ki lahko vplivajo na znesek, časovni okvir in zanesljivost prihodnjih denarnih tokov;

   - tabelo, ki kaže gibanja v rezervah, nastalih zaradi vrednotenja po pošteni vrednosti med poslovnim letom;
4. skupni znesek pogojnih finančnih obveznosti, ki niso vključene v bilanci stanja, če so ti podatki pomembni za oceno finančnega položaja družbe. Pri tem morajo biti ločeno izkazane obveznosti iz izplačila pokojnin in obveznosti do družb v skupini;
5. višino vseh obveznosti, ki so zavarovane s stvarnim jamstvom (zastavno pravico in podobno), s podatki o obliki in načinu zagotovitve stvarnega jamstva, ločeno za vsako postavko obveznosti iz prvega, drugega, tretjega ali petega odstavka 65. člena tega zakona;
6. predujme in posojila, ki jih je družba ali njena odvisna družba odobrila članom poslovodstva, članom nadzornega sveta, drugim delavcem družbe in zaposlenim na podlagi pogodbe, za katero ne velja tarifni del kolektivne pogodbe, z navedbo obrestnih mer, glavnih pogojev in vseh zneskov, ki so bili odplačani odpisani ali odpuščeni, ter poroštva družbe za obveznosti teh oseb, z navedenimi podatki, ločeno za vsako od teh skupin oseb;

7. znesek in naravo posameznih postavk prihodkov ali odhodkov izjemnega obsega ali pomena;

1. the adopted accounting policies;
2. when tangible fixed assets are measured in revalued amounts, a table that shows:
   - changes in the revaluation reserve for the financial year with an explanation of the tax treatment of the items, and
   - carrying amount on the balance sheet that would be recognised if tangible fixed assets were not revalued;
3. when financial instruments or assets are measured at fair value:
   - the significant assumptions underlying the valuation models and the techniques when fair values were determined in accordance with indent two of paragraph three of Article 67 of this Act;

   - for each category of financial instruments or assets the fair value, changes in value directly included in the statement of profit and loss, and changes included in the reserves which were created due to the fair value valuation;
   - for each class of derivative financial instruments, information about the extent and type of instruments, including significant conditions that may affect the amount, timing and certainty of future cash flows;
   - a table showing changes in the fair value reserves created due to fair value valuation during the financial year;
4. a total amount of any contingent financial liability not included on the balance sheet if the data is important for evaluating the financial position of the company The liabilities for pension payments and amounts owed to group companies shall be shown separately;
5. the amount of total liabilities backed by security interest (liens and similar rights), with data on the form and method of providing a security, separately for each liabilities item specified in paragraphs one, two, three or five of Article 65 of this Act;
6. advances and loans that the company or its subsidiary approved to members of the management and members of the supervisory board, or other employees of the company and those employed on the basis of a contract for which the tariff part of a collective agreement does not apply, with indications of the interest rates, main conditions and any amounts repaid or written-off or waived, as well as surety of the company for the obligations of such persons, with separate data for each group of persons;
7. the amount and nature of any items of revenue or expenditure of exceptional size or incidence;

8. višino vseh obveznosti z rokom dospelosti daljšim od petih let, ločeno za vsako postavko obveznosti iz prvega, drugega, tretjega ali petega odstavka 65. člena tega zakona;
9. povprečno število zaposlenih in,
10. če ima družba lastne deleže ali je med poslovnim letom imela lastne deleže:
    - število, znesek in delež lastnih deležev v osnovnem kapitalu, ki jih je družba ali tretja oseba za račun družbe pridobila ali odtujila v poslovnem letu, datum njihove pridobitve, razlog za pridobitev ali odtujitev lastnih deležev in denarno vrednost nasprotne dajatve;

    - število, znesek in delež lastnih deležev v osnovnem kapitalu, ki jih je družba ali tretja oseba za račun družbe v poslovnem letu sprejela v zastavo;
    - skupno število, skupni znesek in skupni delež lastnih deležev v osnovnem kapitalu, katerih imetnik je družba ali tretja oseba za račun družbe in jih ima v zastavi družba ali tretja oseba za račun družbe na bilančni presečni dan letne bilance stanja.

(3) Srednje družbe morajo poleg podatkov iz prejšnjega odstavka in podatkov ter pojasnil, ki jih mora vsebovati priloga k izkazom po drugih členih tega poglavja in po slovenskih računovodskih standardih ali mednarodnih standardih računovodskega poročanja, v prilogi k izkazom razkriti še:

1. za posamezne kategorije stalnih sredstev:
    - nakupno ceno ali proizvodne stroške ali pri nadomestni podlagi za merjenje pošteno vrednost ali revaloriziran znesek na začetku in koncu poslovnega leta;
    - pridobitve, odtujitve in prenose med poslovnim letom;
    - skupen znesek popravkov vrednosti na začetku in koncu poslovnega leta;
    - popravke vrednosti, ki se obračunajo med poslovnim letom;
    - gibanja v seštetih popravkih vrednosti v zvezi s pridobitvami, odtujitvami in prenosi med poslovnim letom in
    - stroške izposojanja v zvezi s pridobitvijo stalnega sredstva, ki se vštevajo v njegovo nabavno vrednost;
2. kadar se finančni instrumenti merijo po izvirni vrednosti:
    - za vsak razred izvedenih finančnih instrumentov podatke o obsegu in vrsti instrumentov in pošteno vrednost instrumentov, če se taka vrednost lahko določi s katero izmed metod, predpisanih v prvi

8. the amount of all liabilities with a maturity longer than five years, separately for each liabilities item referred to in paragraphs one, two, three or five of Article 65 of this Act;
9. average number of employees, and
10. if the company holds or has held own shares during the year:

    - the number, amount and proportion of own shares in the share capital which the company or a third party acquired or disposed of on behalf of the company during the financial year, the date of their acquisition, the purpose of acquisition or disposal of own shares and the cash value of cross charges;
    - the number, amount and proportion of own shares in the share capital received in pledge by the company or a third party on behalf of the company during the financial year;
    - the total number, total amount and total proportion of own shares in the share capital held by the company or by a third party on behalf of the company or held in pledge by the company or by a third party on behalf of the company as at the balance sheet cut-off date.

(3) Medium-sized companies must, in addition to data referred to in the preceding Article, and the data and explanations included in the notes to the financial statements in accordance with other Articles of this Chapter and in accordance with Slovenian Accounting Standards or International Financial Reporting Standards, in the notes to the financial statements also disclose:

1. for any category of fixed assets:
    - the purchase price or production costs or with alternative measurement methods the fair amount or revalued amount at the beginning and at the end of the financial year;
    - acquisitions, disposals and transfers during the financial year;
    - the total amount of value adjustments at the beginning and end of the financial year;
    - value adjustments calculated during the financial year;
    - changes in added value adjustments relating to acquisitions, disposals and transfers during the financial year, and
    - borrowing costs related to obtaining a fixed asset that are included in its cost;
2. when financial instruments are measured at a historical cost value:
    - for each class of derivative financial instruments, information about the extent and the nature of the instruments, and their fair value, if such value can be determined by using any of the methods

alineji tretjega odstavka 67. člena tega zakona;
- za stalna finančna sredstva, izkazana v znesku, ki presega njihovo pošteno vrednost, knjigovodsko vrednost in pošteno vrednost posameznih sredstev ali ustrezne skupine teh posameznih sredstev ter razloge za nezmanjšanje knjigovodske vrednosti, vključno z naravo dokaza, ki je podlaga za domnevo, da bo knjigovodska vrednost zopet pridobljena;

3. znesek vseh prejemkov, ki so jih za opravljanje nalog v družbi v poslovnem letu prejeli člani poslovodstva, drugi delavci družbe, zaposleni na podlagi pogodbe, za katero ne velja tarifni del kolektivne pogodbe, in člani nadzornega sveta. Znesek mora biti prikazan ločeno za vsako od teh skupin oseb;
4. podatke za vsako družbo, v kapitalu katere je družba sama neposredno ali po osebi, ki deluje za račun družbe, udeležena z najmanj 20 %:
   - njeno firmo in sedež,
   - delež, s katerim je udeležena pri njenem kapitalu, in
   - višino njenega lastnega kapitala in njen poslovni izid v poslovnem letu.

   Teh podatkov ni treba razkriti, če so nepomembni za resničen in pošten prikaz po prvem odstavku 61. člena tega zakona. V zvezi z družbo, ki letnega poročila ne objavlja javno in v katere kapitalu je družba neposredno ali posredno udeležena z manj kot 50 %, ni treba izkazati podatkov o višini njenega lastnega kapitala in njenem poslovnem izidu. Družbi ni treba izkazati teh podatkov, če bi zaradi tega za to drugo družbo lahko nastala občutna škoda. V takem primeru mora biti v prilogi k izkazom opozorjeno, da je bilo opuščeno razkritje teh podatkov iz navedenih razlogov;
5. če ima družba odobreni kapital ali je pogojno povečala osnovni kapital: višino odobrenega kapitala in število ter najmanjši emisijski znesek delnic, ki so bile v poslovnem letu izdane za odobreni kapital ali na podlagi pogojnega povečanja osnovnega kapitala;
6. če je družba izdala več razredov delnic: število delnic vsakega razreda in njihov najmanjši emisijski znesek;
7. če je družba izdala dividendne obveznice, zamenljive obveznice, obveznice s prednostno pravico do nakupa delnic ali druge vrednostne papirje, ki dajejo imetniku pravico do udeležbe v dobičku

prescribed in indent one of paragraph three of Article 67 of this Act;
- for fixed financial assets carried at an amount in excess of their value, the carrying amount or fair value of individual assets or a corresponding group of the individual assets and the reasons for non-reduced carrying amount, including the nature of the evidence constituting sufficient grounds for the presumption that the carrying amount will be acquired again;

3. the amount of all payments that members of the management, other employees of the company and those employed on the basis of a contract for which the tariff part of a collective agreement does not apply, and members of the supervisory board, have acquired for performing tasks in the company in the financial year;
4. data on any company in the capital of which the company itself is participating directly or through a person acting on behalf of the company, with at least a 20 percent interest:
   - the company name and registered office,
   - the proportion in which it participates in the company's capital, and
   - the amount of the company's own capital and the profit or loss in the financial year.

   The data do not have to be disclosed if they are irrelevant for the true and fair view in accordance with paragraph one of Article 61 of this Act. Regarding a company that does not publish the annual report and in whose capital the company directly or indirectly participates with less than 50 percent interest, the information on the amount of the company's own capital and the profit or loss do not have to be indicated. The company does not have to indicate the data if the disclosure could cause considerable damage to the other company. In that case, the notes to the financial statements shall explicitly indicate that the disclosure of such data was omitted due to the aforementioned reasons;
5. if the company has authorised share capital or has conditionally increased the share capital: the amount of authorised share capital and the number and minimum issue price of the shares that were issued for authorised share capital in the financial year or on the basis of the conditional increase of share capital;
6. if the company has issued several classes of shares: the number of shares of each class and their minimum issue price;
7. if the company issued dividend bonds, convertible bonds or bonds conferring pre-emption rights to buying shares or other securities, which confer to the owner the right to participate in the profit of the

družbe ali pravico do nakupa ali zamenjave za delnice družbe, za vsako od teh vrst vrednostnih papirjev: njihovo število in pravice, ki iz njih izhajajo;

8. če je družba družbenik v drugi družbi in neomejeno osebno odgovarja za obveznosti te družbe: podatke o firmi, sedežu in pravnoorganizacijski obliki te druge družbe. Teh podatkov ni treba razkriti, če so nepomembni za resničen in pošten prikaz po prvem odstavku 61. člena tega zakona;

9. firmo in sedež obvladujoče družbe, ki sestavlja konsolidirano letno poročilo za najširši krog družb v skupini in v razmerju do katere je družba odvisna družba, ter navedbo kraja, kjer je mogoče dobiti to konsolidirano letno poročilo;

10. firmo in sedež obvladujoče družbe, ki sestavlja konsolidirano letno poročilo za najožji krog družb v skupini in v razmerju do katere je družba odvisna družba, ter navedbo kraja, kjer je mogoče dobiti to konsolidirano letno poročilo;

11. predlagano razporeditev dobička ali obravnavanje izgube ter razporeditev dobička ali obravnavanje izgube;
12. vrsto in poslovni namen operacij družbe, ki niso izkazane v bilanci stanja, in njihov vpliv na družbo, če so tveganja ali koristi, ki iz njih izhajajo, pomembni in če je razkritje teh tveganj ali koristi nujno za oceno finančnega stanja družbe;

13. naravo in finančni učinek bistvenih poslovnih dogodkov, ki so se zgodili po koncu poslovnega leta in niso zajeti v računovodskih izkazih;
14. transakcije, ki jih je družba začela s povezanimi strankami, vključno z zneski takih transakcij, naravo razmerja s povezanimi strankami in druge podatke o transakciji, potrebne za razumevanje finančnega stanja družbe, če so te transakcije pomembne. Prav tako se razkrijejo vse transakcije, ki niso bile opravljene pod običajnimi tržnimi pogoji. Podatke o posameznih transakcijah lahko družba prikaže v zbirni obliki glede na njihovo vrsto, razen kadar so za razumevanje učinka transakcij s povezanimi strankami potrebni ločeni podatki. Povezana stranka je tista oseba, ki je kot taka opredeljena v mednarodnih standardih računovodskega poročanja. Iz transakcij se lahko izvzamejo transakcije med obvladujočo in odvisno družbo, če je

company or the right to buy or convert to company shares, for each type of these securities: their number and the rights which derive from them;

8. if the company is a company member in another company and has full personal liability for the obligations of the company: information on the company name, registered office and legal form of the company. These data do not have to be disclosed if they are irrelevant for a true and fair view in accordance with paragraph one of Article 61 of this Act;
9. the company name and registered office of the parent company which produces the consolidated annual report for the widest circle of companies in the group of companies and in relation to which the company is a subsidiary, and the location where the consolidated annual report can be obtained;
10. the company name and registered office of the parent company which produces the consolidated annual report for the narrowest circle of companies in the group of companies and in relation to which the company is a subsidiary, and the location where the consolidated annual report can be obtained;
11. the suggested allocation of profits or handling of loss and the allocation of profits or handling of loss
12. the type and business purpose of the arrangements of the company not indicated on the balance sheet, and their effect on the company, if the risks or benefits resulting therefrom are significant and the disclosure of such risks or benefits is essential for the evaluation of the financial position of the company;
13. the nature and the financial effect of significant accounting events that took place at the end of the financial year and are not included in the financial statements;
14. the transactions that the company started with related parties, including the amounts of such transactions, the nature of the relations with the related parties and other information on transactions needed in order to understand the financial position of the company, if these transactions are important. Additionally, all the transactions not carried out under regular market conditions shall be disclosed. The information on individual transactions may be indicated in an aggregated form in relation to their type, unless when separate data on transactions is needed in order to understand the effect of the transactions with related parties. A related party is a person identified as such in the International Financial Reporting

obvladujoča družba imetnica vseh deležev odvisne družbe, razen če se z vrednostnimi papirji katere od družb trguje na organiziranem trgu;

15. razčlenitev in pojasnilo zneskov rezervacij, izkazanih pod postavko druge rezervacije, če je obseg teh rezervacij pomembnejši;
16. če je bila uporabljena členitev izkaza poslovnega izida po tretjem odstavku 66. člena tega zakona: znesek stroškov dela v poslovnem letu iz 6. točke drugega odstavka 66. člena tega zakona;
17. razčlenitev kapitalskih rezerv v skladu s prvim odstavkom 64. člena tega zakona;
18. povprečno število zaposlenih med poslovnim letom, razdeljeno po kategorijah, in če niso prikazani ločeno v izkazu poslovnega izida, tudi stroške zaposlenih, ki se nanašajo na poslovno leto, razdeljene na plače, stroške za socialno varnost in stroške pokojninskega zavarovanja;
19. če ima družba odložene terjatve za davek, salde za odloženi davek ob koncu poslovnega leta in njihovo gibanje med poslovnim letom.

(4) Velike družbe morajo poleg podatkov iz drugega in tretjega odstavka tega člena ter podatkov in pojasnil, ki jih mora vsebovati priloga k izkazom po drugih členih tega poglavja in po slovenskih računovodskih standardih ali mednarodnih standardih računovodskega poročanja, v prilogi k izkazom razkriti še:

1. razčlenitev čistih prihodkov od prodaje po posameznih področjih poslovanja družbe ali posameznih geografskih trgih, če se glede organizacije prodaje proizvodov, ki so značilni za redno poslovanje, ali opravljanja storitev, ki so značilne za redno poslovanje družbe, posamezna področja poslovanja družbe ali posamezni geografski trgi, na katerih posluje družba, med seboj pomembno razlikujejo. Teh podatkov ni treba razkriti, če bi zaradi tega družbi lahko nastala pomembnejša škoda, mora pa biti v prilogi k izkazom pojasnjeno, da je bilo zaradi navedenih razlogov opuščeno razkritje podatkov iz prvega stavka te točke, in
2. znesek porabljen za revizorja za revidiranje letnega poročila in ločeno znesek izplačan temu revizorju za:
   - druge storitve dajanja zagotovil,

Standards. Transactions between the parent company and its subsidiary may be exempt from the transactions if the parent company holds all the interests of the subsidiary, unless the securities of any of the companies are traded on a regulated market.

15. the breakdown and explanation of provisions indicated under item other provisions, if the scale of the provisions is more important;
16. if the breakdown and explanation of the statement of profit and loss was used in accordance with paragraph three of Article 66 of this Act: the amount of labour costs in the financial year in accordance with point 6 of paragraph two of Article 66 of this Act;
17. the breakdown of capital surplus in accordance with paragraph one of Article 64 of this Act,
18. the average number of employees during the financial year divided into categories, and if they are not indicated separately in the statement of profit and loss, also the costs of employees relating to the financial year, divided into wages, social security costs and pension insurance costs;
19. if the company has deferred tax assets, the deferred tax balances at the end of the financial year, and the movement therein during the financial year.

(4) In addition to the data referred to in paragraphs two and three of this Article, and the data and explanations from the notes to the financial statements in accordance with other Articles of this Chapter and in accordance with the Slovenian Accounting Standards and International Financial Reporting Standards, large companies shall also disclose in their notes to their financial statement:

1. a breakdown of net turnover by individual areas of operation of the company and individual geographic markets, if the organisation of sale of typical products of the regular operation, or the performance of typical services of the regular operation of the company, or individual areas of operation or individual geographic markets on which the company is operating, are significantly different. The data does not have to be disclosed if the company could suffer significant damage, while the notes to the financial statement must, however, explain the reasons behind the omission of disclosure of data referred to in the first sentence of this point, and
2. the amount which was used in order to pay the auditor for auditing the annual report and separately the amount paid to the auditor for:
   - other assurance services,

- storitve davčnega svetovanja in
- za druge nerevizijske storitve.

8. oddelek

POSLOVNO POROČILO

70. člen
(poslovno poročilo)

(1) Poslovno poročilo mora vsebovati vsaj pošten prikaz razvoja in izidov poslovanja družbe ter njenega finančnega položaja, vključno z opisom bistvenih tveganj in negotovosti, ki jim je družba izpostavljena.

(2) Pošten prikaz mora biti uravnotežena in celovita analiza razvoja in izidov poslovanja družbe ter njenega finančnega položaja, ki ustreza obsegu in vsestranskosti njenega poslovanja. Analiza mora v obsegu, ki je potreben za razumevanje razvoja in izidov poslovanja družbe ter njenega finančnega položaja, vsebovati ključne računovodske, finančne, in če je to potrebno, druge kazalce, kazalnike in druge pokazatelje, ki vključujejo tudi informacije, povezane z varstvom okolja in delavci. Analiza vključuje ustrezno sklicevanje na zneske v računovodskih izkazih in potrebna dodatna pojasnila.

(3) V poslovnem poročilu morajo biti prikazani tudi:
- vsi pomembnejši poslovni dogodki, ki so nastopili po koncu poslovnega leta;
- pričakovani razvoj družbe;
- aktivnosti družbe na področju raziskav in razvoja,
- obstoj podružnic družbe.

(4) Če je to pomembno za presojo premoženja in obveznosti družbe, njenega finančnega položaja ter poslovnega izida, morajo biti v poslovnem poročilu prikazani tudi cilji in ukrepi upravljanja finančnih tveganj družbe, vključno z ukrepi za zavarovanje vseh najpomembnejših vrst načrtovanih transakcij, za katere se posli zavarovanja računovodsko

- tax consultancy services, and
- other non-audit services.

Section 8

BUSINESS REPORT

Article 70
(Business report)

(1) The business report shall comprise at least a fair view of the development and the profit or loss of the company's operations and its financial position, including a description of the essential risks and uncertainties to which the company is exposed.

(2) A fair view shall be a balanced and comprehensive analysis of the development and the profit or loss of the company and its financial position corresponding to the extent and versatility of its operation. To the extent necessary in order to understand the development and the profit or loss of the company and its financial position, the analysis shall contain the key accounting, financial and, when necessary, other markers, indicators, and other factors, which also include information concerning environmental protection and employees. The analysis shall include appropriate reference to the sums provided in the financial statements and the necessary additional clarifications.

(3) The business report shall also include the following:
- all major accounting events after the end of the financial year;
- the anticipated development of the company;
- the company's research and development activities;
- the company's branches.

(4) Where important for the assessment of the assets and liabilities of the company, its financial position and profit or loss, the business report shall also include the objectives and measures for managing financial risks, including hedging measures for all major types of planned transactions, for which the hedging transactions shall be

posebej prikazujejo, ter izpostavljenost družbe cenovnim, kreditnim, likvidnostnim tveganjem in tveganjem v zvezi z denarnim tokom.

(5) Družbe, ki so zavezane k reviziji, vključijo v svoje poslovno poročilo izjavo o upravljanju družbe. Izjava se vključi kot poseben oddelek poslovnega poročila in vsebuje vsaj naslednje:

1. sklicevanje na:
   - kodeks o upravljanju, ki velja za družbo, z navedbo podatka o javni dostopnosti besedila kodeksa,
   - kodeks o upravljanju, ki ga je družba prostovoljno sklenila uporabljati, z navedbo podatka o javni dostopnosti besedila kodeksa in
   - vse ustrezne podatke o upravljanju, ki presega zahteve tega zakona, z navedbo, kje je njena praksa upravljanja javno dostopna;

2. podatke o obsegu odstopanja od kodeksov o upravljanju po prvi in drugi alineji prejšnje točke. Pri tem je treba razložiti, katerih delov kodeksa o upravljanju družba ne upošteva in o razlogih za to. Če družba ne uporablja nobene določbe kodeksov o upravljanju, je treba pojasniti razloge za neuporabo;

3. opis glavnih značilnosti sistemov notranjih kontrol in upravljanja tveganj v družbi v povezavi s postopkom računovodskega poročanja;

4. podatke iz 3., 4., 6., 8. in 9. točke šestega odstavka tega člena;

5. podatke o delovanju skupščine družbe in njenih ključnih pristojnostih ter opis pravic delničarjev in načinu njihovega uveljavljanja;

6. podatke o sestavi in delovanju organov vodenja ali nadzora ter njihovih komisij;
7. opis politike raznolikosti, ki se izvaja v zvezi z zastopanostjo v organih vodenja in nadzora družbe z vidika spola in drugih vidikov, kot so na primer starost ali izobrazba in poklicne izkušnje, in navedba ciljev, načina izvajanja ter doseženih rezultatov politike raznolikosti v obdobju poročanja. Če se politika raznolikosti v družbi ne izvaja, se v izjavi o upravljanju to obrazloži.

shown separately in the accounts, and the company's exposure to price, credit, liquidity and cash-flow risks.

(5) Companies for which auditing is obligatory shall include the corporate governance statement in their business reports. The statement shall be included as a special section of the business report and shall include at least the following:

1. Reference to:
   - the corporate governance code applicable to the company, with an indication on the code's accessibility to the public;
   - the corporate governance code which the company decided to use voluntarily, with an indication on the code's accessibility to the public; and
   - all appropriate governance data that exceed the requirements of this Act by indicating where their governance practices can be publicly accessed;
2. Information on the scope of the deviations from the corporate governance codes under the first and second indent of the preceding point. The companies shall also be required to clarify which parts of the codes are not being used and state the underlying reasons as to why. If the companies employ no governance code provisions, they shall explain the reasons as to why no governance code provisions are being used;
3. A description of the principal characteristics of internal control and risk management systems in the company in connection with the financial reporting procedure;
4. Data specified in points 3, 4, 6, 8 and 9 of paragraph six of this Article;
5. Data on the activities of the company's general meeting and its key powers and a description of the rights of shareholders and the manner in which they may exercise such rights;
6. Data on the structure and operation of the management or supervisory bodies and their committees;
7. A description of the diversity policy which is being carried out with respect to representation in the management and supervisory bodies in terms of gender and in other respects, such as age or education and professional experience, and the indication of goals, the way in which the policy is being carried out and the results of the diversity policy in the reporting period. If no diversity policy is being carried out, the company shall explain the reasons as to why no diversity

Izjavo o upravljanju lahko družba objavi kot ločeno poročilo, skupaj z letnim poročilom. V tem primeru mora biti v poslovnem poročilu navedeno, kje v elektronskem mediju družbe je dostopno besedilo izjave o upravljanju. Če se pripravi ločeno poročilo, lahko izjava o upravljanju vsebuje sklicevanje na poslovno poročilo, v katerem so na voljo zahtevani podatki iz 4. točke tega odstavka. Majhnim in srednjim družbam v izjavo o upravljanju ni potrebno vključiti podatkov iz 7. točke tega odstavka.

(6) Poslovno poročilo družb, ki so zavezane k uporabi zakona, ki ureja prevzeme, mora vsebovati tudi podatke po stanju na zadnji dan poslovnega leta in vsa potrebna pojasnila o:

1. strukturi osnovnega kapitala družbe, vključno z vsemi vrednostnimi papirji, kot jih določa zakon, ki ureja prevzeme, (v nadaljnjem besedilu tega odstavka: vrednostni papirji) družbe, ki niso uvrščeni na organiziran trg vrednostnih papirjev, zlasti z navedbo:

   - pravic in obveznosti, ki jih zagotavljajo delnice ali delnice posameznega razreda, in
   - če obstaja več razredov delnic, delež osnovnega kapitala, ki ga predstavlja posamezen razred;
2. vseh omejitvah prenosa delnic, zlasti:
   - omejitvah imetništva vrednostnih papirjev, in
   - potrebah po pridobitvi dovoljenja družbe ali drugih imetnikov vrednostnih papirjev za prenos delnic;
3. pomembnem neposrednem in posrednem imetništvu vrednostnih papirjev družbe, v smislu doseganja kvalificiranega deleža, kot ga določa zakon, ki ureja prevzeme, in sicer:
   - ime in priimek ali firmo imetnika,
   - število vrednostnih papirjev in delež, ki ga predstavljajo v osnovnem kapitalu družbe, in
   - naravo imetništva.

   Oseba je posredni imetnik vrednostnih papirjev, če jih ima druga oseba za njen račun, ali če lahko zagotovi, da se pravice iz njih izvršujejo v skladu z njeno voljo;

4. vsakem imetniku vrednostnih papirjev, ki zagotavljajo posebne kontrolne pravice:

policy is being carried out in the corporate governance statement.

A company may publish its corporate governance statement as a separate report together with its annual report. In this case, the business report shall state where the text of the corporate governance statement can be accessed in the company's electronic media. If a separate report is drafted, the corporate governance statement may include references to the business report which includes the required information from point 4 of this paragraph. Small and medium-sized companies do not have to include the information referred to in point seven of this paragraph in the corporate governance statement

(6) The business report of companies which are obliged to apply the Act governing mergers and acquisitions shall also include data as at the last day of the financial year and all necessary explanations on the following:

1. the structure of the company's share capital, including all of the securities of the company, as provided by the Act governing mergers and acquisitions (hereinafter in this paragraph: securities), which have not been admitted to the regulated market, particularly by indicating:
   - the rights and obligations arising from shares or shares of individual classes; and
   - if there are several classes of shares, the proportion of the share capital represented by each individual class of shares;
2. all restrictions relating to the transfer of shares, particularly:
   - restrictions on security ownership; and
   - the need to obtain authorisation from the company or other holders of securities for the transfer of shares;
3. Significant direct and indirect ownership of the company's securities in terms of achieving a qualifying holding, as laid down by the Act governing mergers and acquisitions, particularly:
   - the name and surname or the company name of the holder;
   - the number of securities and the proportion they account for in the company's share capital; and
   - the nature of ownership.

   A person shall be considered an indirect holder of securities if securities are held on their behalf by another person or if the person can provide assurance that the rights arising from the securities are exercised in accordance with their own free will;
4. each holder of securities from which special controlling rights arise:

- ime in priimek ali firmo imetnika, in
- naravo pravic;

5. delniški shemi za delavce, če jo družba ima, delnic, na katere se le-ta nanaša, in o načinu izvajanja kontrole nad njo, če kontrolnih pravic ne izvajajo delavci neposredno;

6. vseh omejitvah glasovalnih pravic, zlasti:
   - omejitvah glasovalnih pravic na določen delež ali določeno število glasov,
   - rokih za izvajanje glasovalnih pravic, in
   - dogovorih, pri katerih so s sodelovanjem družbe finančne pravice, ki izhajajo iz vrednostnih papirjev, ločene od lastništva vrednostnih papirjev;
7. vseh družbi znanih dogovorih med delničarji, ki lahko povzročijo omejitev prenosa vrednostnih papirjev ali glasovalnih pravic;

8. pravilih družbe o:
   - imenovanju ter zamenjavi članov organov vodenja ali nadzora, in

   - spremembah statuta;
9. pooblastilih članov poslovodstva, zlasti pooblastilih za izdajo ali nakup lastnih delnic;
10. vseh pomembnih dogovorih, katerih stranka je družba, ki pričnejo učinkovati, se spremenijo ali prenehajo na podlagi spremembe kontrole v družbi, ki je posledica ponudbe, kot jo določa zakon, ki ureja prevzeme, in učinke takšnih dogovorov. To ni potrebno, če bi razkritje dogovora družbi lahko pomembno škodovalo, razen če je družba zavezana k razkritju dogovorov na podlagi drugih predpisov;

11. vseh dogovorih med družbo in člani njenega organa vodenja ali nadzora ali delavci, ki predvidevajo nadomestilo, če ti zaradi ponudbe, kot jo določa zakon, ki ureja prevzeme:

    - odstopijo,
    - so odpuščeni brez utemeljenega razloga, ali
    - njihovo delovno razmerje preneha.

70.a člen
(poseben režim za mikro družbe)

- the name and surname or company name of the holder; and
- the nature of rights;

5. The employee share scheme, if used by the company, for shares to which the scheme relates and about the method of exercising control over this scheme, if the controlling rights are not exercised directly by employees;
6. all restrictions on voting rights, particularly:
   - restrictions on voting rights relating to a certain proportion or a certain number of votes;
   - deadlines for exercising the voting rights; and
   - agreements whereby through the cooperation of the company, the financial rights arising from the securities are separated from the ownership of the securities;
7. All agreements among shareholders which are known to the company and could result in restrictions relating to the transfer of securities or voting rights;
8. The company's rules on:
   - the appointment or replacement of members of the management or supervisory bodies; and
   - amendments to articles of association;
9. authorisations given to management, particularly authorisations to issue or purchase own shares;
10. all major agreements to which the company is a party and which take effect, are changed or cancelled following a change in control over the company resulting from a bid, as laid down by the Act governing mergers and acquisitions, and the effects of such agreements. This shall not be necessary if the disclosure of such agreement could cause significant damage to the company, unless the company is obliged to disclose such agreements pursuant to other regulations;
11. All agreements between the company and its management or supervision bodies or its employees which envisage compensation if, due to a bid as laid down by the Act governing mergers and acquisitions, these persons:
    - resign;
    - are dismissed without a well-founded reason; or
    - their employment is terminated.

Article 70a
(Special regime for micro companies)

(1) Mikro družbe, ki so hkrati kapitalske družbe, niso dolžne izdelati prilog k izkazom, vendar morajo na koncu bilance stanja razkriti informacije iz 4., 5., 6. in 10. točke drugega odstavka 69. člena tega zakona.

(2) Če mikro družba uporabi izjemo iz prejšnjega odstavka tega člena, ne sme vrednotiti računovodskih postavk v skladu z načelom poštene vrednosti, ampak v skladu z načelom izvirne vrednosti, kot je določeno v 4. točki prvega odstavka 67. člena tega zakona. Šteje se, da računovodski izkazi izkazujejo resničen in pošten prikaz premoženja in obveznosti družbe, njenega finančnega položaja ter poslovnega izida.

(3) Izjema iz tega člena ne velja za:

- družbe, katerih izključni namen poslovanja so naložbe lastnih sredstev v različne vrednostne papirje, nepremičnine in druga sredstva z izključnim namenom razpršiti naložbena tveganja in svojim delničarjem zagotoviti koristi z rezultati upravljanja njihovih sredstev;

- družbe, povezane z družbami iz prejšnje alineje, če je edini namen teh družb pridobiti v celoti vplačane delnice družb iz prejšnje alineje, in
- družbe, katerih izključni namen je pridobiti deleže v drugih družbah in upravljati te deleže ter jih spremeniti v dobiček, ne da bi se neposredno ali posredno vključili v upravljanje teh družb in brez vpliva na njihove pravice, ki jih imajo kot družbeniki.

70.b člen
(poročilo o plačilih vladam)

(1) Ta člen velja za velike družbe, katerih dejavnost zajema raziskovanje, iskanje, odkrivanje, razvijanje in izkoriščanje zalog mineralov, nafte, zemeljskega plina ali drugih materialov v okviru gospodarskih dejavnosti, navedenih v oddelkih od 05 do 08 področja B Priloge I Uredbe o standardni klasifikaciji dejavnosti (Uradni list RS, št. 69/07 in 17/08; v nadaljnjem besedilu: Uredba o standardni klasifikaciji dejavnosti), in za družbe, ki opravljajo dejavnosti v sektorju izkoriščanja

(1) Micro companies which are companies limited by shares are not bound to produce notes to the financial statements, but must disclose the information referred to in points 4, 5, 6 and 10 of paragraph two of Article 69 of this Act at the end of the balance sheet.

(2) If the company uses the exemption referred to in the preceding paragraph, the accounting items shall not be valued in accordance with fair value principle, but in accordance with the historical cost value principle, as laid down in point 4 of paragraph one of Article 67 of this Act. It shall be deemed that the financial statements show a true and fair view of the assets and liabilities of the company, its financial position, and profit or loss.

(3) The exemption in accordance with this Article shall not apply to:
- companies whose sole purpose of operation is investments of own funds in different securities, immovable property and other assets with the sole purpose of spreading the investment risks, and for providing benefits to their shareholders as a result of the management of their funds;
- companies affiliated with the companies referred to in the preceding indent, if their sole purpose is to acquire fully paid-up shares of the companies referred to in the preceding indent, and
- companies whose sole purpose is to acquire interests in other companies, manage these interests and convert them into profit without direct or indirect inclusion in management of such companies, and without influence on the rights they have as company members.

Article 70b
(Report on payments to governments)

(1) This Article shall apply to large companies whose activities involve exploration, prospecting, discovery, development and exploitation of minerals, oil and natural gas deposits, or other materials within commercial activities referred to in Section B-divisions 05 to 08 of Annex I to the Decree on the Standard Classification of Activities (Official Gazette of the Republic of Slovenia [Uradni list RS],Nos 69/07 and 17/08; hereinafter: Decree on the Standard Classification of Activities), and for

pragozdov, navedenimi v skupini 02.2 oddelka 02 področja A Priloge I Uredbe o standardni klasifikaciji dejavnosti. Ta člen velja tudi za velike družbe, ki ne opravljajo dejavnosti iz prejšnjega stavka, opravlja pa jih katera izmed njihovih odvisnih družb.

(2) Družba iz prejšnjega odstavka mora pripraviti in objaviti v skladu z 58. členom tega zakona poročilo o vseh plačilih državnim, regionalnim ali lokalnim organom države članice ali tretjih držav v zvezi z opravljanjem dejavnosti iz prejšnjega odstavka. Plačila morajo biti razkrita za vsako državo posebej. Poročilo se lahko pripravi samo v obliki konsolidiranega poročila, če je obvladujoča družba iz države članice. V poročilu ni treba navajati plačil, ki v okviru poslovnega leta enkratno ali v več posameznih plačilih ne presegajo 100.000 eurov.

(3) V poročilu je potrebno v zvezi z opravljanjem dejavnosti iz prvega odstavka tega člena razkriti:
- skupni znesek vseh opravljenih plačil posameznim organom iz prejšnjega odstavka in
- skupni znesek plačil posameznim organom iz prejšnjega odstavka po posameznih postavkah: upravičenosti do proizvodnje; davki (brez davkov zaračunanih na potrošnjo); licenčnine; dividende; dodatki za sklenitev pogodbe, odkritje in proizvodnjo; nadomestila za licence ali koncesije ter plačila za izboljšanje infrastrukture.

(4) Če so plačila iz prejšnjega odstavka namenjena za posamezni projekt, je treba razkriti plačila za vsak tak projekt posebej. Če se plačilo izvede v naravi, se v poročilu navede vrednost, pri čemer se pojasni način določitve njegove vrednosti.

(5) Družbe iz prvega odstavka tega člena, ki so zavezane h konsolidaciji po 56. členu tega zakona, morajo pripraviti konsolidirano poročilo o plačilih vladam. Določbe o obliki, vsebini in objavi poročila o vseh plačilih državnim, regionalnim in lokalnim organom se smiselno uporabljajo za konsolidirano poročilo.

companies in the sector of old-growth forest exploitation referred to in group 02.2 Subsection 02 of Section A of Annex I to the Decree on the Standard Classification of Activities. This Article shall also apply to large companies not performing the activities referred to in the preceding sentence, where one of their subsidiaries is performing such activities.

(2) A company referred to in the preceding paragraph shall in accordance with Article 58 of this Act prepare and publish a report on all payments to state, regional or local authorities of a Member State or third countries relating to the performance of activities referred to in the preceding paragraph. The payments shall be disclosed for each state separately. The report may only be prepared as a consolidated report if the parent company is from a Member State. The report does not have to include payments which have been made in the financial year and do not exceed EUR 100,000 as a single payment or as several payments.

(3) With regard to the performing of activities referred to in paragraph one of this Article, the report shall disclose:
- the total amount of all payments made to individual authorities referred to in the preceding paragraph, and
- the total amount of payments made to individual authorities referred to in the preceding paragraph on an item-by-item basis: eligibility for production; taxes (excluding consumption taxes); royalties; dividends; bonuses for conclusion of the contract, disclosure and production; licence or concession fees, and payments for the improvement of infrastructure.

(4) If the payments referred to in the preceding paragraph are intended for an individual project, the payments shall be disclosed separately for each individual project. If the payment is made in kind, the report shall include its value, and explain the way the value was established.

(5) The companies referred to in paragraph one of this Article which are obliged to produce a consolidated report in accordance with Article 56 of this Act, shall prepare a consolidated report on the payments to Governments. The provisions on the form, content and publication of the report on all payments to state, regional and local authorities shall apply *mutatis mutandis* to the consolidated report.

70.c člen
(posebne določbe za subjekte javnega interesa)

(1) Subjekt javnega interesa, katerega povprečno število zaposlenih v poslovnem letu je na bilančni presečni dan večje od 500, vključi v svoje poslovno poročilo tudi izjavo o nefinančnem poslovanju, ki, kolikor je potrebno za razumevanje razvoja, uspešnosti in položaja družbe ter učinka njenih dejavnosti, vsebuje vsaj informacije o okoljskih, socialnih in kadrovskih zadevah, spoštovanju človekovih pravic ter v zadevah v zvezi z bojem proti korupciji in podkupovanju, vključno s:

- kratkim opisom poslovnega modela družbe;
- opisom politik družbe glede navedenih zadev, med drugim v zvezi z izvajanjem postopkov skrbnega pregleda;
- rezultati teh politik;
- glavnimi tveganji v zvezi z navedenimi zadevami, ki so povezana z dejavnostmi družbe, vključno z njenimi poslovnimi odnosi, proizvodi ali storitvami, kadar je to ustrezno in sorazmerno, ki bi lahko povzročili resne škodljive učinke na teh področjih, ter načini, kako družba upravlja ta tveganja in
- ključnimi nefinančnimi kazalniki uspešnosti, pomembnimi za posamezne dejavnosti.

Če družba katere od navedenih politik ne izvaja, to v izjavi o nefinančnem poslovanju jasno in utemeljeno obrazloži.

(2) Kadar je to mogoče, izjava o nefinančnem poslovanju vključuje ustrezno sklicevanje na zneske v računovodskih izkazih in potrebna dodatna pojasnila.

(3) Družba lahko razkrije informacije iz prvega odstavka tega člena na podlagi tega zakona, drugih nacionalnih okvirov, okvirov Evropske unije ali mednarodnih okvirov. V tem primeru navede, katere okvire je uporabila.

(4) Družbi ni treba izkazati informacij iz prvega odstavka tega člena v izjemnih primerih, na podlagi ustrezno utemeljenega mnenja članov organa vodenja ali nadzora družbe, če gre za razkritje informacij o predvidenih dogodkih ali zadevah, ki so predmet tekočih pogajanj, in bi

Article 70c
(Special provisions for public-interest entities)

(1) A public-interest entity whose average number of employees in the financial year is more than 500 on the balance sheet cut-off date shall include a statement on non-financial operation in its business report; the statement shall, as far as the understanding of development, successfulness and the position of the company is concerned, and the effect of its activities, include at least information on environmental, social and personnel issues, respect of human rights and issues regarding the fight against corruption and bribery, including:

- a short description of the business model of the company;
- a description of company policies regarding the above-mentioned issues, including the performance of due diligence procedures;
- the results of those policies;
- the main risks regarding the aforementioned issues in connection with the activities of the company, including its business relations, products or services where appropriate and proportionate, when these risks could cause serious damage in these areas, and the ways in which the company manages these risks, and
- key non-financial performance indicators which are important for specific activities.

If the company does not carry out any of these policies, it shall explain this in a clear and well-reasoned way in the statement on non-financial operation.

(2) Where possible, the statement on non-financial operation shall include adequate references to the amounts in the financial statements and any additional explanation needed.

(3) The company may disclose the information referred to in paragraph one of this Article in accordance with this Act, or in accordance with other national, European Union or international frameworks. In that case it shall state which frameworks were used.

(4) The company does not have to prove information referred to in paragraph one of this Article in exceptional cases, on the basis of a well-founded opinion of the members of the management or supervisory bodies, if the disclosure of information concerns future events or matters

njihovo razkritje resno škodovalo poslovnemu položaju družbe, pri tem pa opustitev razkritja ne sme vplivati na pošteno in uravnoteženo razumevanje razvoja, uspešnosti in položaja družbe ter učinka njenega delovanja.

(5) Ne glede na določbo prvega odstavka tega člena, lahko družba izjavo o nefinančnem poslovanju pripravi kot ločeno poročilo. V tem primeru se ločeno poročilo objavi skupaj s poslovnim poročilom, ali pa se ločeno poročilo objavi na spletni strani družbe, v razumnem roku, ki ne presega šestih mesecev po dnevu bilance stanja, poslovno poročilo pa se nanj sklicuje.

(6) Odvisni družbi, ki je vključena v konsolidirano poslovno poročilo obvladujoče družbe ali ločeno poročilo te obvladujoče ali druge družbe, ni treba izpolniti obveznosti iz prvega odstavka tega člena.

(7) Če družba izpolni zahteve iz prvega ali petega odstavka tega člena, se šteje, da je izpolnila tudi obveznost iz drugega odstavka 70. člena tega zakona glede analize nefinančnih informacij.

II. DEL

PODJETNIK

71. člen
(uporaba določb tega zakona za podjetnika)

Za podjetnika se smiselno uporabljajo določbe tega zakona o:

- dejavnosti (6. člen),
- firmi (12. do 23. člen),
- sedežu (29. in 30. člen),
- podružnici (31. člen),
- prokuri (33. do 37. člen) in

that are the subject of current negotiations, and their disclosure would seriously damage the business position of the company, but omission of disclosure shall not affect the fair and balanced understanding of the development, successfulness and position of the company, and the effects of its activities.

(5) Notwithstanding the provision of paragraph one of this Article, the statement on non-financial operation may be prepared as a separate report. In this case, the separate report shall be published together with the business report, or the separate report shall be published on the company's website, within a reasonable time limit not longer than six months after the balance sheet date, when the business report refers to it.

(6) A subsidiary included in the consolidated business report of the parent company or a separate report of the parent company or any other company, shall not be required to fulfil the obligation referred to in paragraph one of this Article.

(7) If a company fulfils the requirements referred to in paragraphs one or five of this Article, it shall be deemed to have fulfilled the obligation referred to in paragraph two of Article 70 of this Act regarding the analysis of non-financial information.

PART II

SOLE TRADER

Article 71
(Application of the provisions of this Act to sole traders)

The following provisions of this Act shall apply *mutatis mutandis* to sole traders:
- provisions on activities (Article 6),
- provisions on the company name (Articles 12 to 23),
- provisions on the registered office (Articles 29 and 30),
- provisions on branches (Article 31),
- provisions on procuration (Articles 33 to 37) and

- poslovni skrivnosti (39. in 40. člen).

72. člen
(posebne določbe o podjetniku)

(1) Firma podjetnika vsebuje ime in priimek podjetnika, skrajšano oznako, da gre za samostojnega podjetnika (s.p.), oznako dejavnosti in morebitne dodatne sestavine. Firma podružnice podjetnika mora vsebovati tudi njegovo ime, priimek in oznako, da gre za podružnico.

(2) Podjetnik lahko uporablja tudi skrajšano firmo, ki vsebuje vsaj njegovo ime, priimek in oznako s.p..

(3) Če podjetnik podjetje proda ali vloži v družbo, lahko kupec ali družba še naprej uporablja v firmi tudi ime in priimek podjetnika le, če s tem izrecno soglaša.

(4) Če podjetnik umre, lahko podjetnikov dedič, ki nadaljuje zapustnikovo podjetje, v firmi še naprej uporablja tudi ime in priimek zapustnika. Z nadaljevanjem zapustnikovega podjetja preidejo na podjetnikovega dediča podjetje podjetnika ter pravice in obveznosti podjetnika v zvezi s podjetjem. Podjetnikov dedič kot univerzalni pravni naslednik vstopi v vsa pravna razmerja v zvezi s prenesenim podjetjem podjetnika in se v skladu s 74. členom tega zakona vpiše kot podjetnik.

(5) Na sporočilih, ki jih podjetnik pošlje posameznemu naslovniku, morajo biti navedeni firma in sedež podjetnika ter njegova matična številka.

(6) Na sporočilih, ki se pošiljajo v okviru obstoječih poslovnih stikov, morata biti navedena le firma in sedež. Naročilnice se štejejo za sporočila iz prejšnjega odstavka.

(7) Prokura ne preneha s smrtjo ali izgubo poslovne sposobnosti podjetnika.

- provisions on trade secrets (Article s 39 and 40).

Article 72
(Special provisions on sole traders)

(1) The company name of a sole trader shall contain the name and surname of the sole trader, the abbreviation denoting a sole trader (s.p.), a designation of the activity and any additional components. The company name of the branch of the sole trader shall include their name, surname and the designation that it is a branch.

(2) A sole trader may also use an abbreviated company name containing at least their full name, surname and the designation "s.p".

(3) If a sole trader sells their company or invests in another company, the buyer or the company may continue to use the sole trader's full name and surname only with the sole trader's express permission.

(4) In the case of a sole trader's death, the heir who continues the deceased's business may continue to use the deceased's full name in the company name of their business. With the continuation of the deceased's business, the company of the sole trader, as well as the rights and obligations of the sole trader associated with the company, shall pass to the sole trader's heir. The heir of the sole trader shall enter into all legal relations in connection with the transferred company as a universal legal successor and shall be entered in the register as a sole trader in accordance with Article 74 of this Act.

(5) The company name and registered office of the sole trader and their company registration number shall be indicated in all communications sent by a sole trader to individual addressees.

(6) Only the company name and the registered office shall be indicated in the communications which are sent in the scope of the existing business contacts. Purchase orders shall be considered as communications under the preceding paragraph.

(7) The power of procuration shall not be terminated upon the death of the sole trader or the loss of their capacity to contract.

(8) Podjetnik lahko imenuje zastopnika za primer smrti, ki je od trenutka smrti podjetnika pooblaščen za opravljanje vseh pravnih dejanj, ki spadajo v redno poslovanje podjetnika. Dedič podjetnika lahko to pooblastilo vsak čas prekliče. Podelitev in prenehanje tega pooblastila se mora vpisati v Poslovni register Slovenije.

(9) Če podjetnik nima zastopnika za primer smrti ali prokurista, podjetniku zastopnika v primeru njegove smrti, trajne ali dolgotrajne nezmožnosti za delo ali v drugih nujnih primerih, na predlog imenuje sodišče v nepravdnem postopku. Predlog lahko vloži vsakdo, ki ima pravni interes. Funkcija sodno imenovanega zastopnika preneha najkasneje s potekom obdobja, za katerega je bil imenovan s strani sodišča, ali z imenovanjem novega zastopnika s strani dedičev. Sodno imenovani zastopnik ima pravico do plačila za delo in poravnave stroškov, ki jih določi sodišče.

72.a člen
(prenos podjetja na podjetnika prevzemnika)

(1) Podjetnik lahko za časa svojega življenja prenese podjetje na drugo fizično osebo (v nadaljnjem besedilu: podjetnik prevzemnik). S prenosom preidejo na podjetnika prevzemnika podjetje podjetnika ter pravice in obveznosti podjetnika v zvezi s podjetjem. Podjetnik prevzemnik kot univerzalni pravni naslednik vstopi v vsa pravna razmerja v zvezi s prenesenim podjetjem podjetnika.

(2) Podjetnik in podjetnik prevzemnik morata skleniti pogodbo o prenosu podjetja v obliki notarskega zapisa.

(3) V pogodbi o prenosu podjetja morajo biti navedeni:
- firma in sedež podjetnika,
- morebitno izrecno soglasje glede uporabe imena in priimka podjetnika v firmi podjetnika prevzemnika ter morebitno izrecno soglasje glede uporabe matične številke podjetnika,
- izjava o prenosu podjetja in

(8) A sole trader may appoint a representative for the event of their death, who shall be authorised to carry out all legal transactions within the scope of the sole trader's regular operations as of the moment of the sole trader's death. Such authorisation may be revoked at any time by the sole trader's heir. The granting and withdrawal of such authorisation shall be entered in the Business Register of Slovenia.

(9) If the sole trader does not have a representative for the event of their death or a procuration holder, based on a proposal the court shall appoint a representative for the event of the sole trader's death, their permanent or long-term incapacity to work or in other urgent cases in non-litigious proceedings. Anyone with a legal interest may submit a proposal. The position of court-appointed representative shall cease at the end of the period for which they were appointed, or on the appointment of a new representative by the heirs. The court-appointed representative shall be entitled to payment and reimbursement of expenses determined by the court.

Article 72a
(Transfer of company to transferee sole trader)

(1) A sole trader may during their lifetime transfer their company to another natural person (hereinafter: transferee sole trader). Upon the transfer the company of the transferor and all rights and obligations associated with the transferor company are transferred to the transferee sole trader. The transferee sole trader shall enter into all legal relations of the transferor company as a universal legal successor.

(2) The sole trader and the transferee sole trader must conclude a contract on the transfer of the company in the form of a notarial record.

(3) The contract on the transfer of the company shall include:
- the company name and registered office,
- the potential express permission of the sole trader for the use of their name and surname in the company name of the transferee sole trader's company and the potential express permission of the sole trader for the use of their registration number,
- the statement on the transfer of the company, and

- vrednost podjetja (premoženje ter pravice in obveznosti v zvezi s podjetjem) na dan obračuna prenosa podjetja z natančnim opisom podjetja, pri čemer se je mogoče sklicevati na listine, kot so letna bilanca stanja, vmesna bilanca stanja ali ustrezen računovodski izkaz, če je na podlagi njihove vsebine mogoče določiti vrednost podjetja, ki je predmet prenosa. Predložene listine na dan prijave za vpis prenosa podjetja v register ne smejo biti starejše od treh mesecev.

(4) Dan obračuna prenosa podjetja iz prejšnjega odstavka je bilančni presečni dan, po stanju na katerega podjetnik sestavi računovodske izkaze podjetja podjetnika. Za sestavo računovodskih izkazov po tem odstavku se smiselno uporabljajo določbe prvega odstavka 68. člena tega zakona.

(5) Podjetnik mora objaviti nameravani prenos. Za objavo se smiselno uporabljajo določbe drugega odstavka 75. člena tega zakona.

(6) Podjetnik prevzemnik mora vložiti prijavo za vpis prenosa podjetja pri AJPES. Predlogu za vpis prenosa podjetja je treba priložiti pogodbo o prenosu podjetja ter druge podatke iz drugega odstavka 74. člena tega zakona.

(7) AJPES hkrati vpiše podjetnika prevzemnika v Poslovni register Slovenije, če še ni vpisan in po uradni dolžnosti izbriše iz njega podjetnika. Z vpisom prenosa podjetja v Poslovni register Slovenije podjetnik preneha opravljati dejavnost, podjetje podjetnika pa v skladu s pogodbo o prenosu podjetja preide na podjetnika prevzemnika.

(8) Če podjetnik prevzemnik ne izpolni obveznosti, ki so nastale podjetniku v zvezi s podjetjem pred vpisom prenosa podjetja v Poslovni register Slovenije, odgovarja zanje podjetnik z vsem svojim premoženjem. Za zastaranje se smiselno uporabljajo določbe 133. in 134. člena tega zakona.

- the value of the company (assets and rights and obligations concerning the company) on the day the transfer was settled with a detailed description of the company, and possible references to the annual balance sheet, the interim balance sheet, or an adequate financial statement, if from those documents it is possible to determine the value of the company which is the subject of transfer. Such documents shall not be older than three months on the day that the application for entering the transfer of the company in the register was submitted.

(4) The date on which the transfer of the company referred to in paragraph two of this Article was settled, shall be the balance sheet cut-off date as at the date on which the sole trader shall also prepare the financial statements for their company. The provisions of paragraph one of Article 68 of this Act shall apply *mutatis mutandis* to the preparation of the financial statements under this paragraph.

(5) The sole trader must publish the intended transfer. For the publication the provisions of paragraph two of Article 75 of this Act shall apply *mutatis mutandis*.

(6) The transferee sole trader shall submit an application for entering the transfer of the company in the register to AJPES. The application shall enclose the contract on the transfer of the company and by other data referred to in paragraph two of Article 74 of this Act.

(7) AJPES shall simultaneously enter the transferee sole trader in the Business Register of the Republic of Slovenia if they have not yet been entered, and ex officio strike off the transferor sole trader. Upon entry of the transfer in the Business Register of the Republic of Slovenia the transferor sole trader ceases to carry out their activities, and the company of the sole trader is transferred to the transferee sole trader in accordance with the contract on the transfer of the company.

(8) If the transferee sole trader fails to fulfil an obligation that arose for the sole trader before the transfer of a company was entered in the Business Register of the Republic of Slovenia, the sole trader shall assume such obligations with all their assets. The provisions of Articles 133 and 134 of this Act shall apply *mutatis mutandis* to the limitation period.

72.b člen
(prenos dela podjetja na podjetnika prevzemnika)

Za prenos dela podjetja podjetnika se smiselno uporabljajo določbe 72.a člena tega zakona, razen določbe druge alineje tretjega odstavka, določb šestega odstavka glede izrecnega soglasja podjetnika, glede uporabe imena in priimka podjetnika in matične številke ter sedmega odstavka glede izbrisa podjetnika po uradni dolžnosti in glede prenehanja opravljanja dejavnosti.

73. člen
(vodenje poslovnih knjig)

(1) Način vodenja poslovnih knjig in sestavljanja računovodskih izkazov podjetnika ureja poseben slovenski računovodski standard.

(2) Ne glede na tretji odstavek 54. člena tega zakona, lahko podjetnik vodi poslovne knjige po sistemu enostavnega knjigovodstva v skladu s posebnim standardom iz prejšnjega odstavka, če ni v zadnjem poslovnem letu prekoračil dveh od teh meril:

- da povprečno število delavcev ne presega tri,
- da so letni prihodki nižji od 50.000 eurov,
- da povprečna vrednost aktive, izračunana kot polovica seštevka vrednosti aktive na prvi in zadnji dan poslovnega leta, ne presega 25.000 eurov. To velja tudi za podjetnika, ki začne opravljati dejavnost in v prvem poslovnem letu ne zaposluje povprečno več kot tri delavce.

(3) Sistem vodenja poslovnih knjig podjetnika se v skladu z merili iz prejšnjega odstavka določi na podlagi podatkov iz zadnjega letnega poročila.

(4) Ne glede na prejšnje odstavke podjetniku ni treba voditi poslovnih knjig in sestaviti letnega poročila, če v skladu z zakonom, ki ureja dohodnino, ugotavlja davčno osnovo za davek od dohodka iz dejavnosti z upoštevanjem normiranih odhodkov. To velja tudi za

Article 72b
(Transfer of a part of a company to the transferee sole trader)

To transfer a part of a company the provisions of Article 72.a shall apply *mutatis mutandis*, with the exception of the provision of indent two of paragraph three, the provisions of paragraph six on express permission for use of the sole trader's name and surname and the registration number, and paragraph seven on the striking off of the sole trader ex officio and the cessation of activities.

Article 73
(Keeping of books of account)

(1) The method of keeping books of account and compiling financial statements for a sole trader shall be regulated by a special Slovenian Accounting Standard.

(2) Notwithstanding paragraph three of Article 54 of this Act, a sole trader may keep books of account by using the single-entry book keeping system in accordance with the special standard referred to in the preceding paragraph, provided that they did not exceed two of the following criteria during the past financial year:

- the average number of employees is not greater than three,
- the amount of annual revenues is less than EUR 50,000,
- the average asset value calculated as one half of the sum of the asset value on the first and last day of the financial year does not exceed EUR 25,000. This shall also apply to a sole trader who commences activities and does not take on more than three employees, on average, during the first financial year.

(3) Pursuant to the criteria specified in the preceding paragraph, the system of keeping books of account by a sole trader shall be determined on the basis of data from the last annual report.

(4) Notwithstanding the preceding paragraphs, a sole trader need not keep books of account or draw up an annual report if in accordance with the Act governing personal income tax they determine the taxable amount for business tax by taking into account flat rate

podjetnika, ki začne opravljati dejavnost.

(5) Način, na katerega podjetnik iz prejšnjega odstavka vodi poslovanje, določa zakon, ki ureja davčni postopek.

74. člen
(vpis)

(1) Podjetnik lahko začne opravljati dejavnost, ko je pri AJPES vpisan v Poslovni register Slovenije.

(2) V prijavi za vpis v Poslovni register Slovenije mora podjetnik navesti:
- predlagan datum vpisa, ki je poznejši od dne vložitve prijave za vpis in ni daljši od enega meseca od dne vložitve prijave za vpis,
- firmo podjetnika in podatke o sedežu,
- podatke o skrajšani firmi, če jo ima,
- podatke o podjetniku: ime in priimek, EMŠO, prebivališče, davčno številko,
- podatke o zastopniku: ime in priimek, EMŠO, prebivališče, davčno številko,
- navedbo dejavnosti, ki jih bo podjetnik opravljal,
- podatke o drugih delih podjetnika kot enotah poslovnega registra v skladu z zakonom, ki ureja Poslovni register Slovenije, in
- podatek o poslovnem naslovu, ki vključuje te podatke: država, ulica in hišna številka, naselje, občina, poštna številka in kraj.
- soglasje prokurista ali zastopnika za primer smrti, če ga podjetnik ima,
- druge podatke in listine, ki jih določa zakon.

(3) Če podjetnik ni lastnik objekta na poslovnem naslovu ali na poslovnem naslovu podružnice, navedenem v prijavi, mora prijavi priložiti overjeno izjavo lastnika objekta, da podjetniku dovoljuje poslovanje na tem naslovu. Izjave ni treba overiti, če lastnik objekta poda izjavo na točki VEM

expenses. This shall also apply to sole traders who have only just commenced activities.

(5) The method in accordance with which the sole trader referred to in the preceding paragraph shall conduct business shall be laid down by the Act governing the tax procedure.

Article 74
(Registration)

(1) A sole trader may commence activities when they are entered in the Business Register of Slovenia.

(2) The sole trader's application for entry in the Business Register of Slovenia shall contain the following:
- the proposed date of entry, which cannot be earlier than the date on which the application for entry in the register was submitted, and not later than one month from the date on which the application for entry was submitted;
- the sole trader's company name and details of the registered office of the company;
- data on the abbreviated company name, if any;
- personal data of the sole trader: name and surname, personal identification number, place of residence, tax identification number;
- personal data of the sole trader's representative: name and surname, personal identification number, place of residence, tax identification number;
- an indication of the activity to carried out by the sole trader;
- information on the sole trader's other units as business register units pursuant to the Act governing the Business Register of Slovenia;
- the business address, including the following data: the country, street and street number, town, municipality, postal code and city,
- the consent of the procuration holder or the representative for the event of their death, if the sole trader has one,
- other data and documentation laid down by an Act.

(3) If the sole trader is not the owner of the facility at the business address or at the business address of a branch, as stated in the application, the application shall be accompanied by a certified statement of the owner of the facility that the sole trader is allowed to operate at this

ali če podjetnik pridobi dovoljenje za opravljanje dejavnosti od Republike Slovenije, samoupravne lokalne skupnosti ali pristojnega državnega ali občinskega sklada, pristojnega za stanovanjske zadeve, na podlagi zakona, ki ureja stanovanjske stavbe.

(4) AJPES ima za vodenje podatkov o podjetnikih v Poslovnem registru Slovenije brezplačen neposredni dostop in možnost prevzema podatkov iz Centralnega registra prebivalstva in drugih javnih registrov in evidenc.

(5) Način in postopek vpisa ter vodenja podatkov o podjetnikih v Poslovnem registru Slovenije predpiše minister, pristojen za gospodarstvo.

75. člen
(sprememba in prenehanje opravljanja dejavnosti)

(1) Podjetnik mora vsako spremembo podatkov iz drugega odstavka prejšnjega člena v 15 dneh po nastanku spremembe prijaviti AJPES. Prenehanje opravljanja dejavnosti mora podjetnik ali od njega za ta namen pooblaščena oseba prijaviti najmanj tri dni prej.

(2) Podjetnik mora vsaj 15 dni pred prenehanjem opravljanja dejavnosti na spletnih straneh AJPES objaviti, da bo prenehal opravljati dejavnost, in ob tem navesti tudi dan prenehanja opravljanja dejavnosti. Poleg objave na spletnih straneh AJPES lahko podjetnik tudi na druge načine obvesti o prenehanju dejavnosti (s pismi upnikom, v sredstvih javnega obveščanja, poslovnih prostorih).

(3) AJPES po uradni dolžnosti izbriše podjetnika iz Poslovnega registra Slovenije:
1. na podlagi obvestila registrskega organa, da se je podjetnik statusno preoblikoval v kapitalsko družbo,
2. če ji podjetnik v dveh zaporednih poslovnih letih ne predloži letnega poročila zaradi javne objave po prvem ali drugem odstavku 58. člena tega zakona ali podatkov iz letnega poročila za namene iz prvega odstavka 59. člena tega zakona,

address. The statement does not have to be certified if the statement of the owner of the facility was given at a VEM point or if the sole trader has acquired a licence to operate from the Republic of Slovenia, a self-governing local community or from the competent state or municipal fund responsible for housing, on the basis of the Act governing housing.

(4) For the purposes of administering data on sole traders in the Business Register of Slovenia, AJPES shall have gratuitous and direct access to data from the Central Population Register and other public registers and records as well as the possibility of acquiring these data.

(5) The method and procedure for entering and keeping information on sole traders in the Business Register of the Republic of Slovenia shall be prescribed by the minister responsible for the economy.

Article 75
(Changes and cessation of activities)

(1) A sole trader shall report any change of data referred to in paragraph two of the preceding Article to AJPES within 15 days of the occurrence of such change. A sole trader or a person authorised by the sole trader shall report the cessation of activities at least three days in advance.

(2) A sole trader shall publish their intention to cease activities on the AJPES website within 15 days before the cessation of the activities and at the same time, they shall indicate the date of cessation. In addition to publication on the AJPES website the sole trader may also announce the cessation of activities in other ways (with letters to creditors, in public media, in the business premises).

(3) AJPES shall, *ex officio*, strike off the sole trader from the Business Register of Slovenia:
1. following notification of the registration authority that the sole trader has converted their legal status into a company limited by shares,
2. if a sole trader fails to submit to the agency an annual report for two consecutive years for the purpose of publication under paragraphs one and two of Article 58 of this Act or their annual report data for the purposes from paragraph one of Article 59 of this Act,

3. če na podlagi lastnih podatkov, vključno z obvestilom lastnika objekta ali na podlagi obvestila državnega organa ali osebe z javnimi pooblastili ugotovi, da je pri podjetniku v Poslovni register Slovenije kot njegov poslovni naslov vpisan naslov:

   - na katerem ne sprejema uradnih poštnih pošiljk ali je na tem naslovu neznan,
   - na katerem je objekt, katerega lastnik je druga oseba, ki podjetniku ni dala dovoljenja za poslovanje na tem naslovu, ali
   - ki ne obstaja,
4. na podlagi obvestila pristojnega matičnega organa, da je podjetnik umrl, razen če ji dedič podjetnika v treh mesecih po pravnomočnosti sklepa o dedovanju predloži izjavo, da bo nadaljeval zapustnikovo podjetje v skladu s četrtim odstavkom 72. člena tega zakona,
5. na podlagi obvestila pristojnega sodišča o začetku postopka stečaja nad podjetnikom, v skladu z zakonom, ki ureja stečaj,
6. na podlagi obvestila pristojnega organa, da je s pravnomočnim aktom prepovedal podjetniku opravljati dejavnost, ki je vpisana v Poslovni register Slovenije, ker je ugotovil, da podjetnik ne izpolnjuje pogojev za opravljanje dejavnosti, podjetnik pa ne opravlja nobene druge dejavnosti,
7. na podlagi obvestila Finančne uprave Republike Slovenije, da je s pravnomočnim aktom ugotovila, da podjetnik ne opravlja dejavnosti, ki je vpisana v Poslovni register Slovenije, podjetnik pa ne opravlja nobene druge dejavnosti,
8. na podlagi obvestila pristojnega organa, da je podjetniku s pravnomočnim aktom izrekel ukrep izgona tujca iz države, ali da nima veljavnega enotnega dovoljenja,
9. **(črtana)**.

(4) Obvestilu iz 1. in 4. do 8. točke prejšnjega odstavka mora biti priložen akt, iz katerega izhaja obstoj izbrisnega razloga.

(5) Če AJPES ugotovi, da obstaja izbrisni razlog iz 2. ali 3. točke tretjega odstavka tega člena, izda sklep o obstoju izbrisnega

3. if on the basis of its own data, including the notification of the owner of the facility or on the basis of the notification of a state authority or a person vested with public authority, AJPES determines that the sole trader's business address which is entered in the Business Register of Slovenia is an address:
   - at which the sole trader receives no official post or they are unknown at this address,
   - which is the site of a facility owned by another person who has not granted the sole trader authorisation to operate at such address, or
   - that does not exist,
4. following notification regarding the death of a sole trader provided by a competent authority, unless within three months of the finality of the procedural decision on inheritance, the sole trader's heir submits to the competent authority a statement expressing their intention to carry on with the operations of the deceased's company pursuant to paragraph four of Article 72 of this Act;
5. following notification by a competent court of the commencement of bankruptcy proceedings against the sole trader in accordance with the provisions of the Act governing bankruptcy;
6. following notification by a competent authority that it has issued a final legal act banning the sole trader from performing the activity entered in the Business Register of Slovenia after having established that the sole trader failed to meet the conditions for the performance of activities and the sole trader performs no other activity;
7. following notification by a competent authority that it has issued a final legal act establishing that the sole trader does not perform the activity entered in the Business Register of Slovenia, and that the sole trader performs no other activity;
8. following notification by a competent authority that it has, by a final legal act, issued to the sole trader a measure for the expulsion of an alien from the country, or notification that the sole trader does not have a valid single permit;
9. **(Deleted)**.

(4) The notification from points 1 and 4 to 8 of the preceding paragraph shall enclose a document which provides the reason for the striking off from the register.

(5) If AJPES determines the existence of the reason for the striking off referred to in points 2 or 3 of paragraph three of this Article,

razloga, ki ga vroči podjetniku na poslovni naslov, vpisan v Poslovnem registru Slovenije. Zoper ta sklep je dovoljena pritožba na ministrstvo, pristojno za gospodarstvo, v osmih dneh.

(6) Če je bil postopek izbrisa začet zaradi razloga iz 3. točke tretjega odstavka tega člena in je podjetnik spremenil poslovni naslov, mora hkrati z vložitvijo pritožbe priglasiti ustrezno spremembo poslovnega naslova in priglasitvi priložiti dokaze o tem, da je lastnik objekta na novem poslovnem naslovu ali da mu je lastnik objekta dal dovoljenje za poslovanje na tem naslovu.

(7) Na podlagi dokončnega sklepa iz petega odstavka tega člena ali na podlagi obvestila pristojnega organa iz 1. in 4. do 8. točke tretjega odstavka tega člena AJPES po uradni dolžnosti izda sklep o izbrisu. Zoper ta sklep je dovoljena pritožba na ministrstvo, pristojno za gospodarstvo, v osmih dneh.

(8) Način in postopek prenehanja opravljanja dejavnosti podjetnika predpiše minister, pristojen za gospodarstvo.

(9) Določbe o prenehanju opravljanja dejavnosti se smiselno uporabljajo tudi, če podjetnik namerava podjetje prodati ali ga vložiti v družbo. Določbe o prenehanju opravljanja dejavnosti se smiselno uporabljajo tudi za podružnice podjetnika.

III. DEL

DRUŽBE

Prvo poglavje

AJPES shall issue a procedural decision regarding the existence of the reason for the striking off and send it to the sole trader at their business address entered in the Business Register of Slovenia. An appeal against this procedural decision may be lodged with the ministry responsible for the economy within eight days.

(6) If the striking off procedure is initiated for the reason specified in point 3 of paragraph three of this Article and the sole trader has changed their business address, the sole trader shall, upon lodging the appeal, also make an appropriate notification of their business address accompanied by evidence of ownership of the facility located at the new address or evidence that they obtained authorisation to operate at this address from the owner of the facility.

(7) Pursuant to the final procedural decision referred to in paragraph five of this Article or pursuant to the notification of the competent authority referred to in points 1 and 4 to 8 of paragraph three of this Article, AJPES shall issue *ex officio* a procedural decision with which it will strike off the sole trader from the Business Register of Slovenia. An appeal against this procedural decision may be lodged with the ministry responsible for the economy within eight days.

(8) The method and the procedure for cessation of the sole trader's activities shall be prescribed by the minister responsible for the economy.

(9) The provisions concerning the cessation of activities shall also apply *mutatis mutandis* if the sole trader intends to sell the company or invest it in a company. The provisions concerning the cessation of activities shall apply *mutatis mutandis* to a sole trader's branch.

PART III

COMPANIES

Chapter One

DRUŽBA Z NEOMEJENO ODGOVORNOSTJO

1. oddelek

USTANOVITEV

76. člen
(pojem)

(1) Družba z neomejeno odgovornostjo je družba dveh ali več oseb, ki za obveznosti družbe odgovarjajo z vsem svojim premoženjem.

(2) Družba se ustanovi s pogodbo med družbeniki.

77. člen
(subsidiarna uporaba civilnega prava)

Če ni v tem zakonu določeno drugače, se za družbo z neomejeno odgovornostjo uporabljajo pravila o civilnopravni družbeni pogodbi.

78. člen
(prijava za vpis v register)

(1) Prijava za vpis v register mora vsebovati tudi ime, priimek in prebivališče ali firmo in sedež vsakega družbenika.

(2) Prijavo morajo vložiti vsi družbeniki.

2. oddelek

UNLIMITED COMPANIES

Section 1

FORMATION

Article 76
(Definition)

(1) An unlimited company shall be a company formed by two or more persons who assume liability for the company's obligations with all their assets.

(2) The company shall be formed by means of a contract of partnership between company members.

Article 77
(Subsidiary application of civil law)

Unless otherwise provided in this Act, the rules governing a civil law contract of partnership shall apply *mutatis mutandis* to unlimited companies.

Article 78
(Application for entry in the register)

(1) An application for entry in the register shall also include the name, surname, place of residence or company name and registered office of each company member.

(2) The application shall be submitted by all company members.

Section 2

79. člen
(pogodbena svoboda)

Pravna razmerja med družbeniki se uredijo z družbeno pogodbo.

80. člen
(vložki v družbo)

(1) Če ni drugače dogovorjeno, morajo družbeniki vplačati enake vložke.

(2) Družbenik lahko v družbo vloži denar, stvari, pravice ali storitve. Vrednost nedenarnega vložka morajo družbeniki sporazumno oceniti v denarju.

(3) Družbenik ni dolžan zvišati dogovorjenega ali dopolniti z izgubo zmanjšanega vložka.

81. člen
(dolžnost skrbnega ravnanja)

(1) Družbenik mora izpolnjevati prevzete obveznosti s skrbnostjo kot pri svojih zadevah.

(2) Družbenik je odgovoren za škodo, ki jo povzroči družbi namenoma ali iz hude malomarnosti.

(3) Družbenik lahko v svojem imenu in za račun družbe vloži tožbo proti drugemu družbeniku, ki ni izpolnil družbeniških dolžnosti pri ustanavljanju ali vodenju družbe. Pri tem se smiselno uporabljajo določbe 503. člena tega zakona.

82. člen

Article 79
(Contractual freedom)

Legal relations between company members shall be governed by a contract of partnership.

Article 80
(Contributions into the company)

(1) Unless agreed otherwise, company members shall make equal contributions.

(2) Company members may contribute money, property, rights or services to the company. Company members shall estimate the monetary value of a non-cash contribution by mutual agreement.

(3) A company member shall not be obliged to increase the agreed contribution or to supplement a contribution reduced by a loss.

Article 81
(Duty to act with care and diligence)

(1) Company members shall be obliged to comply with the assumed obligations with the same diligence as if they were conducting their own affairs.

(2) A company member shall be liable for the damage caused to the company intentionally or through gross negligence.

(3) A company member may file an action in their own name and on behalf of the company against another company member that failed to meet their obligations as a company member in the formation or management of the company. In this respect, the provisions of Article 503 shall apply *mutatis mutandis*.

Article 82

(povračilo za izdatke in odškodnina)

(1) Družbenik ima pravico od družbe zahtevati povračilo za izdatke, ki jih ima pri zadevah družbe in so glede na okoliščine potrebni, ter odškodnino za škodo, ki jo ima neposredno zaradi vodenja poslov ali zaradi nevarnosti, ki so z vodenjem poslov neločljivo povezane.

(2) Denar, porabljen za plačilo iz prejšnjega odstavka, mora družba obrestovati od takrat, ko so za družbenika nastali izdatki ali škoda.

(3) Družbenik lahko za izdatke, ki so za izvedbo zadev družbe nujni, od družbe zahteva akontacijo.

(4) Družbenik mora vse koristi, ki jih od tretjih oseb prejme za vodenje poslov in pri vodenju poslov, takoj izročiti družbi.

83. člen
(dolžnost plačila obresti)

Družbenik, ki svojega denarnega vložka ne plača pravočasno, ali denarja, prejetega za družbo, ne izroči pravočasno blagajni družbe, ali neupravičeno uporabi denar družbe zase ali zamudi z drugimi svojimi vložki, mora plačati zamudne obresti.

84. člen
(posledice kršitve konkurenčne prepovedi)

(1) Če družbenik prekrši prepoved konkurence, odločajo o uveljavljanju zahtevkov iz 42. člena tega zakona drugi družbeniki.

(2) Določbe 42. člena tega zakona ne posegajo v pravice družbenikov, da zahtevajo prenehanje družbe in uveljavljajo druge

(Reimbursement of expenses and compensation)

(1) A company member shall have the right to claim from the company the reimbursement of expenses incurred in connection with the company's affairs and which are necessary in view of the circumstances, and compensation for damage which the company member suffered as a direct result of conducting business or from risks which are closely associated with the conducting of business.

(2) The company shall pay interest on the money used for payment under the preceding paragraph from the moment when the company member incurred the expenses or suffered the damage.

(3) A company member may claim advance payment from the company for expenses which are essential for carrying out the company's affairs.

(4) A company member shall immediately surrender to the company all benefits which they acquire from third parties for conducting business and during the conducting of the company's business.

Article 83
(Duty to pay interest)

A company member who fails to pay in their cash contribution on time, or who fails to deliver to the treasury of the company money which they received on behalf of the company in due time, or who unduly uses the company's money for their own purpose, or who is in arrears in respect of any other contributions, shall pay default interest.

Article 84
(Consequences of breaching non-compete obligation)

(1) If a company member breaches the non-compete obligation, the other company members shall decide whether to pursue claims under Article 42 of this Act.

(2) The provisions of Article 42 of this Act shall not prejudice the rights of company members to request the dissolution of the company

zahtevke po tem zakonu.

85. člen
(vodenje poslov)

(1) Posle družbe so upravičeni in dolžni voditi vsi družbeniki.

(2) Če je z družbeno pogodbo vodenje poslov preneseno na enega ali več družbenikov, drugi družbeniki ne smejo voditi poslov.

86. člen
(prenos upravičenja za vodenje poslov)

(1) Družbenik ne sme prenesti upravičenja za vodenje poslov na tretjega, če tega ne dovoljuje družbena pogodba ali drugi družbeniki.

(2) Če je prenos upravičenja za vodenje poslov dovoljen, je družbenik odgovoren samo za izbiro osebe, na katero je to upravičenje prenesel.

(3) Za ravnanje pomočnika je odgovoren družbenik.

(4) Družbenik lahko v skladu s tretjim odstavkom 81. člena tega zakona vloži tožbo tudi zoper osebo, na katero je preneseno upravičenje za vodenje poslov.

87. člen
(več družbenikov, ki vodijo posle)

(1) Če so za vodenje poslov upravičeni vsi družbeniki ali več družbenikov, je vsak upravičen sam poslovati. Če drug družbenik, ki je upravičen voditi posle, nasprotuje izvedbi posla, se ta posel ne sme opraviti.

and to pursue other claims in accordance with this Act.

Article 85
(Conducting business)

(1) All members shall be entitled and obliged to conduct the business of the company.

(2) If the conducting of business is transferred by the memorandum of association to one or more company members, the other company members may not conduct the company's business.

Article 86
(Transfer of entitlement to conduct business)

(1) A company member may not transfer the entitlement to conduct business to a third person if this is not permitted by the memorandum of association or the other company members.

(2) If the transfer of entitlement to conduct business is permitted, the company member shall only be liable for choosing the persons to whom they transferred the entitlement.

(3) Company members shall be liable for the actions of an assistant.

(4) In accordance with paragraph three of Article 81 of this Act, a company member shall also be entitled to file an action against the person to whom the entitlement to conduct business has been transferred.

Article 87
(Several members conducting business)

(1) If all or several company members are entitled to conduct business, each of them shall be entitled to conduct business alone. If another member who is entitled to conduct business opposes a transaction being carried out, such transaction shall not be carried out.

(2) Če je v družbeni pogodbi določeno, da lahko družbeniki, ki so upravičeni za vodenje poslov, poslujejo samo skupno, je za vsak posel potrebna privolitev vseh teh družbenikov, razen če bi bilo z izvedbo posla nevarno odlašati.

88. člen
(neupoštevanje navodil in dolžnost obveščanja)

(1) Družbena pogodba lahko določi, da morajo družbeniki, ki vodijo posle, upoštevati navodila drugih družbenikov. Če družbenik meni, da glede na okoliščine navodila niso smotrna, mora o tem obvestiti druge družbenike in počakati na njihovo odločitev. Družbenik lahko ravna ne glede na navodila, če bi bilo nevarno odlašati in meni, da bi družbeniki odobrili njegovo odločitev, če bi poznali dejansko stanje.

(2) Družbenik, ki vodi posle, mora dajati družbi potrebna poročila, jo na zahtevo obveščati o stanju poslov in ji predložiti obračune.

89. člen
(obseg upravičenja za vodenje poslov)

(1) Upravičenje za vodenje poslov zajema vsa dejanja, ki se redno izvajajo pri opravljanju dejavnosti družbe.

(2) Za dejanja, ki presegajo okvir dejanj iz prejšnjega odstavka, je potrebno soglasje vseh družbenikov.

(3) Za imenovanje prokurista je potrebna privolitev vseh družbenikov, upravičenih za vodenje poslov, razen če bi bilo nevarno odlašati. Prokuro lahko prekliče vsak družbenik, ki jo je upravičen podeliti

(2) If the memorandum of association provides that the company members who are entitled to conduct business may only conduct business jointly, each transaction shall be subject to approval by all company members, unless the delay in carrying out a transaction would present a risk.

Article 88
(Failure to follow instructions and obligation to report)

(1) The memorandum of association may provide that company members who conduct business shall be obliged to take into account the instructions of other company members. If a company member believes that, in view of the circumstances, the instructions are not reasonable, the company member shall notify the other company members thereof and wait for their decision. A company member may take action irrespective of the instructions if a delay would present a risk and if they believe that the company members would approve their decision if they were aware of the state of the facts.

(2) A company member who conducts business shall be obliged to provide the company with the necessary reports, to inform the company upon its request on the state of operations, and to submit to it account settlements.

Article 89
(Extent of entitlement to conduct business)

(1) The entitlement to conduct business shall encompass all actions that are carried out regularly when carrying out the activity of the company.

(2) The consent of all company members shall be required for actions which exceed the scope of the actions referred to in the preceding paragraph.

(3) The approval of all company members who are entitled to conduct business shall be required for the appointment of a procuration holder unless a delay would present a risk. The power of procuration may

ali je upravičen sodelovati pri njeni podelitvi.

90. člen
(odvzem upravičenja za vodenje poslov)

Na predlog drugih družbenikov lahko sodišče odvzame družbeniku upravičenje za vodenje poslov, če obstaja utemeljen razlog, zlasti če gre za hujšo kršitev obveznosti ali nesposobnost za pravilno vodenje poslov.

91. člen
(odrek vodenju poslov)

(1) Družbenik se lahko odreče vodenju poslov le, če obstaja utemeljen razlog. Tej pravici se ne more odpovedati.

(2) Vodenju poslov se lahko odreče samo tako, da lahko družbeniki storijo vse potrebno za nadaljnje vodenje poslov, razen če ne obstaja utemeljen razlog za odrek ob nepravem času. Če takega razloga ni in se družbenik odreče ob nepravem času, mora družbi povrniti škodo, ki za družbo zaradi tega nastane.

92. člen
(pravica do pregleda)

(1) Vsak družbenik, tudi tisti, ki ne sme voditi poslov, se lahko pouči o zadevah družbe ter ima pravico vpogleda v njene knjige, listine in dokumentacijo.

(2) Če družbenik utemeljeno meni, da gre za nepošteno vodenje poslov, lahko uveljavlja pravico iz prejšnjega odstavka tudi, če jo je družbena pogodba izključila ali omejila.

be revoked by any company member who is entitled to grant it or who is entitled to participate in the granting of it.

Article 90
(Withdrawal of entitlement to conduct business)

On the proposal of the other company members the court may withdraw a company member's entitlement to conduct business if a well-founded reason exists, and especially in the case of a serious breach of obligations or inability to conduct business properly.

Article 91
(Waiver of entitlement to conduct business)

(1) A company member may waive their entitlement to conduct business only if there is a well-founded reason for it. This right may not be waived by a company member..

(2) The waiver of the entitlement to conduct business may only be done in a way which allows company members to do everything necessary for the continuation of the business, unless a well-founded reason exists for waiving entitlement to conduct business at an inappropriate time. If no such reason exists and a company member waives their entitlement to conduct business at an inappropriate time, the company member shall reimburse the company for any resulting damage.

Article 92
(Right of inspection)

(1) Each company member, including a company member who is not entitled to conduct business, may be informed of the company's affairs and shall have the right to inspect the company's books and documents and documentation.

(2) If a company member believes, based on a well-founded reason, that business is being conducted dishonestly, they may exercise the right under the preceding paragraph even if it has been excluded or

restricted by the memorandum of association.

93. člen
(odločanje družbenikov)

Družbeniki, ki so upravičeni za vodenje poslov, sprejemajo odločitve soglasno, če ni z družbeno pogodbo določeno, da zadošča večina; v dvomu se večina računa po številu družbenikov.

Article 93
(Decision-making by company members)

Company members that are entitled to conduct business shall make decisions unanimously unless the memorandum of association provides that a majority suffices; where there is doubt, the majority shall be calculated in accordance with the number of company members.

94. člen
(letni računovodski izkaz)

(1) Na koncu vsakega poslovnega leta se na temelju letnih računovodskih izkazov ugotovi dobiček ali izguba in se vsakemu družbeniku izračuna njegov delež pri dobičku ali izgubi.

(2) Družbeniku pripadajoči dobiček se pripiše njegovemu kapitalskemu deležu; izračunani delež družbenika pri izgubi ter denar, ki ga je dvignil med poslovnim letom, se odpišeta od kapitalskega deleža.

Article 94
(Annual financial statement)

(1) At the end of each financial year the profit or loss shall be established on the basis of the annual financial statements, and the proportion in which each company member participates in the profit or loss shall be calculated.

(2) The profit accruing to a company member shall be added to their capital interest; the calculated proportion to which the company member participates in any loss and the money which the company member has withdrawn during the course of the financial year shall be written-off from the company member's capital interests.

95. člen
(razdelitev dobička in izgube)

(1) Od dobička pripada vsakemu družbeniku najprej delež v višini 5% njegovega kapitalskega deleža. Če dobiček tega ne omogoča, se deleži ustrezno znižajo.

(2) Pri izračunu deleža dobička, ki družbeniku pripada v skladu s prejšnjim odstavkom, se plačila, ki jih je družbenik vplačal med poslovnim letom kot vložke, upoštevajo v sorazmerju s časom, ki je potekel od vplačil. Če je družbenik med poslovnim letom dvignil denar iz svojega kapitalskega deleža, se upoštevajo zmanjšani zneski v sorazmerju s časom, ki je potekel od dviga.

Article 95
(Distribution of profit and loss)

(1) Each member shall initially be allocated a proportion of the profit amounting to 5% of their capital interest. If the profit is not sufficient for this purpose, the proportions shall be reduced accordingly.

(2) In the calculation of the proportion of profit accruing to a company member in accordance with the preceding paragraph, the payments made by the company member during the financial year as contributions shall be taken into consideration in proportion to the time that has elapsed since the payments were made. If a company member withdraws money from their capital interest during the course of the year, the reduced amounts shall be taken into account in proportion to the time

(3) Delež dobička, ki presega v skladu s prvim in drugim odstavkom tega člena izračunane deleže dobička, in izguba v poslovnem letu se razdelita med družbenike po enakih delih.

(4) Družbeniki lahko, če družbena pogodba to omogoča, s sklepom vseh družbenikov odločijo, da se dobiček deli drugače, kot je določeno v tem členu.

96. člen
(zmanjšanje kapitalskega deleža)

(1) Vsak družbenik sme v lastno breme dvigniti denar iz blagajne družbe do zneska 5% svojega, v preteklem poslovnem letu ugotovljenega, kapitalskega deleža in lahko zahteva, razen če bi bilo to očitno v škodo družbe, tudi izplačilo svojega deleža pri dobičku v preteklem poslovnem letu, ki presega navedeni znesek.

(2) Družbenik ne sme brez privolitve drugih družbenikov zmanjšati svojega kapitalskega deleža.

97. člen
(prepoved razpolaganja družbenika)

Družbenik ne more razpolagati s svojim deležem brez soglasja drugih družbenikov.

3. oddelek
PRAVNA RAZMERJA DRUŽBENIKOV DO TRETJIH OSEB

98. člen
(zastopanje)

(1) Za zastopanje družbe je upravičen vsak družbenik, če ni z

that has elapsed since the withdrawal.

(3) The proportion of the profit which exceeds the proportions of profit calculated in accordance with paragraphs one and two of this Article, and loss in the financial year, shall be distributed in equal parts among company members.

(4) Company members may, if so permitted in the memorandum of association, by a resolution which has been adopted by all company members decide that the profit be allocated in a different way from that laid down in this Article.

Article 96
(Reduction of a capital interest)

(1) Each company member may withdraw money from the cash register of the company to the debit of theirhis own capital interest by up to 5% of their capital interest established in the previous financial year, and may also require, unless it would be clearly detrimental to the company, the payment of their proportion of the profit for the previous financial year which exceeds the aforementioned amount.

(2) A company member may not reduce their capital interest without the consent of the other company members.

Article 97
(Prohibition of disposal by a company member)

A company member may not dispose of their interest without the consent of the other company members.

Section 3
LEGAL RELATIONS OF COMPANY MEMBERS TO THIRD PARTIES

Article 98
(Representation)

(1) Each company member shall be entitled to represent the

družbeno pogodbo izvzet od zastopanja.

(2) V družbeni pogodbi se lahko določi, da so za zastopanje družbe upravičeni vsi ali nekateri družbeniki samo skupno. Družbeniki, ki so upravičeni do skupnega zastopanja, lahko med seboj izberejo in pisno pooblastijo posamezno osebo za izvedbo posameznih poslov ali določenih vrst poslov. Za izjavo volje družbi zadostuje, da je izjavljena enemu od upravičencev do skupnega zastopanja.

(3) V družbeni pogodbi se lahko določi, da so lahko za zastopanje družbe družbeniki upravičeni samo skupno s prokuristom. V tem primeru se smiselno uporabljajo določbe prejšnjega odstavka.

(4) Izvzetje družbenika od zastopanja, določitev skupnega zastopanja ali vključitev prokurista v skladu s prejšnjim odstavkom, kakor tudi vsako spremembo glede družbenikovega upravičenja za zastopanje morajo za vpis v register prijaviti vsi družbeniki.

99. člen
(odvzem upravičenja za zastopanje)

Na predlog drugih družbenikov lahko sodišče odvzame družbeniku upravičenje za zastopanje, če obstaja utemeljen razlog, zlasti če gre za hujšo kršitev obveznosti ali nesposobnost za pravilno zastopanje.

100. člen
(osebna odgovornost družbenikov)

(1) Za obveznosti družbe so upnikom subsidiarno odgovorni vsi družbeniki z vsem svojim premoženjem. Če družba upniku na njegovo pisno zahtevo ne izpolni obveznosti, so odgovorni vsi družbeniki solidarno.

company unless they are barred from representing the company by the memorandum of association.

(2) The memorandum of association may designate that all or some of the company members are only jointly entitled to represent the company. Members who are entitled to jointly represent the company may choose an individual from among themselves and authorise that individual in writing to carry out certain operations or certain types of operations. For an expression of will to be given to the company it shall suffice that it has been expressed to one of the individuals entitled to jointly represent the company.

(3) The memorandum of association may provide that the company members are entitled to represent the company only together with the procuration holder. In this case the provisions of the preceding paragraph shall apply *mutatis mutandis*..

(4) The barring of a company member from representing the company, the designation of joint representation or the inclusion of a procuration holder in accordance with the preceding paragraph, as well as any changes in respect of a company member's entitlement to represent the company, shall be submitted in an application for entry in the register by all company members.

Article 99
(Withdrawal of the entitlement to represent)

On the proposal of the other company members the court may withdraw a company member's entitlement to represent the company if a well-founded reason exists, and especially in the case of a serious breach of obligations or inability to correctly represent.

Article 100
(Personal liability of company members)

(1) All company members shall have subsidiary liability to creditors for the obligations of the company with all their assets. If the company fails to fulfil an obligation to a creditor upon written request, all the members shall be jointly and severally liable.

(2) Drugačen dogovor družbenikov o njihovi odgovornosti proti tretjim osebam je brez pravnega učinka.

(3) Če članstvo družbenika preneha, je ta družbenik odgovoren za obveznosti družbe, nastale do objave vpisa prenehanja članstva.

101. člen
(ugovori posameznega družbenika)

Če je vložen zahtevek proti družbeniku zaradi obveznosti družbe, lahko družbenik uveljavlja osebne ugovore in ugovore, ki bi jih lahko uveljavljala družba.

102. člen
(vrnitev posojil)

Pri družbi, pri kateri noben družbenik ni fizična oseba, se smiselno uporabljajo določbe 498. in 499. člena tega zakona; to pa ne velja, če je med družbeniki druga družba z neomejeno odgovornostjo ali komanditna družba, pri kateri je vsaj en osebno odgovoren družbenik fizična oseba.

103. člen
(odgovornost novega družbenika)

(1) Kdor vstopi v že obstoječo družbo, je odgovoren tako kot drugi družbeniki za obveznosti družbe, prevzete pred njegovim pristopom, ne glede na to, ali je bila firma spremenjena ali ne.

(2) Drugačen dogovor družbenikov glede odgovornosti novega družbenika je proti tretjim osebam brez pravnega učinka.

104. člen

(2) Any contrary agreement by the company members in respect of their liability to third parties shall have no legal effect.

(3) In cases of termination of membership of a company member in a company, such company member shall be liable for the company's obligations which have incurred prior to the publication of the termination of membership being entered in the register.

Article 101
(Objections by individual company members)

If a claim is lodged against a company member as a result of the obligations of the company, the company member may lodge a personal objection or an objection that could be lodged by the company.

Article 102
(Repayment of loans)

For companies in which none of the company members are a natural person, the provisions of Articles 498 and 499 of this Act shall apply *mutatis mutandis*; this shall however not apply, if one of the company members is another unlimited company or a limited partnership in which at least one personally liable company member is a natural person.

Article 103
(Liability of a new company member)

(1) Anyone who joins an existing company shall, like other company members, be liable for the company's obligations which have been assumed before they joined the company, notwithstanding whether or not the company's company name was changed.

(2) Any contrary agreement by company members in respect of a new member's liability to third parties shall have no legal effect.

Article 104

(predlagalna dolžnost pri plačilni nesposobnosti ali prezadolženosti)

(1) Če postane družba, pri kateri ni noben družbenik fizična oseba, plačilno nesposobna ali prezadolžena, je treba predlagati začetek stečajnega postopka ali postopek prisilne poravnave; to ne velja, če je med družbeniki družbe druga družba z neomejeno odgovornostjo ali komanditna družba, pri kateri je vsaj en osebno odgovorni družbenik fizična oseba. Postopek morajo predlagati zastopniki družbe ali likvidacijski upravitelji. Predlog je treba dati brez odlašanja, najpozneje pa v treh tednih po nastanku dejstva, ki se nanaša na plačilno nesposobnost ali prezadolženost družbe in ga posebni zakon določa kot razlog za uvedbo stečajnega postopka.

(2) Potem ko nastopi plačilna nesposobnost družbe ali ko se pokaže njena prezadolženost, pooblaščeni zastopniki družbe ali likvidacijski upravitelji ne smejo več izvesti nobenih plačil za družbo, razen plačil, ki so tudi po tem času v skladu s skrbnim in poštenim poslovanjem.

(3) Zaradi kršitve določb prejšnjega odstavka so družbeniki solidarno odškodninsko odgovorni, razen če dokažejo, da so poslovali vestno in pošteno. Odškodninska odgovornost se z dogovorom med družbeniki ne more niti omejiti niti izključiti. Če je nadomestilo potrebno za poplačilo upnikov družbe, odškodninska obveznost ne preneha niti z odrekom ali pobotom družbe niti s tem, da dejanje temelji na sklepu družbenikov.

4. oddelek
PRENEHANJE DRUŽBE IN IZLOČITEV DRUŽBENIKOV

105. člen
(razlogi za prenehanje)

Družba z neomejeno odgovornostjo preneha:
- s potekom časa, za katerega je bila ustanovljena;

(Duty to propose procedures in the event of insolvency or over-indebtedness)

(1) If a company in which none of the company members is a natural person becomes insolvent or over-indebted, the commencement of bankruptcy proceedings or compulsory settlement shall be proposed; this shall not apply if one of the company members is another unlimited company or a limited partnership in which at least one personally liable company member is a natural person. The commencement of these proceedings shall be proposed by representatives of the company or the liquidators. The proposal must be made without delay, no later than three weeks after the occurrence of the fact that relates to the insolvency or over-indebtedness of the company and is defined by a special Act as the grounds for commencement of bankruptcy proceedings.

(2) After a company has become insolvent or its over-indebtedness has become evident, the authorised representatives of the company or the liquidators may no longer execute any payments for the company other than payments which, even after this time, are carried out in accordance with diligent and honest business practices.

(3) The company members shall be jointly and severally liable for damage in the event of a violation of the provisions laid down in the preceding paragraph, unless they demonstrate that they acted conscientiously and honestly. Damage liability may neither be limited nor excluded by an agreement between the company members. If compensation is required in order to pay off the company's creditors, damage liability shall not cease either by waiver or by being set-off or the fact that such action is based on a resolution by the company members.

Section 4
DISSOLUTION OF A COMPANY AND EXCLUSION OF COMPANY MEMBERS

Article 105
(Grounds for dissolution)

An unlimited company shall be dissolved:
- upon expiry of the period for which it was formed;

- s sklepom družbenikov;
- s stečajem;
- s smrtjo ali prenehanjem družbenika, če družbena pogodba ne določa drugače;
- z odpovedjo;
- na podlagi sodne odločbe;
- če se število družbenikov zmanjša pod dva, razen v primeru iz 115. člena tega zakona;
- v drugih primerih v skladu z zakonom.

106. člen
(odpoved družbenika)

(1) Če je družba ustanovljena za nedoločen čas, lahko družbenik odpove družbeno pogodbo na koncu poslovnega leta, če odpoved pisno sporoči drugim družbenikom vsaj šest mesecev pred tem dnem.

(2) Vsak dogovor, ki bi izključil pravico družbenika do odpovedi ali jo drugače otežil, razen s podaljšanjem odpovednega roka, je ničen.

107. člen
(prenehanje na podlagi sodne odločbe)

(1) Če obstaja utemeljen razlog, lahko družbenik s tožbo zahteva, da družba preneha:
- pred potekom za njeno trajanje določenega časa, ali

- brez odpovednega roka iz prejšnjega člena, če je bila družba ustanovljena za nedoločen čas.

(2) Šteje se, da obstaja utemeljen razlog, zlasti če drugi družbenik namerno ali iz hude malomarnosti prekrši kakšno bistveno obveznost iz družbene pogodbe ali če postane izpolnitev take obveznosti nemogoča.

(3) Namesto prenehanja družbe po prvem odstavku tega člena

- by resolution of the company members;
- through bankruptcy;
- upon the death or dissolution of a company member unless otherwise provided by the contract of partnership;
- by termination;
- based on a court decision;
- if the number of company members falls below two, except in the case referred to in Article 115 of this Act;
- in other cases provided for by an Act.

Article 106
(Termination by a company member)

(1) If a company is formed for an indefinite period of time, a company member may terminate the memorandum of association at the end of the financial year provided that notice regarding the termination is given in writing to the other company members at least six months prior to this date.

(2) Any agreement excluding the company member's right to termination or rendering it difficult in any way other than extending the notice period, shall be void.

Article 107
(Dissolution based on a court decision)

(1) If a well-founded reason exists, a company member may file an action requesting the dissolution of the company, or
- prior to the expiry of the specified time period for the duration of which the company was formed; or
- without the notice period referred to in the preceding paragraph if the company is formed for an indefinite period of time.

(2) A well-founded reason shall be deemed to exist if another company member intentionally or through gross negligence breaches any substantial obligations from the memorandum of association or if the fulfilment of such obligation becomes impossible.

(3) Instead of the company being dissolved in accordance with

lahko en ali več družbenikov s tožbo zahteva izključitev družbenika, pri katerem obstaja utemeljen razlog.

(4) Dogovor, s katerim se izključi ali omeji pravica zahtevati prenehanje družbe ali izključitev družbenika, je ničen.

108. člen
(družba za čas družbenikovega življenja)

Družba, ki se ustanovi za čas družbenikovega življenja ali se po poteku za njeno veljavnost določenega časa tiho nadaljuje, se glede določb o odpovedi družbenika ali prenehanja na podlagi sodne odločbe šteje za družbo, ustanovljeno za nedoločen čas.

109. člen
(varstvo dobre vere družbenika)

Če družba preneha drugače kot z odpovedjo, lahko družbenik, ki ne ve za prenehanje družbe, vodi posle družbe, dokler ne izve ali ne bi moral izvedeti za prenehanje.

110. člen
(smrt ali prenehanje družbenika)

(1) Če družba preneha s smrtjo družbenika, mora dedič umrlega družbenika nemudoma obvestiti o smrti druge družbenike in mora, če grozi nevarnost, nadaljevati posle, dokler drugi družbeniki skupaj z njim ne poskrbijo za vodenje poslov v skladu s tem zakonom.

(2) Družbeniki morajo v primeru iz prejšnjega odstavka še naprej opravljati posle, ki so jim zaupani.

the first paragraph of this Article, one or more of the company members may file an action requesting the exclusion of a company member for whom a well-founded reason exists.

(4) Any agreement excluding or restricting the right to request the dissolution of the company or the exclusion of a company member shall be void.

Article 108
(Company formed for the lifetime of a company member)

A company formed for the lifetime of a company member or which silently continues after the period determined for its validity has past, shall be deemed to be a company formed for an indefinite period regarding the provisions on a company member's right to termination or dissolution based on a court decision.

Article 109
(Protection of good faith of a company member)

If a company is dissolved in any way other than by termination, a company member who is unaware of the dissolution of the company shall conduct the company's business until they discover or should have discovered that the company has been dissolved.

Article 110
(Death or dissolution of a company member)

(1) If a company is dissolved due to the death of a company member, the heir of the deceased company member shall inform the other company members of the death without delay and shall in cases of impending risk, continue the operations until the heir and the other company members jointly make arrangements for the conducting of business under this Act.

(2) In cases referred to in the preceding paragraph, the company members shall continue to carry out operations entrusted to them.

(3) Določba prejšnjega odstavka se smiselno uporablja tudi v drugih primerih prenehanja družbenika.

111. člen
(izločitev družbenika)

(1) V družbeni pogodbi je lahko določeno, da bo družba obstajala tudi med preostalimi družbeniki, če kdo od družbenikov odpove pogodbo, umre ali preneha.

(2) V primeru iz prejšnjega odstavka se šteje, da položaj družbenika preneha v tistem trenutku, v katerem bi prenehala družba zaradi katerega od razlogov iz prejšnjega odstavka.

112. člen
(obračun premoženja z izločenim družbenikom)

(1) Delež izločenega družbenika priraste k premoženju družbe preostalih družbenikov.

(2) Izločenemu družbeniku se morajo vrniti predmeti, ki jih je prepustil družbi v uporabo. Družbenik za naključno uničenje, poškodovanje ali zmanjšanje vrednosti predmetov ne more zahtevati odškodnine.

(3) Izločenemu družbeniku je treba izplačati v denarju to, kar bi prejel pri obračunu, če bi družba prenehala med njegovo izločitvijo. Če je potrebno, se vrednost premoženja družbe ugotovi s cenitvijo.

(4) Izločeni družbenik je oproščen plačila dolgov družbe. Če tak dolg še ni zapadel, mu lahko družba namesto oprostitve ponudi zavarovanje.

(5) Če vrednost premoženja družbe ne zadošča za pokritje

(3) The provision of the preceding paragraph shall also apply *mutatis mutandis* in other cases of dissolution of a company member.

Article 111
(Exclusion of a company member)

(1) The memorandum of association may provide that the company will continue to exist among the remaining company members if any of the company members terminates the memorandum of association, dies or is dissolved.

(2) In the case referred to in the preceding paragraph it shall be deemed that the status of company member ceases the moment when the company would be dissolved for any of the reasons referred to in the preceding paragraph.

Article 112
(Settlement of assets with an excluded company member)

(1) The interest of an excluded company member shall accrue to the company's assets held by the remaining company members.

(2) Items provided by an excluded company member for use by the company shall be returned to the excluded company member. The company member may not claim compensation for the accidental destruction, damage or reduction of value of these items.

(3) The amount the excluded company member would have received in the settlement had the company been dissolved during their exclusion shall be paid to the company member in cash. If necessary, the value of the company's assets shall be determined by appraisal.

(4) The excluded company member shall be exempted from payment of the company's debts. If such debt is not yet due, the company may offer the excluded company member security instead of exemption.

(5) If the value of the company's assets is insufficient to cover

dolgov družbe in kapitalskih deležev družbenikov, mora izločeni družbenik plačati del manjkajočega zneska, sorazmernega njegovemu deležu pri izgubi.

(6) Določbe tega člena se smiselno uporabljajo tudi za obračun premoženja z izključenim družbenikom, pri čemer je odločilno stanje premoženja družbe v času, ko je bila vložena tožba za izključitev.

113. člen
(udeležba izločenega družbenika ob nedokončanih poslih)

(1) Izločeni družbenik je udeležen pri dobičku in izgubi pri poslih, ki v trenutku njegove izločitve še niso bili končani. Družba ima pravico končati te posle tako, kakor se ji zdi najprimerneje.

(2) Izločeni družbenik lahko na koncu vsakega poslovnega leta zahteva obračun med tem končanih poslov, izplačilo zneska, ki mu pripada, in obvestilo o stanju še nedokončanih poslov.

114. člen
(nadaljevanje družbe z dediči)

(1) Po družbenikovi smrti se družba lahko nadaljuje z njegovimi dediči, če je tako določeno v družbeni pogodbi. Dedič lahko zahteva, da se mu na podlagi dosedanjega deleža pri dobičku prizna položaj komanditista in njemu pripadajoč del zapustnikovega deleža kot njegov komanditni vložek.

(2) Dedič se lahko izloči iz družbe brez odpovednega roka, če preostali družbeniki ne pristanejo na njegov predlog iz prejšnjega odstavka.

the company's debts and the capital interests of the company members, the excluded company member shall pay part of the missing amount in proportion to their participation in the loss.

(6) The provisions of this Article shall also apply *mutatis mutandis* to the settlement of assets with an excluded company member, whereby the deciding factor regarding the assets of the company shall be the amount of the company's assets at the time the action for exclusion was filed.

Article 113
(Participation of an excluded company member in unfinished operations)

(1) An excluded company member shall participate in the profit and loss from operations which remained unfinished at the time of their exclusion. The company shall have the right to complete such operations in the manner it believes most appropriate.

(2) At the end of each financial year, the excluded company member may require the settlement of operations completed during the year, the payment of sums which are owed to them and a notification regarding the status of unfinished operations.

Article 114
(Continuation of the company through heirs)

(1) Following the death of a company member, the company's operations may be continued through their heirs if so provided for by the memorandum of association. With regard to the profits, an heir may require that they be accorded the status of a limited partner on the basis of the existing interest and that the deceased company member's interest which belongs to them be recognised as their limited partnership contribution.

(2) An heir may be excluded from the company without a notice period if the remaining company members disagree with their request under the preceding paragraph.

(3) Dediči lahko pravice iz prvega in drugega odstavka tega člena uveljavljajo v enem mesecu od pravnomočnosti sklepa o dedovanju. Če dedič ni poslovno sposoben in nima zakonitega zastopnika, začne teči enomesečni rok šele od imenovanja takega zastopnika ali pridobitve poslovne sposobnosti dediča.

(4) Če se v roku iz prejšnjega odstavka dedič izloči iz družbe ali v tem roku družba preneha ali dedič pridobi položaj komanditista, je odgovoren za do tedaj obstoječe družbene dolgove samo po predpisih o odgovornosti dedičev za zapustnikove dolgove.

(5) Z družbeno pogodbo ni mogoče izključiti uporabe določb tega člena. Če dedič pridobi položaj komanditista, je lahko njegov delež pri dobičku s pogodbo določen drugače kot zapustnikov.

115. člen
(nadaljevanje družbe z enim družbenikom)

(1) Če iz kateregakoli razloga ostane v družbi en sam družbenik, mora v enem letu ukreniti vse potrebno, da prilagodi družbo pogojem tega zakona, ali nadaljevati dejavnost kot podjetnik.

(2) Če v roku iz prejšnjega odstavka družbenik ne prijavi vpisa spremembe v register, družba preneha.

116. člen
(prevzem po enem družbeniku)

(1) Če obstajata samo dva družbenika, lahko sodišče, če pri enem od njiju nastane razlog, zaradi katerega bi bila pri večjem številu družbenikov dopustna izključitev družbenika iz družbe, drugemu družbeniku na njegovo zahtevo dovoli, da brez likvidacije prevzame

(3) Heirs may exercise the rights referred to in paragraphs one and two of this Article within one month of the date when the procedural decision on inheritance becomes final. If an heir does not have the capacity to contract and has no statutory representative, the one-month time limit shall not begin until the appointment of such representative or until the heir acquires the capacity to contract.

(4) If an heir is excluded from the company or the company is dissolved or an heir acquires the status of a limited partner within the time limit given in the preceding paragraph, the heir shall be liable for the company's current debts only in accordance with the regulations on the liability of heirs for the deceased company member's debts.

(5) The memorandum of association may not exclude application of the provisions of this article. If, however, an heir acquires the status of a limited partner, the proportion of their participation in the profits may be determined by contract differently from that of the deceased.

Article 115
(Continuation of a company with a single company member)

(1) If for any reason a company is left with only one member, that company member shall be obliged to take all necessary actions for the company to conform to the conditions laid down by this Act within one year or to continue their activity as a sole trader.

(2) If a company member fails to submit an application for entering a change in the register within the time limit referred to in the preceding paragraph, the company shall be dissolved.

Article 116
(Takeover by one company member)

(1) If a company has only two company members, and a reason arises for one of them which would allow the exclusion of a company member in situations where a larger number of company members existed, the court may permit the other company member to

podjetje z aktivo in pasivo.

(2) Za delitev premoženja družbe se smiselno uporabljajo določbe, ki veljajo za izločitev družbenika.

117. člen
(prijava v register)

(1) Prenehanje družbe morajo prijaviti za vpis v register vsi družbeniki, razen če družba preneha zaradi stečaja.

(2) Izločitev družbenika morajo prijaviti za vpis v register preostali družbeniki.

(3) Vpis je mogoč tudi brez sodelovanja dedičev pri prijavi za vpis v register, če tako sodelovanje preprečujejo posebni zadržki in če je mogoče utemeljeno domnevati, da je smrt družbenika imela za posledico prenehanje družbe ali izločitev družbenika.

5. oddelek
LIKVIDACIJA DRUŽBE

118. člen
(nujnost likvidacije)

(1) V vseh primerih iz 105. člena tega zakona, razen v primeru iz tretje alineje, se opravi likvidacija.

(2) Če v tem oddelku ni posebnih določb, se za likvidacijo družbe smiselno uporabljajo določbe tega zakona o likvidaciji delniške družbe.

take over the company with its assets and liabilities without winding-up, upon their request.

(2) The provisions applying to the exclusion of a company member shall apply *mutatis mutandis* to the distribution of the company's assets.

Article 117
(Entry into the register)

(1) All company members shall be obliged to submit an application for entering the dissolution of the company in the register, unless the company is dissolved as a result of bankruptcy.

(2) The remaining company members shall be obliged to submit an application for entering the exclusion of a company member in the register.

(3) Entry in the register shall also be possible without the participation of heirs in the application for entry in the register if such participation is prevented by special constraints and if it can be reasonably presumed that the death of a company member was the cause of the dissolution of the company or exclusion of a company member.

Section 5
WINDING-UP OF A COMPANY

Article 118
(Necessity of winding-up)

(1) A company shall be wound-up in all cases referred to in Article 105 of this Act except the case referred to in the third indent.

(2) If there are no special provisions in this Section, the provisions of this Act on the winding-up of a public limited company shall apply *mutatis mutandis* to the winding-up of a company.

119. člen
(imenovanje likvidacijskih upraviteljev)

(1) Likvidacijo opravljajo kot likvidacijski upravitelji vsi družbeniki, razen če je s sklepom družbenikov ali z družbeno pogodbo zaupana posameznim družbenikom ali tretjim osebam. Več dedičev enega družbenika mora imenovati skupnega zastopnika.

(2) Na predlog osebe, ki ima pravni interes, lahko iz utemeljenih razlogov imenuje likvidacijske upravitelje sodišče; sodišče lahko v takem primeru za likvidacijske upravitelje imenuje osebe, ki niso družbeniki.

120. člen
(odpoklic likvidacijskih upraviteljev)

(1) Likvidacijske upravitelje je mogoče odpoklicati s soglasnim sklepom oseb iz prvega odstavka prejšnjega člena.

(2) Iz utemeljenih razlogov lahko likvidacijske upravitelje odpokliče tudi sodišče na predlog osebe, ki ima pravni interes.

121. člen
(prijava v register)

(1) Likvidacijske upravitelje morajo prijaviti za vpis v register vsi družbeniki. Enako velja tudi glede vsake spremembe likvidacijskih upraviteljev ali njihovih pooblastil za zastopanje. Ob smrti družbenika se lahko vpis opravi tudi brez sodelovanja dedičev pri priglasitvi, če tako sodelovanje preprečujejo posebni zadržki in če je mogoče razumno domnevati, da priglasitev ustreza dejanskemu stanju.

(2) Vpis sodno imenovanih likvidacijskih upraviteljev in vpis

Article 119
(Appointment of liquidators)

(1) The winding-up of a company shall be performed by all the company members acting as liquidators unless this task is entrusted to individual company members or third parties by a resolution of the company members or under the memorandum of association. Where a single company member has more than one heir, the heirs shall appoint a joint representative.

(2) On the proposal of a person that has legal interest the liquidators may be appointed by the court based on a well-founded reason; in this case, the court may appoint persons who are not company members as liquidators.

Article 120
(Release of liquidators)

(1) Liquidators may be released by a unanimous resolution of the persons referred to in paragraph one of the preceding article.

(2) The court may also release the liquidators based on a well-founded reason on the proposal of a person having legal interest.

Article 121
(Application for entry in the register)

(1) Liquidators shall be entered in the register through an application which all company member are obliged to submit. The same shall also apply to any changes of liquidators or their authorisations to represent the company. In the case of the death of a company member, entry in the register may be made without the participation of heirs in the notification if such participation is prevented by special constraints and if it can be reasonably presumed that the notification corresponds to the state of the facts.

(2) Entry of court-appointed liquidators and entry of the release

sodnega odpoklica likvidacijskih upraviteljev se opravi po uradni dolžnosti.

(3) Likvidacijski upravitelji morajo shraniti svoj podpis pri registrskem organu.

122. člen
(pravice in obveznosti likvidacijskih upraviteljev)

(1) Likvidacijski upravitelji morajo dokončati tekoče posle, izterjati terjatve, unovčiti preostalo premoženje in poplačati upnike; za dokončanje nedokončanih poslov smejo sklepati tudi nove posle.

(2) Likvidacijski upravitelji zastopajo družbo.

123. člen
(vrnitev predmetov)

Družbenikom se morajo vrniti predmeti, ki so jih prepustili družbi v uporabo. Za naključno uničenje, poškodovanje ali zmanjšanje vrednosti predmeta družbeniki ne morejo zahtevati odškodnine.

124. člen
(skupno zastopanje in vodenje poslov)

(1) Če obstaja več likvidacijskih upraviteljev, lahko samo skupno opravljajo dejanja, ki se nanašajo na likvidacijo, razen če je določeno, da lahko poslujejo tudi posamično; tako določbo je treba vpisati v register.

(2) Ne glede na prejšnji odstavek lahko likvidacijski upravitelji enega med seboj pooblastijo za opravljanje posameznih poslov ali posameznih vrst poslov. Za izjavo družbi zadostuje, da je izjavljena enemu od likvidacijskih upraviteljev.

125. člen
(neomejenost pooblastil)

of liquidators by the court in the register shall be carried out ex officio.

(3) Liquidators shall deposit their specimen signatures with the registration authority.

Article 122
(Rights and duties of liquidators)

(1) Liquidators shall complete their current operations, recover claims, realise the remaining assets and pay off the creditors; they may enter into new transactions in order to complete unfinished operations.

(2) The liquidators shall represent the company.

Article 123
(Return of items)

Items which have been provided to the company for company use by the company members shall be returned to them. The company members may not claim compensation for the accidental destruction, damage or reduction in value of these items.

Article 124
(Joint representation and conduct of business)

(1) If there is more than one liquidator, they may only jointly carry out activities relating to the winding-up of the company, unless it is provided that they may also operate individually. Such provision shall be entered in the register.

(2) Notwithstanding the preceding paragraph, the liquidators may authorise one another to carry out certain operations or certain types of operations. For a statement to be given to the company, it shall suffice that the statement be made to one of the liquidators.

Article 125
(Unlimited powers)

Omejitve pooblastil likvidacijskim upraviteljem so proti tretjim osebam brez pravnega učinka.

126. člen
(vezanost na navodila)

V razmerju do udeležencev morajo likvidacijski upravitelji, tudi če jih je imenovalo sodišče, upoštevati odločitve, ki so jih glede vodenja poslov udeleženci soglasno sprejeli.

127. člen
(firma in podpisovanje)

Likvidacijski upravitelji morajo k svojemu podpisu in dosedanji firmi dodati pristavek »v likvidaciji«.

128. člen
(likvidacijski obračun)

Likvidacijski upravitelji morajo sestaviti obračun ob začetku in koncu likvidacije (začetni in končni likvidacijski obračun).

129. člen
(razdelitev premoženja)

(1) Po plačilu dolgov likvidacijski upravitelji razdelijo preostalo premoženje družbe med družbenike v sorazmerju s kapitalskimi deleži, ki se ugotovijo na podlagi končnega likvidacijskega obračuna.

(2) Denar, ki med likvidacijo ni potreben, se začasno razdeli, pri čemer je treba za pokritje še nedospelih ali spornih obveznosti, kakor tudi za zavarovanje zneskov, ki pripadajo družbenikom ob končni razdelitvi, potrebni znesek zadržati. Med likvidacijo se ne uporabljajo določbe prvega odstavka 96. člena tega zakona.

Restrictions on powers of liquidators shall have no legal effect towards third parties.

Article 126
(Binding instructions)

In relation to participants, liquidators, even if they have been appointed by the court, shall be bound to take into account decisions regarding the conduct of business which have been taken unanimously by the participants.

Article 127
(Company name and signing)

The liquidators' signature and the current company name shall be followed by the words "in liquidation".

Article 128
(Liquidation settlement)

Liquidators shall draw up a liquidation settlement at the beginning and end of the winding-up process (the opening and closing liquidation settlement).

Article 129
(Distribution of assets)

(1) After the payment of debts, the liquidators shall distribute the company's remaining assets among the company members in proportion to their capital interests established on the basis of the closing liquidation settlement.

(2) The funds which are not needed during the winding-up process shall be temporarily distributed, but the amount needed to cover obligations which have not yet fallen due and disputed obligations, and to act as security for the amounts accruing to the company members in the final distribution, shall be retained. The provisions of paragraph one of

(3) Če nastane med družbeniki spor glede razdelitve premoženja družbe, morajo likvidacijski upravitelji razdelitev premoženja družbe odložiti do pravnomočne rešitve spora.

130. člen
(poračun med družbeniki)

Če premoženje družbe ne zadošča za poplačilo obveznosti družbe in kapitalske deleže družbenikov, ga morajo družbeniki dopolniti za manjkajoči znesek v razmerju, po katerem morajo pokrivati izgubo. Če od enega družbenika ni mogoče dobiti zneska, ki bi ga moral plačati, morajo drugi družbeniki za izpad poskrbeti v sorazmerju z njihovimi kapitalskimi deleži.

131. člen
(notranje in zunanje razmerje)

Do konca likvidacije se glede pravnih razmerij med dosedanjimi družbeniki ter glede razmerij družbe proti tretjim osebam uporabljajo določbe 2. in 3. oddelka tega poglavja, razen če iz tega oddelka ali zaradi likvidacije izhaja kaj drugega.

132. člen
(prijava izbrisa firme; poslovne knjige)

(1) Po končani likvidaciji morajo likvidacijski upravitelji prijaviti izbris družbe iz registra.

(2) Poslovne knjige in knjigovodske listine družbe, ki je prenehala, se izročijo v hrambo enemu od družbenikov ali tretji osebi. Če ni sporazuma, določi družbenika ali tretjo osebo sodišče.

Article 96 of this Act shall not apply during the winding-up procedure.

(3) If a dispute arises among the company members as to the distribution of the company's assets, liquidators shall postpone the distribution of the company's assets until the final settlement of the dispute.

Article 130
(Reconciliation between company members)

If a company's assets are insufficient to cover its obligations and the company member's capital interests, the company members shall make up the missing amount in the same proportion in which they are obliged to cover losses. If the required amount cannot be obtained from one of the company members, the other company members shall make up the difference in proportion to their capital interests.

Article 131
(Internal and external relations)

Until the conclusion of the winding-up, for legal relationships between current company members and the relationships of the company and third parties the provisions of Sections 2 and 3 of this Chapter shall apply unless this Section or the winding-up procedure provide otherwise.

Article 132
(Application for striking off the company name from the register; books of account)

(1) At the conclusion of the winding-up, liquidators shall submit an application for the striking off of the company from the register.

(2) The books of account and accounting documents of the dissolved company shall be delivered to a company member or to a third party for safekeeping. In the absence of an agreement on this matter, the company member or the third parties in charge of safekeeping the dissolved company's books shall be determined by the court.

(3) Družbeniki in njihovi dediči imajo pravico do vpogleda in uporabe poslovnih knjig in listin.

6. oddelek
ZASTARANJE

133. člen
(zastaranje terjatev do družbenikov)

(1) Terjatve do družbenikov iz obveznosti družbe zastarajo v petih letih po prenehanju družbe ali izločitvi družbenika, razen če terjatev zoper družbo zastara v krajšem roku.

(2) Zastaranje začne teči najpozneje z dnem, ko je objavljen vpis prenehanja družbe ali izločitev družbenika.

(3) Če upnikova terjatev do družbe dospe šele po vpisu prenehanja družbe, začne zastaranje teči z dnem dospelosti.

134. člen
(pretrganje zastaranja)

Pretrganje zastaranja proti družbi učinkuje tudi proti družbenikom.

Drugo poglavje
KOMANDITNA DRUŽBA

1. oddelek
USTANOVITEV DRUŽBE

(3) Company members and their heirs shall have the right to inspect and use the books of account and documents.

Section 6
STATUTE OF LIMITATIONS

Article 133
(Claims relating to company members and statute of limitations)

(1) Claims towards company members arising from the company's obligations shall fall under the statute of limitations within five years of the dissolution of the company or the exclusion of a company member, unless a claim against the company has a shorter limitation period.

(2) The limitation period for claims shall begin no later than on the publication date of the entry of the dissolution of the company or the exclusion of the company member in the register.

(3) If a creditor's claim towards the company falls due only after the entry of the company's dissolution in the register, the limitation period shall begin on the date when the claim falls due.

Article 134
(Interruption of statute of limitations)

An interruption of the statute of limitations in relation to the company shall also affect the company members.

Chapter Two
LIMITED PARTNERSHIP

Section 1
FORMATION

135. člen
(pojem)

(1) Komanditna družba je družba dveh ali več oseb, v kateri je najmanj en družbenik odgovoren za obveznosti družbe z vsem svojim premoženjem (komplementar), medtem ko najmanj en družbenik ni odgovoren za obveznosti družbe (komanditist).

(2) Če v tem poglavju ni določeno drugače, se za komanditno družbo smiselno uporabljajo določbe tega zakona, ki veljajo za družbo z neomejeno odgovornostjo.

136. člen
(prijava za vpis v register)

(1) Prijava za vpis družbe v register mora poleg podatkov, ki se zahtevajo za družbo z neomejeno odgovornostjo, vsebovati tudi podatke o komanditistih in višini njihovih vložkov.

(2) **(črtan)**.

2. oddelek
PRAVNA RAZMERJA MED DRUŽBENIKI

137. člen
(pogodbena svoboda)

Pravna razmerja med družbeniki se urejajo z družbeno pogodbo.

138. člen
(vodenje družbe)

(1) Komanditist ni upravičen voditi poslov družbe.

Article 135
(Definition)

(1) A limited partnership is a company formed by two or more persons in which at least one of the company members is liable for the obligations of the company with all of their assets (a general partner) while at least one company member is not liable for the obligations of the company (a limited partner).

(2) Unless otherwise provided in this chapter, the provisions of this Act that apply to an unlimited company shall apply *mutatis mutandis* to a limited partnership.

Article 136
(Application for entry in the register)

(1) An application for entering the company in the register shall, in addition to the data required for an unlimited company, also include information on the limited partners and the amount of their contributions.

(2) **(Deleted)**.

Section 2
LEGAL RELATIONS BETWEEN COMPANY MEMBERS

Article 137
(Freedom of contract)

Legal relations between company members shall be regulated by the memorandum of association.

Article 138
(Management of company)

(1) Limited partners shall not be entitled to conduct the

(2) Komanditist ne sme nasprotovati poslovanju komplementarjev, če to ne presega običajnega obsega dejavnosti družbe.

(3) Ne glede na prejšnji člen je komanditist odgovoren kot komplementar, če ravna v nasprotju z določbo prvega odstavka tega člena.

139. člen
(kršitev prepovedi konkurence)

Za komanditiste ne veljajo določbe 84. člena tega zakona, razen če družbena pogodba določa drugače.

140. člen
(pravica nadzora)

(1) Komanditist ima pravico zahtevati prepis letnega poročila ter, zaradi preverjanja njegove pravilnosti, do vpogleda v poslovne knjige in knjigovodske listine.

(2) Če obstajajo utemeljeni razlogi, lahko sodišče na komanditistov predlog kadarkoli odredi, da se komanditistu izroči prepis letnega poročila ali da se mu dajo druga pojasnila ali predložijo poslovne knjige in knjigovodske listine.

141. člen
(dobiček in izguba)

(1) Določbe 95. člena tega zakona veljajo tudi za komanditista. Komanditistov dobiček se pripisuje njegovemu kapitalskemu deležu le toliko časa, dokler ne doseže zneska njegovega določenega vložka.

(2) Pri izgubi sodeluje komanditist le do zneska svojega kapitalskega deleža in svojega še neplačanega vložka.

business of the company.

(2) A limited partner may not oppose the carrying out of operations by the general partners provided they do not exceed the normal scope of the company's activity.

(3) Notwithstanding the provision of the preceding Article, a limited partner shall assume the liability of a general partner if they act in contravention of the provision of paragraph one of this Article.

Article 139
(Breach of non-compete obligation)

The provisions of Article 84 of this Act shall not apply to limited partners unless the memorandum of association provides otherwise.

Article 140
(Right of supervision)

(1) A limited partner shall have the right to demand a copy of the annual report and in order to check its accuracy, and to inspect the books of account and accounting documents.

(2) Where a well-founded reason exists, the court may at any time, on the proposal of a limited partner, order that a copy of the annual report be delivered to the limited partner, or that other explanations be given or that the books of account and accounting documents be submitted to the limited partner.

Article 141
(Profit and loss)

(1) The provisions of Article 95 of this Act shall also apply to a limited partner. A limited partner's profit shall only accrue to their capital interest until it reaches the amount of their set contribution.

(2) Limited partners shall only participate in a loss up to the amount of their capital interest and the unpaid portion of their contribution.

142. člen
(razdelitev dobička in izgube)

(1) Če dobiček ne presega 5% kapitalskih deležev, se deleži družbenikov v dobičku določajo po določbah prvega in drugega odstavka 95. člena tega zakona.

(2) Če ni drugače dogovorjeno, se glede dobička, ki presega odstotek iz prejšnjega odstavka, ali glede izgube domneva, da je določeno tako razmerje delitve, ki ustreza razmerju med deleži.

143. člen
(dvigi denarja in izplačilo dobička)

(1) Za komanditista ne veljajo določbe prvega odstavka 96. člena tega zakona.

(2) Komanditist ne more zahtevati izplačila dobička, dokler je njegov kapitalski delež zaradi izgube zmanjšan pod znesek, ki je plačan za določeni vložek, ali bi bil z izplačilom zmanjšan pod ta znesek.

(3) Komanditist ni dolžan vrniti prejetega dobička zaradi poznejših izgub.

3. oddelek
PRAVNA RAZMERJA DRUŽBENIKOV DO TRETJIH OSEB

144. člen
(zastopanje)

Komanditist ni upravičen zastopati družbe, lahko pa se mu podeli prokura ali posebno pooblastilo.

Article 142
(Distribution of profit and loss)

(1) If the profit does not exceed 5% of the capital interests, the partners' proportions with which they participate in the profit shall be determined in accordance with the provisions of paragraphs one and two of Article 95 of this Act.

(2) Unless agreed otherwise, for profits exceeding the percentage referred to in the preceding paragraph or for losses it shall be presumed that the proportions applied in the division correspond to the proportions between the interests.

Article 143
(Withdrawals of money and distribution of profits)

(1) The provisions of paragraph one of Article 96 of this Act shall not apply to a limited partner.

(2) As long as a limited partner's capital interest is reduced as a result of loss below the amount paid as a set contribution or would be reduced below this amount if the payment was made, a limited partner may not demand payment of profit.

(3) A limited partner shall not be obliged to return received profit due to subsequent losses.

Section 3
LEGAL RELATIONS OFCOMPANY MEMBERS AND THIRD PARTIES

Article 144
(Representation)

A limited partner shall not be entitled to represent the company but may be granted the power of procuration or special authorisation.

145. člen
(komanditistova odgovornost upnikom)

Komanditist je odgovoren upnikom za obveznosti družbe do višine neplačanega zneska, ki bi ga moral vplačati po pogodbi.

146. člen
(obseg odgovornosti)

(1) Po vpisu družbe v register velja v razmerju do upnikov družbe za komanditistov vložek tisti, ki je vpisan v register.

(2) Na povečanje komanditistovega vložka, ki ni vpisan v register, se upniki ne morejo sklicevati, razen če jim je družba povečanje sporočila na drug način.

(3) Dogovor družbenikov, s katerim se komanditistu plačilo vložka odpusti ali odloži, je proti upnikom brez pravnega učinka.

(4) Če se komanditistu vložek vrne, velja v razmerju do upnikov za neplačanega. Enako velja, če komanditist dvigne delež od dobička, medtem ko je njegov kapitalski delež zaradi izgube znižan pod znesek plačanega vložka, ali če se z dvigom deleža od dobička kapitalski delež zniža pod znesek plačanega vložka.

(5) Komanditist ni v nobenem primeru dolžan vrniti, kar prejme v dobri veri kot dobiček na podlagi letnega obračuna.

(6) Če so komplementarji samo pravne osebe, ki so same odgovorne za obveznosti, in vloži komanditist kot svoj vložek v komanditno družbo svoj delež v pravni osebi – komplementarju, se šteje, da komanditistov vložek v komanditni družbi še ni vplačan. To pa ne velja, če je komplementar taka pravna oseba, za katere obveznosti so odgovorni

Article 145
(Liability of limited partners to creditors)

A limited partner shall be liable to creditors for the obligations of the company up to the amount of the unpaid sum which they would have to pay in accordance with the memorandum of association.

Article 146
(Extent of liability)

(1) After the company has been entered in the register, in relation to its creditors, the limited partner's contribution shall be deemed to be the contribution shown in the register.

(2) Creditors may not refer to an increase of a limited partner's contribution that is not entered in the register unless the company notified them of such increase in another manner.

(3) An agreement among the company members with which a limited partner is excused from paying their contribution or with which payment is deferred, shall have no legal effect on creditors.

(4) If a contribution is returned to a limited partner, it shall be deemed to be unpaid in relation to the creditors. The same shall apply in cases where a limited partner withdraws their proportion of the profits while as a result of losses their capital interest is reduced to below the amount of the contribution paid in, or if with the withdrawal of a proportion of the profits the capital interest is reduced to below the amount of the contribution paid in.

(5) In no case shall a limited partner be obliged to return what they receive in good faith as profit based on the annual calculation.

(6) If the general partners are only legal persons who are themselves liable for obligations, and a limited partner invests an interest which they hold in a legal person that is a general partner as their contribution in the limited partnership, it shall be deemed that the limited partner's share has not yet been paid into the limited partnership. This

tudi njeni družbeniki, ki so fizične osebe.

147. člen
(vračanje posojil)

Za vračanje posojil v komanditni družbi iz šestega odstavka prejšnjega člena se smiselno uporabljajo določbe 498. in 499. člena tega zakona.

148. člen
(zmanjšanje vložka)

Zmanjšanje komanditistovega vložka je v razmerju do upnikov brez pravnega učinka, dokler ni vpisano v register.

149. člen
(odgovornost novega družbenika)

Kdor vstopi v obstoječo družbo kot komanditist, je odgovoren za obveznosti družbe, prevzete pred njegovim pristopom, v skladu z določbami 145. in 146. člena tega zakona.

150. člen
(odgovornost pred vpisom)

Če je družba začela poslovati pred vpisom v register, jamči komanditist, ki je soglašal z začetkom poslovanja, za obveznosti, nastale pred vpisom, enako kot komplementar, razen če je bila upniku znana njegova komanditna udeležba.

151. člen
(komanditistova smrt)

shall not apply if the general partner is a legal person for whose obligations its company members who are natural persons are also liable.

Article 147
(Repayment of loans)

The provisions of Articles 498 and 499 of this Act shall apply *mutatis mutandis* to the repayment of loans in a limited partnership under paragraph six of the preceding Article.

Article 148
(Reduction of contribution)

A reduction in a limited partner's contribution shall have no legal effect in relation to creditors until it is entered in the register.

Article 149
(Liability of a new company member)

Anyone who joins an existing company as a limited partner shall be liable for the company's obligations which have been assumed before their joining in accordance with the provisions of Articles 145 and 146 of this Act.

Article 150
(Liability before registration)

If a company starts its operations before it is entered in the register, the limited partner who consented to the commencement of operations shall be liable for obligations arising prior to the entry in the register in the same manner as a general partner, unless the creditor knew of their participation as a limited partner.

Article 151
(Death of a limited partner)

Zaradi komanditistove smrti družba ne preneha.

A company shall not be dissolved as a result of the death of a limited partner.

4. oddelek
DVOJNA DRUŽBA

Section 4
DOUBLE PARTNERSHIP

152. člen
(pojem)

Komanditna družba, v kateri je edini komplementar družba, pri kateri ni osebno odgovornih družbenikov ali so vsi komplementarji take družbe, je dvojna družba.

Article 152
(Definition)

A limited partnership in which the sole general partner is a company in which there are no personally liable company members, or where they are all general partners of such company, is a double partnership.

153. člen
(družba kot komplementar)

Družba se lahko ustanovi tudi samo zaradi vključitve kot komplementar v dvojno družbo.

Article 153
(A partnership as a general partner)

A company may be formed for the sole purpose of being included in a double partnership as a general partner.

154. člen
(prepoved preoblikovanja v dvojno družbo)

Delniška družba, družba z omejeno odgovornostjo in komanditna delniška družba se ne smejo preoblikovati v dvojno družbo.

Article 154
(Prohibition of converting into a double partnership)

Public limited companies, limited liability companies and partnerships limited by shares may not be converted into double partnerships.

155. člen
(prepoved ustanavljanja novih dvojnih družb)

Dvojna družba ne sme biti komplementar v komanditni družbi.

Article 155
(Prohibition of forming new double partnerships)

A double partnership may not be a general partner in a limited partnership.

156. člen
(poslovne listine)

Article 156
(Business documents)

(1) Na vseh poslovnih listinah mora biti poleg firme dvojne družbe označeno tudi ime in priimek članov poslovodstva komplementarja v dvojni družbi.

(2) Pri vodenju poslov dvojne družbe mora biti pri podpisovanju fizične osebe dodana tudi firma komplementarja.

157. člen
(družba z neomejeno odgovornostjo kot dvojna družba)

Določbe tega oddelka se smiselno uporabljajo za družbo z neomejeno odgovornostjo, pri kateri so vsi družbeniki družbe, ki nimajo osebno odgovornih družbenikov.

Tretje poglavje
TIHA DRUŽBA
(črtano)

158. člen
(črtan)

159. člen
(črtan)

160. člen
(črtan)

161. člen
(črtan)

162. člen
(črtan)

(1) All business documents shall, in addition to the company name of the double partnership, also include the names and surnames of the company members of the general partner's management in a double partnership.

(2) In matters relating to the conducting of business of a double partnership, the company name of the general partner shall be added when a natural person signs on behalf of the company.

Article 157
(Unlimited company as a double partnership)

The provisions of this Section shall apply *mutatis mutandis* to an unlimited company in which all company members are companies that do not have personally liable members.

Chapter Three
SILENT PARTNERSHIP
(Deleted)

Article 158
(Deleted)

Article 159
(Deleted)

Article 160
(Deleted)

Article 161
(Deleted)

Article 162
(Deleted)

163. člen
(črtan)

164. člen
(črtan)

165. člen
(črtan)

166. člen
(črtan)

167. člen
(črtan)

Četrto poglavje
DELNIŠKA DRUŽBA

1. oddelek
SPLOŠNE DOLOČBE

168. člen
(pojem)

(1) Delniška družba je družba, ki ima osnovni kapital (osnovno glavnico) razdeljen na delnice.

(2) Delniška družba je upnikom odgovorna za svoje obveznosti z vsem svojim premoženjem.

(3) Delničarji niso odgovorni za obveznosti družbe upnikom.

Article 163
(Deleted)

Article 164
(Deleted)

Article 165
(Deleted)

Article 166
(Deleted)

Article 167
(Deleted)

Chapter Four
PUBLIC LIMITED COMPANY

Section 1
GENERAL PROVISIONS

Article 168
(Definition)

(1) A public limited company is a company whose share capital is divided into shares.

(2) A public limited company is liable to creditors for its obligations with all its assets.

(3) Shareholders are not liable to creditors for the company's obligations.

169. člen
(ustanovitelji)

Delniško družbo lahko ustanovi ena ali več fizičnih ali pravnih oseb, ki sprejmejo statut.

170. člen
(osnovni kapital)

Osnovni kapital se glasi na nominalni znesek v eurih.

171. člen
(najnižji znesek osnovnega kapitala)

Najnižji znesek osnovnega kapitala je 25.000 eurov.

172. člen
(oblika in najnižji znesek delnic)

(1) Delnice so lahko oblikovane kot delnice z nominalnim zneskom ali kot kosovne delnice. Družba ne sme imeti hkrati obeh oblik delnic.

(2) Delnice z nominalnim zneskom se morajo glasiti najmanj na 1 euro ali njegov večkratnik. Delež delnice z nominalnim zneskom v osnovnem kapitalu se določa po razmerju med njenim nominalnim zneskom in zneskom osnovnega kapitala.

(3) Kosovne delnice se ne glasijo na nominalni znesek. Vsaka kosovna delnica ima enak delež in pripadajoč znesek v osnovnem kapitalu. Znesek v osnovnem kapitalu, ki pripada posamezni kosovni delnici (v nadaljnjem besedilu: pripadajoč znesek) ne sme biti nižji od 1 eura. Delež posamezne kosovne delnice v osnovnem kapitalu se določa glede na število izdanih kosovnih delnic.

Article 169
(Founders)

A public limited company may be formed by one or more natural or legal persons who shall adopt the company's articles of association.

Article 170
(Share capital)

Share capital shall be denominated in a nominal amount of euros.

Article 171
(Minimum share capital)

The minimum amount of share capital shall be EUR 25,000.

Article 172
(Form and minimum value per share)

(1) Shares can be formed as either shares with a nominal value or no-par value shares. A company may not have both types of shares at the same time.

(2) Shares with a nominal value shall be denominated at a minimum of EUR 1 or multiples thereof. The proportion of shares with a nominal value in the share capital shall be determined in accordance with the ratio between their nominal value and the amount of the share capital.

(3) No-par value shares shall not be denominated in a nominal value. Each no-par value share shall account for the same proportion and corresponding amount in the share capital. The amount in the share capital accounted for by an individual no-par value share (hereinafter: corresponding amount) shall not be less than EUR 1. The proportion of the share capital accounted for by individual no-par value shares shall be

(4) Delnice z drugačnim nominalnim zneskom, kot ga določa drugi odstavek tega člena, in kosovne delnice z nižjim pripadajočim zneskom, kot ga določa prejšnji odstavek, so ničnе. Za škodo iz take emisije so odgovorni izdajatelji solidarno.

(5) S spremembo statuta se lahko pri nespremenjenem osnovnem kapitalu delnice z nominalnim zneskom ali kosovne delnice:

- razdelijo na delnice z nižjim nominalnim zneskom ali na več kosov, ali
- združijo v delnice z višjim nominalnim zneskom ali v manj kosov, če s tem soglašajo vsi delničarji.

(6) Določbe tega člena veljajo tudi za potrdila o udeležbi, ki se delničarjem izročijo pred izdajo delnic (v nadaljnjem besedilu: začasnica).

173. člen
(emisijski znesek delnice)

(1) Delnica se ne sme izdati za znesek (v nadaljnjem besedilu: emisijski znesek), ki je nižji od nominalnega zneska, pri kosovni delnici pa od pripadajočega zneska (v nadaljnjem besedilu: najmanjši emisijski znesek).

(2) Izdaja delnice za višji znesek je dopustna.

2. oddelek
DELNICE

174. člen
(delnice kot vrednostni papirji)

(1) Delnice so vrednostni papirji.

(2) **(črtan)**.

determined on the basis of the number of issued no-par value shares.

(4) Shares with a nominal value other than that specified in paragraph two of this Article and no-par value shares, with a corresponding amount which is lower than the one specified in the previous paragraph, shall be void. The issuers shall be jointly and severally liable for damage arising from any such issue.

(5) By amending the articles of association and by maintaining the share capital unchanged, shares with a nominal value or no-par value shares may be:
- split into shares with a lower nominal value or into several parts, or
- merged into shares with a higher nominal value or into fewer parts with the approval of all shareholders.

(6) The provisions of this Article shall also apply to certificates of participation which are delivered to shareholders before the shares are issued (hereinafter: interim certificate).

Article 173
(Issue price of shares)

(1) Shares may not be issued for an amount (hereinafter: issue price) which is lower than the nominal value and, and in the case of no-par value shares, lower than the corresponding amount (hereinafter: minimum issue price).

(2) Shares may also be issued in higher amounts.

Section 2
SHARES

Article 174
(Shares as securities)

(1) Shares are securities.

(2) **(Deleted)**.

175. člen
(prinosniške in imenske delnice)

(1) Delnice se glasijo na prinosnika ali na ime.

(2) Delnice se morajo glasiti na ime, če so izdane pred celotnim plačilom emisijskega zneska. Znesek delnih plačil se navede na delnici.

(3) Začasnice se glasijo na ime.

(4) Začasnice na prinosnika so nične. Za škodo iz take emisije delnic so odgovorni izdajatelji solidarno.

176. člen
(navadne in prednostne delnice)

(1) Glede na pravice iz delnic so delnice navadne (redne) in prednostne (ugodnostne).

(2) Navadne delnice so delnice, ki dajejo njihovim imetnikom:

- pravico do udeležbe pri upravljanju družbe;
- pravico do dela dobička (dividenda), in
- pravico do ustreznega dela preostalega premoženja po likvidaciji ali stečaju družbe.

(3) Prednostne delnice so delnice, ki zagotavljajo njihovim imetnikom poleg pravic iz prejšnjega odstavka še določene prednostne pravice, na primer prednost pri izplačilu vnaprej določenih zneskov ali odstotkov od nominalne vrednosti delnic ali dobička, prednost pri izplačilu ob likvidaciji družbe in druge pravice, določene s statutom družbe.

(4) Zbirna (kumulativna) prednostna delnica daje v skladu s sklepom o izdaji delnic njenemu imetniku prednostno pravico do izplačila vseh še neizplačanih dividend, preden se imetnikom navadnih delnic v

Article 175
(Bearer and registered shares)

(1) Shares shall be made out to the bearer or by name.

(2) Shares shall be made out by name if they are issued before the full payment of the issue price. The amount of partial payments shall be indicated on each share.

(3) Interim certificates shall be made out by name.

(4) Bearer interim certificates shall be void. The issuers shall be jointly and severally liable for damage arising from any such issue of shares.

Article 176
(Ordinary and preference shares)

(1) Shares shall be classified as ordinary or preference shares depending on the rights arising from them.

(2) Ordinary shares are shares that grant their holders the following rights:

- the right to participate in the management of the company;
- the right to participate in the profits (dividend); and
- the right to the corresponding part of assets remaining after the winding-up or bankruptcy of the company.

(3) Preference shares are shares which, in addition to the rights set out in the preceding paragraph, also confer upon their holders certain pre-emption rights such as preference regarding payment of predetermined sums or percentages of the nominal value of shares or profit, preference regarding payment when winding-up the company and other rights set out in the company's articles of association.

(4) In accordance with the resolution to issue shares, cumulative preference shares shall confer upon their holders the pre-emption right to pay out all outstanding dividends before any dividends

skladu s sklepom o razdelitvi dobička izplačajo kakršnekoli dividende.

(5) Udeležbena (participativna) prednostna delnica daje imetniku poleg prednostne dividende pravico do izplačila dividend, ki pripadajo imetnikom navadnih delnic v skladu s sklepom o uporabi dobička.

(6) Pravice iz delnic so nedeljive.

177. člen
(razredi delnic)

Delnice z enako pravico sestavljajo en razred.

178. člen
(glasovalna pravica)

(1) Vsaka delnica zagotavlja glasovalno pravico.

(2) Brez glasovalne pravice se lahko izdajajo samo prednostne delnice, vendar družba ne sme imeti več kot polovice tovrstnih delnic v sestavi osnovnega kapitala.

(3) Prepovedano je izdajati delnice, ki bi ob enakem deležu v osnovnem kapitalu dajale različno število glasov.

179. člen
(črtan)

180. člen
(črtan)

181. člen
(potrdilo o izdanih delnicah)

are paid to holders of ordinary shares in accordance with the resolution on the distribution of profit.

(5) Participating preference shares shall, in addition to preference dividends, also confer on their holders the right to pay dividends accruing to holders of ordinary shares in accordance with the resolution on the appropriation of profit.

(6) The rights derived from shares shall be indivisible.

Article 177
(Classes of shares)

Shares which confer the same rights shall form a single class of shares.

Article 178
(Voting rights)

(1) Each share shall carry a voting right of one vote.

(2) Only preference shares may be issued without voting rights; however, such shares may not account for more than one half of a company's share capital.

(3) It shall be forbidden to issue shares which would give a different number of votes for the same proportion of the share capital.

Article 179
(Deleted)

Article 180
(Deleted)

Article 181
(Share issue certificate)

(1) Družba lahko delničarju izda potrdilo o številu njegovih delnic. Pri delnicah z nominalnim zneskom mora biti iz potrdila razviden tudi nominalni znesek delnice.

(2) Potrdilo iz prejšnjega odstavka se lahko uporablja samo kot izkazni papir za uveljavitev pravice do udeležbe in glasovanja na skupščini delničarjev.

182. člen
(delnica v nematerializirani obliki)

(1) Delnice morajo biti izražene v nematerializirani obliki.

(2) Družba vloži pri klirinškodepotni družbi zahtevo za izdajo nematerializiranih delnic v 15 dneh od dneva, ko so izpolnjeni pogoji za vložitev zahteve pri klirinškodepotni družbi.

(3) Za delnice iz prejšnjega odstavka se uporabljajo določbe zakona, ki ureja nematerializirane vrednostne papirje in pravila klirinškodepotne družbe.

3. oddelek
USTANOVITEV

1. pododdelek
Skupne določbe

183. člen
(vsebina statuta)

(1) Statut, ki mora biti sestavljen v obliki notarskega zapisa, mora določati:
- ime, priimek in prebivališče ali firmo in sedež vsakega ustanovitelja;
- firmo in sedež družbe;
- dejavnosti družbe;

(1) Share issue certificates may be issued to shareholders by a company. For shares with a nominal value, share certificates shall also clearly indicate the nominal value of each share.

(2) The certificate referred to in the preceding paragraph may only be used as an evidential paper for exercising the right to participate in voting at the general meeting of shareholders.

Article 182
(Shares in dematerialised form)

(1) Shares must be issued in dematerialised form.

(2) A company shall file an application for the issue of shares in dematerialised form with the Central Securities Clearing Corporation within 15 days of the date on which the conditions for filing the application are fulfilled.

(3) The shares referred to in the preceding paragraph shall be subject to the provisions of the Act governing dematerialised securities and the Rules of the Central Securities Clearing Corporation.

Section 3
FORMATION

Subsection 1
Common provisions

Article 183
(Content of articles of association)

(1) Articles of association, which shall be drawn up in the form of a notarial record, shall lay down the following:
- the name, surname and place of residence or the company name and registered office of each founder;
- the company name and registered office of the company;
- the activity of the company;

- znesek osnovnega kapitala;
- če ima družba delnice z nominalnim zneskom: nominalni znesek delnic in število delnic vsakega nominalnega zneska, če je več razredov delnic, tudi razred delnic ter nominalne zneske in število delnic, ki se izdajo v posameznem razredu;
- če ima družba kosovne delnice: število delnic, če je več razredov delnic, tudi razred delnic in število delnic, ki se izdajo v posameznem razredu;
- ali se delnice glasijo na prinosnika ali na ime;
- znesek vplačanega kapitala na dan vpisa družbe v register in vsakokratni vplačani kapital;

- sistem upravljanja (enotirni ali dvotirni);
- število članov organov vodenja ali nadzora, ali akt, v katerem se to določi;
- mandatna doba članov organov vodenja ali nadzora;

- obliko in način objav, pomembnih za družbo ali delničarje;

- čas trajanja družbe, če je ustanovljena za določen čas, in

- način prenehanja družbe.

(2) Statut lahko posamezna vprašanja, ki jih ureja zakon, uredi drugače samo, če zakon tako izrecno določa. S statutom se lahko dodatna vprašanja uredijo le, če zakon teh vprašanj ne ureja celovito.

(3) Druga vprašanja, ki so pomembna za družbo in niso urejena s statutom, se lahko v skladu s tem zakonom uredijo v drugih aktih družbe.

184. člen
(preoblikovanje vrste delnic)

Če je določeno v statutu, se lahko na delničarjevo zahtevo njegova prinosniška delnica preoblikuje v imensko ali imenska v prinosniško.

- the amount of the share capital;
- if the company has shares with a nominal value: the nominal value of the shares and the number of shares for each nominal amount, and, where there is more than one class of shares, also the share class and the number of shares issued for each particular class;
- if the company has no-par value shares: the number of shares and, where there is more than one class of shares, also the share class and the number of shares issued for each particular class;
- whether the shares are bearer or registered shares;
- the amount of paid-in capital on the day the company was entered in the register and the paid-in capital which was paid in every other time;
- the system of management (one-tier or two-tier);
- the number of members of the management or supervisory bodies or the act by which this number is determined;
- the term of office of the members of management or supervisory bodies;
- the form and method of making announcements that are important for the company or the shareholders;
- the specified time period for the duration of which the company was formed if it was formed for a specified period of time;
- the method of dissolving the company.

(2) Matters regulated by an Act may only be regulated differently by the articles of association where an Act so explicitly provides. Additional matters may only be regulated by the articles of association where such matters are not comprehensively regulated by an Act.

(3) Other issues of importance for the company which are not regulated by the articles of association may be regulated by the company's other acts in accordance with this Act.

Article 184
(Conversion of shares)

Where so provided by the articles of association, a bearer share may be converted into a registered share or a registered share into a bearer share on the request of a shareholder.

185. člen
(objave podatkov in sporočil družbe)

V glasilu ali elektronskem mediju, ki ga določi statut družbe, se objavljajo podatki ali sporočila, za katere poslovodstvo meni, da so pomembni za delničarje.

186. člen
(posebne ugodnosti in ustanovitveni stroški)

(1) Posebne ugodnosti se lahko posameznim delničarjem ali tretji osebi določijo samo v statutu z navedbo upravičenca teh ugodnosti.

(2) Samo v statutu se lahko določijo tudi stroški, ki jih družba povrne delničarjem ali drugim osebam kot nadomestilo ali plačilo za pripravo ustanovitve družbe.

(3) Če posebne ugodnosti ali stroški iz prvega in drugega odstavka tega člena niso določeni v statutu, pogodbe in pravna dejanja, s katerimi se dajejo take ugodnosti ali določi povrnitev stroškov, proti družbi nimajo pravnega učinka. Tega ni mogoče odpraviti s spremembo statuta, potem ko je družba vpisana v register.

(4) Določbe o posebnih ugodnostih in stroških iz prvega in drugega odstavka tega člena se lahko spremenijo šele po petih letih od vpisa družbe v register.

187. člen
(stvarni vložki in stvarni prevzem)

(1) Če delničarji prispevajo vložke tako, da ne vplačajo emisijskega zneska delnic v denarju (stvarni vložki) ali če družba prevzame sedanje ali prihodnje obrate ali druge premoženjske predmete

Article 185
(Publication of company information and communications)

Information or communications which management believes to be important for the shareholders shall be published in the internal newsletter or an electronic medium laid down by the articles of association.

Article 186
(Special benefits and formation expenses)

(1) Special benefits for individual shareholders or third parties may only be laid down by the articles of association by indicating the person entitled to such benefits.

(2) Only the articles of association may define the costs which the company shall reimburse to the shareholders or to other persons as an allowance or as payment for preparations for the formation of the company.

(3) If special benefits or costs referred to in paragraphs one and two of this Article are not provided for by the articles of association, the contracts and legal acts granting such benefits or providing for the reimbursement of costs shall have no legal effect against the company. This cannot be remedied by amending the articles of association after the company has been entered in the register.

(4) The provisions on special benefits and costs referred to in paragraphs one and two of this Article may only be amended after five years from the date on which the company was entered in the register.

Article 187
(Non-cash contributions and non-cash acquisition)

(1) If shareholders make contributions other than by paying in the issue price of shares in money (non-cash contributions), or if the company acquires existing or future establishments or other items of

(stvarni prevzem), mora statut določiti: predmet stvarnega vložka ali stvarnega prevzema, osebo, od katere družba predmet pridobi, in število delnic, pri delnicah z nominalnim zneskom pa tudi njihov nominalni znesek, ki so zagotovljene s stvarnim vložkom ali stvarnim prevzemom. Kot stvarni vložek se šteje tudi, če družba prevzame premoženjski predmet, za katerega je zagotovljeno plačilo, ki naj se prišteje k vložku delničarja (stvarni prevzem).

(2) Kot stvarni vložki ali stvarni prevzem se lahko štejejo le tisti premoženjski predmeti ali pravice, katerih gospodarska vrednost je ugotovljiva. Dolžnost opraviti storitev se ne šteje za stvarni vložek ali stvarni prevzem v smislu tega člena.

(3) Če v statutu ni določb iz prvega odstavka tega člena, so pogodbe o stvarnih vložkih ali stvarnem prevzemu ter pravna dejanja za njihovo izvedbo proti družbi neveljavne. Če je dogovor o stvarnem vložku ali stvarnem prevzemu neveljaven, mora delničar vplačati emisijski znesek delnic.

(4) Po vpisu družbe v register se pomanjkljivosti iz prejšnjega odstavka ne da odpraviti s spremembo statuta.

(5) Za stvarni prevzem se smiselno uporabljajo določbe tega zakona o stvarnih vložkih.

2. pododdelek
Poustanovitev

188. člen
(naknadna ustanovitev poustanovitev)

(1) Pogodba, ki jo sklene družba z ustanovitelji ali delničarji, ki so v osnovnem kapitalu udeleženi z več kot 10% v prvih dveh letih po vpisu ustanovitve v register, in na podlagi katere družba pridobi stvari ali

property (non-cash acquisition), the articles of association shall lay down the following: the subject of the non-cash contribution or non-cash acquisition, the person from whom the subject is being acquired by the company, the number of shares determined by non-cash contribution or non-cash acquisition, and in the cases of shares with a nominal value also their nominal value. A non-cash contribution shall also be considered to exist if the company acquires an item of property for which payment is guaranteed and which should be added to the shareholder's contribution (non-cash acquisition).

(2) Only items of property or rights whose economic value can be established may be considered a non-cash contribution or non-cash acquisition. The duty to perform a service shall not be considered a non-cash contribution or a non-cash acquisition within the meaning of this Article.

(3) If the articles of association do not contain the provisions set out in paragraph one of this Article, any contracts on non-cash contributions or non-cash acquisition as well as legal actions for their execution against the company shall not be considered valid. If an agreement on non-cash contribution or non-cash acquisition is not valid, the shareholder shall pay in the issue price of shares.

(4) After the company is entered in the register, no deficiency referred to in the preceding paragraph of this Article may be rectified by means of amending the articles of association.

(5) The provisions of this Act relating to non-cash contributions shall apply *mutatis mutandis* to non-cash acquisitions.

Subsection 2
Subsequent formation

Article 188
(Subsequent formation)

(1) A contract concluded by a company with its founders or shareholders whose participation in the share capital equals more than 10 percent during the first two years after the entry of the company's

pravice za ceno, ki dosega najmanj desetino osnovnega kapitala družbe (v nadaljnjem besedilu: pogodba o poustanovitvi), začne veljati, ko skupščina sprejme sklep o soglasju za sklenitev pogodbe in je vpisana v register. Pravna dejanja družbe, opravljena za izpolnitev pogodbe o poustanovitvi, h kateri skupščina ni dala soglasja za sklenitev in ni vpisana v register, so neveljavna.

(2) Pogodba o poustanovitvi mora biti sklenjena v pisni obliki, razen če zakon za posamezne vrste pogodb določa, da morajo biti sklenjene v obliki notarskega zapisa. Družba mora vsakemu delničarju na sedežu družbe omogočiti, da pregleda pogodbo o poustanovitvi in mu na njegovo zahtevo najpozneje naslednji delovni dan in brezplačno dati prepis te pogodbe.

(3) Poslovodstvo mora pripraviti pisno poročilo o pogodbi o poustanovitvi. V poročilu mora poslovodstvo zlasti razložiti namen pridobitve premoženja, kar ureja pogodba o poustanovitvi.

(4) Pogodbo o poustanovitvi mora pregledati revizor. Za revizijo pogodbe o poustanovitvi se smiselno uporabljajo določbe 195. člena tega zakona.

(5) Nadzorni svet mora na podlagi poročila poslovodstva in poročila o reviziji pogodbe o poustanovitvi pregledati pogodbo in o tem pripraviti pisno poročilo.

(6) Na zasedanju skupščine je treba predložiti pogodbo o poustanovitvi in poročila iz tretjega do petega odstavka tega člena. Na začetku obravnave na skupščini mora poslovodstvo ustno razložiti vsebino pogodbe o poustanovitvi.

(7) Sklep skupščine o soglasju za sklenitev pogodbe o poustanovitvi je veljavno sprejet, če zanj glasujejo najmanj tri četrtine pri sklepanju zastopanega osnovnega kapitala. Če je pogodba o poustanovitvi sklenjena v prvem letu po vpisu družbe v register, je sklep skupščine o soglasju za sklenitev veljavno sprejet, če zanj glasuje najmanj tri četrtine celotnega osnovnega kapitala. Statut lahko določi tudi višje

formation in the register and on the basis of which the company acquires things or rights at a price that equals at least one-tenth of the company's share capital (hereinafter: subsequent formation contract) shall enter into force when the general meeting adopts a resolution giving consent to the conclusion of the contract and the contract is entered in the register. Legal acts performed by the company for the purposes of fulfilling a subsequent formation contract to which the general meeting has not consented and which is not entered in the register shall not be valid.

(2) A subsequent formation contract must be concluded in writing unless an Act provides that individual types of contracts should be concluded in the form of a notarial record. The company shall allow all shareholders to examine the subsequent formation contract at the company's registered office and deliver to them, on request, a gratuitous copy of the contract no later than on the following business day.

(3) The management shall draw up a written report on the subsequent formation contract. In this report, the management shall explain in particular the purpose of the acquisition of assets as regulated by the subsequent formation contract.

(4) A subsequent formation contract shall be examined by an auditor. The provisions of Article 195 of this Act shall apply *mutatis mutandis* to the audit of a subsequent formation contract.

(5) On the basis of the report by the management and the subsequent formation contract audit report, the supervisory board shall examine the contract and prepare a written report.

(6) The subsequent formation contract and the reports referred to in paragraphs three to five of this Article shall be submitted to the general meeting. At the beginning of the discussion at the general meeting, the management shall give an oral explanation of the content of the subsequent formation contract.

(7) The resolution of the general meeting in which consent for the conclusion of a subsequent formation contract is given, shall be valid, if at least three-quarters of the share capital represented at the meeting votes in favour of the resolution. If the subsequent formation contract is concluded in the first year following the entry of the company in the register, the general meeting's resolution to give consent to concluding a

kapitalske večine in druge zahteve.

(8) Pogodba o poustanovitvi, o kateri je odločala skupščina, se vključi v zapisnik skupščine ali pa se mu priloži.

(9) Poslovodstvo mora vložiti predlog za vpis pogodbe o poustanovitvi v register. Predlogu je treba priložiti:

- pogodbo o poustanovitvi v izvirniku ali notarsko overjenemu prepisu;
- zapisnik skupščine, ki je odločala o soglasju za sklenitev pogodbe o poustanovitvi, in
- poročila iz tretjega do petega odstavka tega člena.

(10) Registrski organ lahko zavrne predlog za vpis, če revizor ugotovi ali če je očitno, da je cena za pridobitev premoženja, ki je predmet pogodbe o poustanovitvi, neustrezno visoka.

(11) Pri vpisu pogodbe o poustanovitvi registrski organ v register vpiše:
- datum sklenitve pogodbe in datum zasedanja skupščine, ki je sprejela sklep o soglasju k pogodbi,

- premoženje, ki je predmet pogodbe, in
- ceno.

(12) Za odškodninsko odgovornost članov organov vodenja ali nadzora in drugih oseb za škodo, ki nastane družbi s pridobitvijo premoženja v nasprotju z določbami prvega do enajstega odstavka tega člena, se smiselno uporabljajo določbe 203. in 204. člena tega zakona.

(13) Določbe tega člena ne veljajo za premoženje, ki ga družba pridobi pri rednem poslovanju ali ga pridobi na podlagi izvršbe ali na organiziranem trgu.

subsequent formation contract shall be valid if at least three-quarters of the total share capital votes in favour of the resolution. Along with other requirements the articles of association may also prescribe that a larger majority of the capital is required.

(8) A subsequent formation contract on which the general meeting was deciding on shall be included in, or attached to, the minutes of the general meeting.

(9) The management shall file an application for entering the subsequent formation contract in the register. The application shall be accompanied by the following:
- the original or notarised copy of the subsequent formation contract;
- the minutes of the general meeting which decided on the consent to the conclude the subsequent formation contract; and
- the reports referred to in paragraphs three to five of this Article.

(10) The registration authority may dismiss the application for entry in the register if the auditor establishes or if it is evident that the acquisition price of the assets which are the subject matter of the subsequent formation contract is inappropriately high.

(11) On the entry of the subsequent formation contract, the registration authority shall enter in the register:
- the date of conclusion of the contract and the date on which the general meeting which adopted the resolution to consent to the contract was held;
- the assets which are the subject of the contract; and
- the price.

(12) The provisions of Articles 203 and 204 of this Act shall apply *mutatis mutandis* in respect of the damage liability of members of the management or supervisory bodies and other persons for damage caused to the company as a result of the acquisition of assets in contravention of the provisions of paragraphs one to eleven of this Article.

(13) The provisions of the first to twelfth paragraphs of this article shall not apply in respect of assets acquired by the company in the normal course of operations or by way of enforcement or on the regulated market.

3. pododdelek
Sočasna (simultana) ustanovitev

189. člen
(pojem)

Delniška družba se lahko ustanovi tako, da vsi ustanovitelji sprejmejo in podpišejo statut ter sami prevzamejo vse delnice.

190. člen
(ustanovitev družbe)

Družba je ustanovljena, ko ustanovitelji prevzamejo vse delnice.

191. člen
(vplačilo delnic)

(1) Delnice se lahko vplačajo v denarju ali s stvarnimi vložki.

(2) Vsaj tretjino osnovnega kapitala morajo sestavljati delnice, ki se vplačajo v denarju.

(3) Denarno plačilo je samo tisto plačilo, ki je bilo opravljeno z zakonitimi plačilnimi sredstvi na račun družbe, ki se ustanavlja, pri banki. Pri stvarnih vložkih ter stvarnem prevzemu in denarnih vplačilih mora biti družbi omogočeno trajno in prosto razpolaganje z njimi od trenutka vpisa družbe v register. Na vsako delnico, ki se vplača v denarju, mora biti pred vpisom delniške družbe v register vplačanih najmanj 25% njenega najmanjšega emisijskega zneska. Za delnice, ki so bile deloma krite s stvarnimi vložki, mora biti pred vpisom družbe v register v denarju vplačan tisti del, ki ni krit s plačilom s stvarnim vložkom.

(4) Če se delnice prodajajo nad najmanjšim emisijskim

Subsection 3
Simultaneous formation

Article 189
(Definition)

A public limited company may be formed by the adopting and signing of the articles of association by all founders who take on all the shares by themselves.

Article 190
(Formation of the company)

The company shall be formed once the founders acquire all shares.

Article 191
(Payment for shares)

(1) Shares may be paid for in money or non-cash contributions.

(2) A least one third of the share capital shall be composed of shares which have been paid for in cash.

(3) Only payments made with legal tender to the bank account of a company under formation shall be considered a cash payment. Non-cash contributions, non-cash acquisitions and cash payments, shall be at the company's permanent and free disposal from the moment the company is entered in the register. At least 25% of the minimum issue price of each share which is paid for in money shall be paid in before entering a public limited company in the register. For shares that were partly covered by non-cash contributions, the part which is not covered by payment with a non-cash contribution shall be paid for in money before the company is entered in the register.

(4) If the shares are sold above the minimum issue price, the

zneskom, mora biti ves presežek vplačan pred vpisom družbe v register.

(5) Če družbo ustanovi en ustanovitelj, mora delnice v celoti vplačati pred vpisom družbe v register ali zagotoviti družbi ustrezno varščino.

192. člen
(imenovanje prvih organov družbe)

(1) Ustanovitelji imenujejo prvi nadzorni svet ali prvi upravni odbor družbe in revizorja za prvo polno ali delno poslovno leto.

(2) Člani nadzornega sveta ali upravnega odbora so imenovani le do prve skupščine.

(3) Nadzorni svet imenuje člane prve uprave, upravni odbor pa lahko imenuje prve izvršne direktorje ali izvršne direktorice (v nadaljnjem besedilu: izvršni direktor).

193. člen
(ustanovitveno poročilo)

(1) Ustanovitelji morajo sestaviti pisno poročilo o poteku ustanovitve družbe (v nadaljnjem besedilu: ustanovitveno poročilo).

(2) V ustanovitvenem poročilu morajo biti prikazane bistvene okoliščine, od katerih je bilo odvisno plačilo za stvarne vložke ali stvarni prevzem. Pri tem se navedejo zlasti:

- pravni posli, s katerimi je družba pridobila stvarne vložke;
- če je v družbo vloženo podjetje, njegov dobiček zadnjih dveh let, in
- nabavni in proizvodni stroški v zadnjih dveh letih.

(3) V ustanovitvenem poročilu se navede tudi:
- ali in v kakšnem obsegu so bile ob ustanovitvi prevzete delnice za

entire surplus shall be paid in before the company is entered in the register.

(5) If a company is formed by a single founder, the founder shall pay in the shares in full before the company is entered in the register or provide appropriate collateral to the company.

Article 192
(Appointment of provisional governing bodies of a company)

(1) The founders shall appoint a provisional supervisory board or a provisional board of directors of the company and an auditor for the first full or partial financial year.

(2) The members of the supervisory board or the members of the board of directors shall be appointed only until the first general meeting.

(3) The supervisory board shall appoint the members of the provisional management board, while the board of directors may appoint provisional executive directors (hereinafter: executive director).

Article 193
(Formation report)

(1) The founders shall draw up a written report on the formation of the company (hereinafter: formation report).

(2) The formation report shall present the significant circumstances that determined the payment of non-cash contributions or a non-cash acquisition. In this regard, the formation report shall include in particular the following:
- legal transactions through which the company acquired non-cash contributions;
- if a company was contributed, its profit for the past two years; and
- acquisition and production costs for the past two years.

(3) The formation report shall also include the following:
- whether and to what extent shares were acquired on behalf of a

račun člana organa vodenja ali nadzora, in

- ali in na kako si je član organa vodenja ali nadzora pridobil posebno ugodnost ali plačilo za pripravo ustanovitve.

194. člen
(ustanovitvena revizija)

(1) Člani organov vodenja ali nadzora morajo preveriti potek ustanovitve družbe.

(2) Ustanovitev mora pregledati tudi en ali več ustanovitvenih revizorjev:
- če je član organa vodenja ali nadzora sam prevzel delnice;

- če so bile ob ustanovitvi prevzete delnice za račun člana organa vodenja ali nadzora;
- če si je član organa vodenja ali nadzora pridobil posebno ugodnost ali plačilo za pripravo ustanovitve, ali

- če se ustanovitev izvede s stvarnimi vložki, razen v primerih iz 194.a člena tega zakona.

(3) Ustanovitvene revizorje imenuje sodišče.

194.a člen
(ustanovitev s stvarnimi vložki brez ustanovitvene revizije)

(1) Ustanovitvenemu revizorju ni treba pregledati ustanovitve:

- če so predmet stvarnega vložka prenosljivi vrednostni papirji ali instrumenti denarnega trga, kakor jih določa zakon, ki ureja trg finančnih instrumentov, in je njihova vrednost določena kot tehtano povprečje enotnega tečaja, doseženega na enem ali več organiziranih trgih, kakor jih določa zakon, ki ureja trg finančnih instrumentov, v najmanj šest mesečnem obdobju, ki se konča en teden pred dnevom sprejema statuta;
- če je predmet stvarnega vložka, razen prenosljivih vrednostnih

member of the management or supervisory body on the formation of the company; and
- whether and how a member of the management or supervisory body obtained a special benefit or payment for preparing the formation of the company.

Article 194
(Formation audit)

(1) Members of the management or supervisory bodies shall verify the process of the formation of the company.

(2) One or more formation auditors shall examine the formation process:
- if a member of the management or supervisory body acquires shares;
- if shares were acquired on behalf of a member of the management or supervisory body at the time of formation ;
- if a member of the management or supervisory body obtained a special benefit or payment for preparing the formation of the company; or
- if the formation is carried out with non-cash contributions except in the cases referred to in Article 194a of this Act.

(3) Formation auditors shall be appointed by the court.

Article 194a
(Formation with non-cash contributions without a formation audit)

(1) Formation auditors need not examine the process of formation of the company in the following cases:
- if the subject of non-cash contribution is transferable securities or money market instruments as defined by the Act governing the financial instruments market and their value is determined as the price-weighted average of the single-price achieved in one or several regulated markets as defined by the Act governing the financial instruments market at least during a six-month period ending one week prior to the date of adoption of the articles of association;
- if the subject of non-cash contributions, except transferable

papirjev in instrumentov denarnega trga iz prejšnje alineje, že bil vrednoten s strani revizorja največ šest mesecev pred dnevom izročitve predmeta stvarnega vložka in je bilo vrednotenje opravljeno v skladu s splošno priznanimi standardi in načeli vrednotenja, ali

- če izvira poštena vrednost predmeta stvarnega vložka, razen prenosljivih vrednostnih papirjev in instrumentov denarnega trga iz prve alineje tega odstavka, iz posameznega predmeta stvarnega vložka, izkazanega v revidiranem letnem poročilu prejšnjega poslovnega leta.

(2) Potrdilo o tehtanem povprečju enotnega tečaja iz prve alineje prejšnjega odstavka izda upravljavec organiziranega trga, na katerega so uvrščeni prenosljivi vrednostni papirji ali instrumenti denarnega trga, ki so predmet stvarnega vložka. Namesto takšnega potrdila lahko pravilnost ugotovitve tehtanega povprečja potrdi ustanovitveni revizor.

(3) V primerih iz prvega odstavka tega člena mora statut poleg podatkov iz prvega stavka prvega odstavka 187. člena tega zakona določiti tudi, da ustanovitvenemu revizorju ni treba pregledati ustanovitve.

(4) V primerih iz prvega odstavka tega člena morajo člani organov vodenja ali nadzora v roku enega meseca po izročitvi predmeta stvarnega vložka predložiti registrskemu organu in na spletni strani AJPES ter glasilu ali elektronskem mediju družbe, če ga družba ima, objaviti izjavo, ki vsebuje:

- opis stvarnega vložka;
- njegovo vrednost, vir vrednotenja in v primeru iz druge alineje prvega odstavka tega člena ocenjevalne metode;
- podatke o tem, ali vrednost stvarnih vložkov dosega najmanj emisijsko vrednost delnic;
- izjavo, da v zvezi z ocenitvijo vrednosti stvarnega vložka niso nastale nove okoliščine iz petega odstavka tega člena.

(5) Če nastanejo nove okoliščine, ki občutno vplivajo na vrednost stvarnega vložka v času njegovega prispevanja, mora

securities and money market instruments referred to in the preceding indent, has already been valued by the auditor not more than six months before the date of delivery of a non-cash contribution and the valuation has been performed in accordance with the generally recognised standards and principles of valuation, or

- if the fair value of the non-cash contribution, except transferable securities and money market instruments referred to in the first indent of this paragraph, is derived from an individual subject of a non-cash contribution shown in the audited annual report for the preceding financial year.

(2) A certificate of the price-weighted average of the single-price referred to in the first indent of the preceding paragraph shall be issued by the operator of the regulated market on which the transferable securities or money market instruments that are the subject of a non-cash contribution are listed. Formation auditors may confirm the correctness of the weighted average calculation instead of such certificate.

(3) In the cases referred to in paragraph one of this Article, in addition to the information from paragraph one of Article 187 of this Act, the articles of association shall also lay down that the formation auditor need not examine the formation of the company.

(4) In the cases referred to in paragraph one of this Article, members of the management or supervisory bodies shall, within one month of the delivery of the subject of a non-cash contribution, submit to the registration authority and publish on the AJPES website and the company's internal newsletter or electronic media a statement which shall include:

- a specification of the non-cash contribution;
- its value, source of valuation, and, in the case referred to in indent two of paragraph one of this Article, the methods of valuation;
- information about whether the value of non-cash contributions equals at least the issue price of shares;
- a statement that no new circumstances referred to in paragraph five of this Article arose in connection with the valuation of the non-cash contribution.

(5) If new circumstances arise that significantly influence the value of a non-cash contribution at the time when such non-cash

ustanovitev ne glede na prvi odstavek tega člena pregledati en ali več ustanovitvenih revizorjev. Za takšne okoliščine se šteje tudi, če organiziran trg iz prve alineje prvega odstavka tega člena za te vrednostne papirje ali instrumente denarnega trga postane nelikviden. Ustanovitvena revizija se opravi na zahtevo članov organa vodenja ali nadzora. Če se v primerih iz druge ali tretje alineje prvega odstavka tega člena takšna revizija ne opravi, imenuje sodišče na predlog ustanoviteljev, katerih skupni deleži znašajo najmanj dvajsetino osnovnega kapitala, revizorja, ki pregleda ustanovitev. Predlog lahko ustanovitelji iz prejšnjega stavka vložijo do izročitve predmeta stvarnega vložka.

195. člen
(obseg ustanovitvene revizije)

(1) Ustanovitvena revizija mora ugotoviti zlasti:
- ali so podatki ustanoviteljev o prevzemu delnic, vložkih v osnovni kapital, posebnih ugodnostih in ustanovitvenih stroških ter stvarnih vložkih in stvarnem prevzemu pravilni in popolni;
- ali vrednost stvarnih vložkov in stvarnega prevzema dosega najmanj emisijsko vrednost delnic ali vrednost plačil, ki jih je treba za to zagotoviti.

(2) O vsaki reviziji se sestavi pisno poročilo, v katerem se opiše predmet stvarnega vložka ali stvarnega prevzema ter navede ocenjevalne metode, ki so bile pri tem uporabljene.

(3) Ustanovitveni revizor dostavi po en izvod poročila registrskemu organu ter poslovodstvu družbe. Poročilo si lahko vsakdo ogleda na registrskem organu.

(4) Glede poteka in pogojev revidiranja se za ustanovitveno revizijo smiselno uporablja zakon, ki ureja revidiranje. Glede odškodninske odgovornosti ustanovitvenih revizorjev se smiselno uporabljajo določbe tretjega odstavka 57. člena tega zakona.

contribution is made, the formation of the company shall be examined by one or more formation auditors notwithstanding the provision of paragraph one of this Article. Such circumstances shall also include the situation where the regulated market referred to in indent one of paragraph one of this Article becomes illiquid for such securities or money market instruments. The formation audit shall be performed at the request of members of the management or supervisory bodies. Should no such audit be performed in cases referred to in indents two or three of paragraph one of this Article, an auditor who shall examine the formation shall be appointed by the court on the proposal of the founders whose combined interests account for at least one-twentieth of the share capital. The founders referred to in the preceding sentence may file their proposal before delivery of the subject of a non-cash contribution.

Article 195
(Scope of formation audit)

(1) The formation audit shall establish in particular:
- whether the founders' data concerning the acquisition of shares, capital contributions, special benefits, non-cash contributions and non-cash acquisition are correct and complete;
- whether the value of non-cash contributions and non-cash acquisition equals at least the issue price of the shares or the value of payments which are to be provided for this purpose.

(2) A written report shall be drawn up for each audit, which shall describe the subject of a non-cash contribution or a non-cash acquisition and the assessment methods used.

(3) The formation auditor shall deliver one copy of the report to the registration authority and one copy to the company's management. The report shall be available for public inspection at the registration authority.

(4) Regarding the auditing procedure and conditions, the Act governing auditing shall apply *mutatis mutandis* to the formation audit. Paragraph three of Article 57 of this Act shall apply *mutatis mutandis* in respect of the damage liability of the formation auditors.

196. člen
(nesoglasja med ustanovitelji in ustanovitvenimi revizorji)

(1) Ustanovitveni revizorji lahko zahtevajo od ustanoviteljev vsa potrebna pojasnila in dokazila.

(2) Pri nesoglasjih med ustanovitelji in ustanovitvenimi revizorji glede obsega pojasnil in dokazil, ki jih morajo zagotoviti ustanovitelji, odloča sodišče.

197. člen
(plačilo in povračilo stroškov ustanovitvenih revizorjev)

Ustanovitveni revizorji imajo pravico do povračila stroškov in plačila za delo. Stroški in plačilo se določijo po tarifi, ki jo Slovenski inštitut za revizijo sprejme na podlagi zakona, ki ureja revizijo, in bremenijo družbo.

198. člen
(prijava družbe za vpis v register)

Družbo prijavijo za vpis v register člani organov vodenja ali nadzora.

199. člen
(vsebina prijave za vpis v register)

(1) Prijava za vpis v register vsebuje:
- navedbo zneska, za katerega se izdajo delnice;
- dokazilo pooblaščene banke, da poslovodstvo z vplačanim zneskom prosto razpolaga;
- zagotovilo ustanoviteljev, da so seznanjeni z dolžnostjo obveščanja registrskega organa ter da ni zadržkov ali okoliščin, ki bi nasprotovale drugemu odstavku 255. člena tega zakona;

- določitev obsega upravičenja članov poslovodstva za zastopanje.

Article 196
(Differences between founders and formation auditors)

(1) Formation auditors may request all necessary clarifications and evidence from the founders.

(2) Any differences between the founders and formation auditors as to the scope of clarifications and evidence to be provided by the founders shall be decided by the court.

Article 197
(Payment and reimbursement of expenses to formation auditors)

Formation auditors shall be entitled to reimbursement of their expenses and remuneration for their work. The expenses and their remuneration shall be determined in accordance with the rates set by the Slovenian Institute of Auditors pursuant to the Act governing auditing and shall be borne by the company.

Article 198
(Application for entry in the register)

Members of the management or supervisory bodies shall submit an application for entering the company in the register.

Article 199
(Content of the application for entry in the register)

(1) The application for entry the register shall include:
- the amount for which shares are issued;
- certificate issued by an authorised bank that the management is free to dispose of the sum paid in;
- assurance from the founders that they are aware of the duty to provide information to the registration authority and that there are no constraints or circumstances in contravention of the provisions of paragraph two of Article 255 of this Act.
- the scope of entitlements enjoyed by the management in

(2) Prijavi za vpis v register iz prejšnjega odstavka se priložijo še:

- statut in listine, na podlagi katerih je bil statut pripravljen, in listine, na podlagi katerih so ustanovitelji prevzeli delnice;

- obračun ustanovitvenih stroškov, ki bremenijo družbo. V tem obračunu se navedejo plačila po zaporedju in višini, prejemniki izplačil pa posamično;
- listine o imenovanju organov vodenja ali nadzora;

- ustanovitveno poročilo in poročila o reviziji ustanovitve članov organov vodenja ali nadzora;
- poročilo ustanovitvenih revizorjev, če so ti pregledali ustanovitev;

- v primeru iz prve alineje prvega odstavka 194.a člena tega zakona potrdilo o tehtanem povprečju enotnega tečaja iz drugega odstavka 194.a člena tega zakona;
- v primerih iz prvega odstavka 194.a člena tega zakona izjavo organov vodenja in nadzora, da ustanovitelji iz petega odstavka 194.a člena tega zakona niso predlagali imenovanja revizorja.

K poročilom iz četrte in pete alineje morajo biti priložene tudi listine, na katerih temeljijo bistvene ugotovitve iz teh poročil.

(3) Člani poslovodstva morajo svoj podpis shraniti pri registrskem organu.

(4) Predloženi dokumenti se na registrskem organu shranijo v izvirniku ali overjenem prepisu.

200. člen
(zavrnitev prijave za vpis v register)

(1) Registrski organ mora preveriti, ali je družba pravilno ustanovljena in prijavljena. Če ni, mora registrski organ vpis zavrniti.

(2) Registrski organ lahko vpis zavrne tudi, kadar ustanovitveni

representing the company.

(2) The application for entry in the register referred to in the preceding paragraph shall also be accompanied by the following:

- articles of association and documents on the basis of which the articles of association were drawn up and documents on the basis of which the founders acquired their shares;
- calculation of formation costs chargeable which are borne by the company. This calculation shall include payments by maturity and by amount; payment recipients shall be stated individually;
- documents relating to the appointment of the management or supervisory bodies;
- formation report and formation audit reports for members of the management or supervisory bodies;
- formation auditors' report in cases where the examination of the formation of the company took place;
- in the case referred to in indent one of paragraph one of Article 194a of this Act, a certificate of the price-weighted average of the single-price referred to in paragraph two of Article 194a of this Act;
- in the cases referred to in paragraph one of Article 194a of this Act, a statement by the management and supervisory bodies that the founders referred to in paragraph five of Article 194a of this Act made no proposal for the appointment of an auditor.

Reports referred to in indents four and five shall also be accompanied by documents which are the basis for significant findings of these reports.

(3) Members of management shall deposit their specimen signatures with the registration authority.

(4) The originals or certified copies of the submitted documents shall be kept by the registration authority.

Article 200
(Dismissal of the application for entry in the register)

(1) The registration authority shall verify that the company has been properly formed and registered. If this is not the case, the registration authority shall reject the entry in the register.

(2) The registration authority may also dismiss an application

revizorji ugotovijo ali če je očitno, da je ustanovitveno poročilo ali poročilo članov organov vodenja ali nadzora nepravilno, nepopolno ali v nasprotju z zakonom; to velja tudi, če ustanovitveni revizorji izjavijo ali če registrski organ ugotovi, da je vrednost stvarnih vložkov ali stvarnega prevzema bistveno manjša od najmanjšega emisijskega zneska delnic ali plačila, ki jih je zaradi tega treba zagotoviti.

201. člen
(vsebina vpisa)

V register se vpišejo tudi:
- višina osnovnega kapitala in morebitnega odobrenega kapitala;
- dan sprejetja statuta;
- imena, priimki in prebivališča članov poslovodstva;
- trajanje družbe, če je ustanovljena za določen čas, in
- upravičenja članov poslovodstva za zastopanje.

202. člen
(objava vpisa)

(1) Poleg vsebine vpisa v register iz prejšnjega člena se objavijo še:
- podatki iz prvega odstavka 183. člena ter 184. do 187. člena tega zakona;
- statut ali drugi akt o sestavi poslovodstva;
- emisijski znesek delnic;
- ime, priimek in prebivališče ali firma in sedež ustanoviteljev;
- ime, priimek in prebivališče članov prvega nadzornega sveta ali upravnega odbora.

(2) Sočasno se objavi, da je na registrskem organu mogoč vpogled v predloženo dokumentacijo, zlasti v poročila članov organa

for entry in the register if the formation auditors establish or if it is clear that the formation report or the report from the members of the management or supervisory bodies are inaccurate, incomplete or do not comply with an Act; the same shall apply if the formation auditors declare or the registration body determines that the value of non-cash contributions or of a non-cash acquisition is significantly lower than the minimum issue price of shares or payments which need to be provided for their issue.

Article 201
(Subject of registration)

The following shall also be entered in the register:
- the amount of share capital and potential authorised share capital;
- the date of adoption of the articles of association;
- the names, surnames and places of residence of the members of management;
- the specified time period for the duration of which the company was formed if it was formed for a specified period of time; and
- entitlements enjoyed by the management in representing the company.

Article 202
(Publication of registration)

(1) In addition to the subject of registration referred to in the preceding article, the following shall also be published:
- the details set out in paragraph one of Article 183 and Articles 184 to 187 of this Act;
- articles of association or other act governing the composition of the management;
- the issue price of shares;
- the full names and places of residence or company names and registered offices of the founders;
- the full names and places of residences of the provisional supervisory or management board members.

(2) At the same time, an announcement shall be made that the submitted documents can be inspected at the registration authority,

vodenja ali nadzora in ustanovitvenih revizorjev.

203. člen
(odgovornost ustanoviteljev)

(1) Ustanovitelji so odgovorni družbi kot solidarni dolžniki za škodo, ki nastane zaradi netočnosti podatkov, danih v zvezi z ustanovitvijo družbe.

(2) Če ustanovitelji namenoma ali iz hude malomarnosti oškodujejo družbo s stvarnimi vložki ali ustanovitvenimi stroški, morajo škodo povrniti kot solidarni dolžniki. Ustanovitelj, ki je ravnal kot dober gospodarstvenik, za to škodo ni odgovoren.

204. člen
(odgovornost drugih oseb)

Poleg ustanoviteljev in oseb, za katerih račun so ustanovitelji prevzeli delnice, mora družbi kot solidarni dolžnik povrniti škodo tudi druga oseba:

- če je pri prejemu plačila, ki v nasprotju s predpisi ni bilo všteto med ustanovitvene stroške, vedela ali bi morala vedeti, da gre za namerno utajo, ali če je k tej utaji pripomogla;
- če je s stvarnimi vložki namenoma ali iz hude malomarnosti oškodovala družbo ali tako oškodovanje omogočila;

- če je pred vpisom družbe v register ali v prvih dveh letih po njenem vpisu javno napovedala delnice, zato da bi jih dala v promet, če je vedela ali bi kot dober gospodarstvenik morala vedeti za nepravilnost ali nepopolnost podatkov, danih za ustanovitev družbe, ali za oškodovanje družbe s stvarnimi vložki.

particularly reports by the members of the management or supervisory bodies and formation auditors.

Article 203
(Liability of founders)

(1) The founders shall be jointly and severally liable to the company for damage arising from inaccurate information provided in connection with the formation of the company.

(2) If the founders intentionally or though gross negligence cause damage to the company through non-cash contributions or formation expenses, they shall be jointly and severally liable to compensate the company for the damage thus incurred. Founders who act with the diligence of a good businessperson shall not be liable for such damage.

Article 204
(Liability of other persons)

In addition to the founders and persons on whose behalf the founders have acquired shares, the following persons shall also be jointly and severally liable to the company for the compensation of damages:

- a person who, on receipt of payment which was not included among the formation expenses contrary to regulations, was aware or should have been aware of the intentional evasion or abetted such evasion;
- a person who intentionally or through gross negligence causes damage to the company by means of non-cash contributions or makes such damage possible;
- a person who, prior to the entry of the company in the register or during the first two years after its registration, publicly announces shares with the intent of putting them into circulation, if that person was aware of or, if they were acting with the diligence of a good businessperson, should have been aware of the inaccuracy or incompleteness of the information provided for the formation of the company, or of damage caused to the company through non-cash contributions.

205. člen
(poslovanje pred vpisom v register)

(1) Če družba prevzame dolg pred vpisom v register, za veljavnost prevzema ni potrebna privolitev upnika, če družba odobri prevzem dolga v treh mesecih po vpisu družbe v register in to sporoči upniku in dolžniku.

(2) Pred vpisom družbe v register se pravica do deleža ne more prenesti, delnica ali začasnica pa se ne more izdati. Prej izdane delnice ali začasnice so nične. Za škodo, nastalo iz take izdaje, so odgovorni njihovi izdajatelji imetnikom kot solidarni dolžniki.

206. člen
(družba z enim delničarjem)

Če postane imetnik vseh delnic en sam delničar ali poleg njega še družba, mora biti to vpisano v register. V register se vpišejo tudi ime in priimek ter prebivališče ali firma in sedež edinega delničarja.

4. pododdelek
Postopna (sukcesivna) ustanovitev

207. člen
(pojem)

(1) Družba se lahko ustanovi tudi tako, da se delnice vpisujejo na podlagi oglasa z vabilom k javnemu vpisu delnic (v nadaljnjem besedilu: prospekt), kot ga določa zakon, ki ureja trg finančnih instrumentov, če zakon ne določa drugače. Za tako ustanovitev se smiselno uporabljajo določbe prejšnjega pododdelka, če določbe tega

Article 205
(Operations before entry in the register)

(1) If a company assumes a debt before entry in the register, no consent of the creditor shall be required for the validity of debt assumption, provided that the debt assumption is approved by the company within three months of the company's entry in the register and notified to the creditor and the debtor.

(2) The right to an interest may not be transferred and no shares or interim certificates may be issued before the company is entered in the register. Shares or interim certificates issued before this time shall be void. The issuers shall be jointly and severally liable to the holders of such shares and interim certificates for damage arising from any such issue.

Article 206
(Company with a single shareholder)

If a single shareholder becomes the holder of all shares, or if the only other shareholder is the company itself, this must be entered in the register. The name and surname, as well as the place of residence or company name and registered office of the sole shareholder shall also be entered in the register.

Subsection 4
Successive formation

Article 207
(Definition)

(1) A company may also be formed through a subscription for shares which is based on an announcement containing a public invitation to subscribe shares (hereinafter: prospectus), as provided by the Act governing the financial instruments market, unless otherwise laid down by an Act. The provisions of the previous Subsection shall apply *mutatis*

pododdelka ne določajo drugače.

(2) Ustanovitelji sprejmejo statut, objavijo prospekt in prevzamejo del delnic.

208. člen
(vpis in vplačilo delnic)

(1) Delnice in denarna vplačila zanje se vpisujejo samo pri bankah.

(2) Pri banki iz prejšnjega odstavka morajo biti vpisnikom na vpogled statut, poročila ustanoviteljev in revizorjev ter prospekt.

209. člen
(vpisnica)

(1) Vsak vpisnik mora podpisati tri izvode izjave o vpisu delnic (vpisnica), enega zase, druga dva za družbo. Če vpis delnic opravlja pooblaščenec, je treba vpisnicam, ki ostanejo družbi, priložiti pooblastilo.

(2) Vpisnica mora vsebovati:
- število, razred vpisanih delnic in emisijski znesek, po katerem se vpisujejo;
- če ima družba delnice z nominalnim zneskom, njihov nominalni znesek;
- izjavo vpisnika, da bo delnice vplačal pod pogoji, določenimi v prospektu;
- denarni znesek, ki ga vplača vpisnik pri vpisu delnic;
- vpisnikovo izjavo, da pozna statut, prospekt in poročila ustanoviteljev in revizorjev ter soglaša s statutom in ustanovitvijo družbe;
- vpisnikov ali pooblaščenčev podpis z oznako prebivališča ali firme in sedeža ter podpis pooblaščenca banke, pri kateri so bili opravljeni

mutandis to this type of formation unless otherwise laid down by the provisions of this Subsection.

(2) The founders shall adopt the articles of association, publish a prospectus and acquire part of the shares.

Article 208
(Subscription and payment for shares)

(1) Shares and cash payment for shares may only be subscribed in banks.

(2) The articles of association, reports by the founders and the auditors as well as the prospectus shall be made available to subscribers for inspection at the banks referred to in the preceding paragraph.

Article 209
(Subscription form)

(1) Each share subscriber shall sign three copies of the statement of subscription for shares (subscription form): one to retain and the other two for the company. If the subscription for shares is carried out by an authorised person, the copies of the subscription form received by the company shall be accompanied by a letter of authorisation.

(2) The subscription form shall contain the following:
- the number and class of subscribed shares and the issue price at which they are subscribed;
- if the company has shares with a nominal value, the nominal value of such share;
- a statement by the subscriber confirming that they will pay in shares under the conditions set out in the prospectus;
- the amount of money that the subscriber will pay in for shares;
- a statement by the subscriber that they are acquainted with the articles of association, the prospectus and the reports by the founders and auditors and that they agree with the articles of association and the formation of the company;
- the signature of the subscriber or the person they authorised with an indication of the place of residence or company name and registered

vpisi in vplačila ter pisno potrdilo o prejetem vplačilu.

(3) Vpisnica, ki ne vsebuje predpisanih podatkov ali v nasprotju s tem zakonom omejuje vpisnikovo obveznost, je nična.

210. člen
(neuspel vpis)

(1) Rok za vpisovanje in vplačilo delnic ne sme biti daljši od treh mesecev od dneva, določenega za začetek vpisovanja.

(2) Če v roku iz prejšnjega odstavka vse ponujene delnice niso vpisane in pravilno vplačane, lahko ustanovitelji v 15 dneh po poteku tega roka nevpisane in nevplačane delnice sami prevzamejo ali vpišejo.

(3) Če se ponujene delnice niti na način iz prejšnjega odstavka ne prevzamejo ali vpišejo in pravilno vplačajo, se šteje, da ustanovitev ni bila uspešna, ustanovitelji pa morajo v nadaljnjih 15 dneh z novim oglasom pozvati vpisnike, naj dvignejo vplačane zneske.

(4) Osebe, ki so dale stvarne vložke ali prevzele delnice brez vpisa na podlagi prospekta, je treba posebej opozoriti, naj prevzamejo, kar so vplačale ali vložile za družbo, katere ustanovitev ni bila uspešna.

211. člen
(nepravočasna vplačila)

(1) Če se katero nadaljnje vplačilo, ki dospe pred vpisom družbe v register, ne opravi pravočasno, lahko ustanovitelji prevzem ali vpis teh delnic razglasijo za neveljaven, delnice pa lahko prevzamejo sami ali kdo drug.

office and a signature of the authorised person of the bank at which the subscriptions and payments were carried out, and written confirmation from the bank that the payment has been received.

(3) A subscription form that does not contain the required information or restricts the subscriber's obligations in contravention of this Act shall be void.

Article 210
(Unsuccessful subscription for shares)

(1) The time limit for subscribing and paying for shares shall not exceed three months from the day determined as the start of the subscription.

(2) If all offered shares are not subscribed for and properly paid in, the founders may acquire or subscribe for the unsubscribed and unpaid shares within 15 days of the expiry of this time limit.

(3) If all offered shares are not acquired or subscribed for and correctly paid in even in the manner described in the preceding paragraph, it shall be deemed that the formation is unsuccessful and the founders shall within the next 15 days publish a new announcement calling for subscribers to collect the sums paid in.

(4) The attention of persons that paid in non-cash contributions or that acquired shares without subscription on the basis of the prospectus shall be drawn to the fact that they are to collect the amounts they paid in or contributed to the company whose formation was not successful.

Article 211
(Late payments)

(1) If any subsequent payment falling due before registering the company is not made on time, the founders shall have the right to declare the acquisition or the subscription for these shares to be invalid and the shares may be acquired by the founders themselves or some other person.

(2) Vplačila, ki so jih opravili prejšnji prevzemniki ali vpisniki, pripadejo družbi.

212. člen
(razdelitev vpisanih delnic)

(1) Če sta bili vpisovanje in plačevanje delnic uspešni, morajo ustanovitelji v 15 dneh po poteku roka, ki je v prospektu določen za vpisovanje delnic, delnice razdeliti med vpisnike. Delnic ne smejo dodeliti vpisnikom, katerih plačilna nesposobnost je znana kateremu od ustanoviteljev.

(2) V primeru iz drugega odstavka 210. člena tega zakona je treba delnice razdeliti v enem mesecu po poteku roka, ki je bil v prospektu določen za vpisovanje delnic.

(3) V banki, pri kateri so se delnice vpisovale, se morajo vpisnikom dati na vpogled popolni seznami, iz katerih je razvidno, koliko delnic vsake vrste ali razreda je bilo vpisanih in dodeljenih vsakemu vpisniku. Seznam mora vsebovati napotilo, naj vpisniki, ki jim ni bila dodeljena nobena ali jim niso bile dodeljene vse vpisane delnice, dvignejo preveč vplačane zneske.

213. člen
(razpolaganje z vplačili)

Ustanovitelji ne smejo razpolagati z vplačili za delnice, poslovodstvo pa lahko z vplačili razpolaga šele, ko je družba vpisana v register. Posebna nadomestila, povračila in nagrade se ne morejo izplačevati v breme osnovnega kapitala družbe.

214. člen
(sklic ustanovne skupščine)

(1) Ustanovna skupščina mora biti najpozneje v dveh mesecih po poteku s prospektom določenega roka za vpisovanje delnic. Ustanovitelji jo morajo sklicati z oglasom, ki se mora objaviti enako kot

(2) Payments made by the previous acquirers or subscribers shall accrue to the company.

Article 212
(Allocation of subscribed shares)

(1) If the subscription and payment for shares have been successful, the founders shall allocate the shares among the subscribers within 15 days of the expiry of the time limit laid down for the subscription for shares in the prospectus. Shares may not be allocated to subscribers if any of the founders is aware of their insolvency.

(2) In the case referred to in paragraph two of Article 210 of this Act shares shall be allocated within one month of the expiry of the time limit laid down for share subscription in the prospectus.

(3) Complete lists detailing the number of each type or class of shares subscribed for and allocated to each subscriber shall be made available for inspection by the subscribers at the bank through which the subscription for shares was carried out. The list shall include an instruction for subscribers to whom no shares or not all the shares they subscribed for have been allocated to collect the excess amounts paid in.

Article 213
(Disposal of payments)

The founders may not dispose of payments made for shares, and the management may only dispose of the payments after the company has been entered in the register. Special allowances, refunds and bonuses may not be paid by debiting the company's share capital.

Article 214
(Convening of the founders' meeting)

(1) The founding general meeting shall be held no later than two months after the expiry of the time limit laid down for the completion of the subscription for shares in the prospectus. The founders shall

prospekt in to tako, da poteče med dnem zadnje objave prospekta in ustanovno skupščino najmanj 15 dni.

(2) V roku iz prejšnjega odstavka je treba vpisnikom, ki so jim bile dodeljene delnice v banki, pri kateri so se delnice vpisovale, po preudarku ustanoviteljev pa tudi na drugih krajih, omogočiti pregled statuta, poročil ustanoviteljev in revizorjev, seznama vpisnic, poročila ustanoviteljev o ustanovitvenih stroških, seznamov o razdelitvi delnic ter seznama oseb, ki so prevzele delnice brez vpisa na podlagi prospekta z navedbo, koliko delnic katere vrste in razreda je vsaka od njih prevzela.

(3) Sodišče lahko na podlagi utemeljenih razlogov na prošnjo ustanoviteljev rok za izvedbo ustanovne skupščine podaljša za mesec dni.

(4) Če ni za ustanovno skupščino posebnih določb, veljajo zanjo določbe tega zakona o skupščini.

215. člen
(posledice, če ni ustanovne skupščine)

(1) Če ustanovna skupščina ni pravočasna, se šteje, da ustanovitev družbe ni bila uspešna.

(2) Ustanovitelji morajo v 15 dneh po poteku roka za izvedbo skupščine z oglasom, objavljenim enako kot prvi prospekt, pozvati vpisnike delnic, naj dvignejo svoja vplačila.

(3) Če ustanovitelji tega oglasa ne objavijo pravočasno, ga objavi sodišče na predlog katerega od vpisnikov in za stroške ustanoviteljev.

216. člen

convene the founding general meeting by publishing an announcement in the same manner as the prospectus and by allowing at least 15 days between the date of the last publication of the prospectus and the date of the founding general meeting.

(2) At the bank through which the share subscription was carried out and at the discretion of the founders at other places, the subscribers who were allocated shares shall be allowed to inspect the articles of association, reports by the founders and auditors, the list of subscription forms, the report by the founders on formation expenses, the lists detailing the allocation of shares and the list of persons that acquired shares without subscription on the basis of the prospectus, with an indication of the number of the type and class of shares acquired by each such person, within the time limit set out in the preceding paragraph.

(3) The court may extend the time limit for holding the founding general meeting by one month upon receiving a request based on well-founded reasons from the founders

(4) In the absence of any special provisions for the founding general meeting, the provisions of this Act concerning the general meeting shall apply.

Article 215
(Consequences of failure to hold the founding general meeting)

(1) If the founding general meeting is not held on time, it shall be deemed that the formation of the company was not successful.

(2) Within 15 days of the expiry of the time limit for holding a founding general meeting, the founders shall publish an announcement in the same manner as the first prospectus and call upon share subscribers to collect their payments.

(3) If the founders fail to publish this announcement on time, the announcement shall be published by the court on the proposal of one of the subscribers, and at the founders' expense.

Article 216

(sklepčnost in vnovičen sklic)

(1) Ustanovna skupščina mora biti na sedežu družbe, če ni bil v prospektu določen drug kraj.

(2) Na ustanovni skupščini mora biti zastopana večina vseh delnic; če je predvidena izdaja delnic različnih razredov, pa tudi večina vsakega razreda.

(3) Ustanovno skupščino odpre notar, ki ga morajo povabiti ustanovitelji. Notar mora sestaviti seznam navzočih vpisnikov in prevzemnikov delnic ali njihovih zastopnikov ter ugotoviti, ali so izpolnjeni pogoji iz prejšnjega odstavka.

(4) Če skupščina ni izvedena po pravilih iz prvega do tretjega odstavka tega člena in če rok ni bil podaljšan po tretjem odstavku 214. člena tega zakona, lahko ustanovitelji vnovič skličejo ustanovno skupščino, in sicer najpozneje v 15 dneh; med dnem sklica in dnem nove skupščine mora poteči najmanj osem in največ 15 dni.

(5) Če ustanovitelji skupščine vnovič ne skličejo ali če tudi ta ni izvedena po pravilih iz prvega do četrtega odstavka tega člena, se šteje, da ustanovitev družbe ni bila uspešna.

217. člen
(potek ustanovne skupščine)

(1) Po odprtju izvoli skupščina predsednika ali predsednico (v nadaljnjem besedilu: predsednik) in dva preštevalca glasov. Nato se preberejo poročila ustanoviteljev in revizorjev, priloge k tem poročilom pa samo na zahtevo delničarjev, ki imajo najmanj 10% vseh glasov navzočih ali zastopanih delničarjev.

(2) Skupščinski zapisnik vodi notar, poleg njega ga morajo

(Quorum and reconvening of the founding general meeting)

(1) The founding general meeting shall be held at the registered office of the company if no other location is specified in the prospectus.

(2) The majority of all shares shall be represented at the founding general meeting; as well as the majority of shares for each class, if the issue of various classes of shares is envisaged.

(3) The founding general meeting shall be opened by a notary, which shall be invited by the founders. The notary shall draw up a list of share subscribers and acquirers present or their representatives and establish whether the conditions laid down in the preceding paragraph have been met.

(4) If the meeting is not carried out in accordance with the provisions laid out in paragraphs one to three of this Article and if the time limit has not been extended in accordance with paragraph three of Article 214 of this Act, the founders may reconvene the founding general meeting no later than within 15 days; at least eight and no more than 15 days shall pass between the date on which a new founding general meeting is convened and the date on which the new founding general meeting is held.

(5) If the founders do not reconvene the founding general meeting or if the new founding general meeting is not carried out in accordance with paragraphs one to four of this Article, it shall be deemed that the formation of the company has not been successful.

Article 217
(Procedure of the founding general meeting)

(1) After the meeting is opened, a chair (hereinafter: chair) and two vote counters shall be elected. Thereafter the reports of the founders and auditors shall be read, while annexes to these reports shall only be read at the request of the shareholders that hold at least 10% of all the votes of the present or represented shareholders.

(2) The minutes of the founding general meeting shall be kept

podpisati še predsednik skupščine, oba preštevalca glasov in ustanovitelji družbe.

218. člen
(pristojnost ustanovne skupščine)

(1) Ustanovna skupščina:
- ugotavlja, ali so vpisane ali prevzete vse delnice in ali so bile razdeljene delnice ter ali so vplačila, ki morajo biti plačana do ustanovne skupščine, vplačana v skladu s tem zakonom in statutom;

- ugotavlja, ali so glede stvarnih vložkov vse zahteve izpolnjene tako, da bo družba s stvarnimi vložki lahko prosto razpolagala, takoj ko bo vpisana v register;

- ugotavlja največji dovoljeni znesek ustanovnih stroškov, ki bremenijo družbe;
- izvoli tiste organe družbe, za katere je po zakonu ali statutu pristojna skupščina.

(2) Družba je ustanovljena, ko skupščina sprejme vse sklepe iz prejšnjega odstavka.

(3) Poleg prilog iz drugega odstavka 199. člena tega zakona je treba prijavi za vpis v register priložiti sklepe iz prvega odstavka tega člena.

219. člen
(glasovanje)

(1) Na ustanovni skupščini daje vsaka delnica en glas.

(2) O ugotovitvah iz druge alineje prvega odstavka prejšnjega člena se mora glasovati posebej za vsak stvarni vložek, pri čemer ustanovitelji in vpisniki ali prevzemniki delnic na podlagi stvarnih vložkov

by a notary. The minutes shall be signed by the notary, the chair of the meeting, the two vote counters and the founders of the company.

Article 218
(Powers of the founding general meeting)

(1) The founding general meeting shall:
- establish whether all shares have been subscribed or acquired, whether the shares have been allocated and whether the payments which should have been made by the time of the founding general meeting have been made in accordance with this Act and the articles of association;
- determine whether all requirements in respect of non-cash contributions have been met so that the company will be able to dispose freely of non-cash contributions as soon as they are entered in the register;
- determine the maximum permitted amount of formation expenses to be borne by the company;
- elect the bodies of the company which fall within the powers of the general meeting in accordance with an Act or the articles of association.

(2) A company shall be formed when the general meeting has adopted all of the resolutions referred to in the preceding paragraph.

(3) In addition to the documents specified in paragraph two of Article 199 of this Act, the application for entry in the register shall be accompanied by the resolutions referred to in paragraph one of this Article.

Article 219
(Voting)

(1) At the founding general meeting, each share shall carry one vote.

(2) Votes shall be cast separately for each non-cash contribution regarding the findings referred to in indent two of paragraph one of the preceding article, while the founders and those that have

nimajo glasovalne pravice. O vprašanjih iz tretje alineje prvega odstavka prejšnjega člena ustanovitelji nimajo glasovalne pravice.

(3) Na ustanovni skupščini se sklepa z večino na skupščini zastopanih delnic, ki niso izvzete iz glasovanja.

(4) Sprememba statuta glede določb 183. člena tega zakona se lahko sprejme le s soglasjem vseh vpisnikov in prevzemnikov delnic. O spremembi drugih določb statuta je mogoče odločati le, če so navzoči upravičenci, katerih glasovi pomenijo vsaj dve tretjini osnovnega kapitala. Odločitev mora biti soglasna.

220. člen
(vnovični preizkus poročila ustanoviteljev)

(1) Če ustanovna skupščina zavrne predlog, naj se vnovič preizkusi poročilo ustanoviteljev, je treba preizkus vseeno opraviti, če to še pred izvolitvijo organov družbe zahtevajo vpisniki in prevzemniki vsaj ene petine vseh delnic, vplačanih v denarju.

(2) Vpisniki in prevzemniki, ki delnice vplačujejo samo v denarju, izvolijo tri poverjenike. Enega od njih lahko s posebnim glasovanjem izberejo vpisniki in prevzemniki, ki so zahtevali vnovični preizkus poročila ustanoviteljev; ti sodelujejo tudi pri volitvah drugih poverjenikov.

(3) Po izvolitvi poverjenikov ustanovna skupščina prekine delo za sedem dni in določi dan in uro vnovičnega zasedanja skupščine brez vnovičnega sklica.

(4) Poverjeniki ustanovni skupščini predložijo svoje pisno poročilo. Če večina poverjenikov oceni vrednost stvarnih vložkov na manj kot dve tretjini prvotne ocenitve, mora ustanovna skupščina sklepati o tem,

subscribed or acquired shares on the basis of non-cash contributions shall not have the right to vote. The founders shall not be entitled to vote on matters referred to in indent three of paragraph one of the preceding Article.

(3) At the founding general meeting, resolutions shall be passed by the majority of shares represented at the meeting which are not excluded from voting.

(4) An amendment to the articles of association in respect of the provisions of Article 183 of this Act may only be adopted with the consent of all subscribers and acquirers of shares. A decision to amend any other provisions of the articles of association may only be voted upon if the persons who are entitled to vote and whose votes represent at least two thirds of the share capital are present at the meeting. The decision shall be unanimous.

Article 220
(Re-examination of the founding general report)

(1) If the founding general meeting dismisses a proposal to re-examine the founders' report, such re-examination shall nevertheless be carried out if it is requested prior to the election of the company's bodies by the subscribers and acquirers of at least one-fifth of all shares which are paid in cash.

(2) Subscribers and acquirers who pay their shares exclusively in cash shall elect three commissioners. One of the commissioners may be selected by a separate vote by the subscribers and acquirers who requested the re-examination of the founding general report. They shall also participate in the election of other commissioners.

(3) After the election of the commissioners the founding general meeting shall suspend its work for seven days and set a date and time for a new session of the meeting without the need to reconvene the meeting.

(4) The commissioners shall submit a written report to the founding general meeting. If the majority of the commissioners estimate the value of non-cash contributions to be less than two-thirds of the

ali naj se družba sploh ustanovi.

(5) Pri glasovanju v skladu s prejšnjim odstavkom ustanovitelji, vpisniki in prevzemniki, od katerih naj bi družba sprejela stvarne vložke, ne morejo glasovati v svojem imenu in tudi ne kot zastopniki. Izključitev od glasovanja se nanaša samo na tiste osebe, ki jih zadeva vnovični preizkus poročila ustanoviteljev.

(6) Če se ne doseže večina, ustanovitev ni bila uspešna, razen če ustanovitelji ali druge osebe na seji skupščine prevzamejo vse delnice tistih, ki so glasovali proti ustanovitvi in izjavili, da se nočejo udeležiti družbe kot delničarji. Istočasno morajo prevzemniki pristojnemu notarju plačati vsa dospela vplačila in podpisati ali izpolniti vpisnice.

(7) Če glasovanje o ustanovitvi družbe po poročilu poverjenikov ni potrebno, krijejo stroške vnovičnega preizkusa solidarno tisti, ki so zahtevali vnovični preizkus, v vsakem drugem primeru pa ustanovitelji.

4. oddelek
PRAVNA RAZMERJA MED DRUŽBO IN DELNIČARJI

221. člen
(načelo enakega položaja delničarjev)

Organi družbe morajo delničarje ob enakih pogojih enako obravnavati.

222. člen
(glavna obveznost delničarjev)

Delničarji morajo vplačati emisijski znesek vpisanih delnic na račun družbe ali ji izročiti stvarne vložke.

original estimate, the founding general meeting must vote on whether the company should be formed at all.

(5) When a vote is cast in accordance with the preceding paragraph, the founders, subscribers and acquirers from whom the company should receive non-cash contributions may not vote in their own name or as representatives. The exclusion from voting shall only apply to persons whom the re-examination of the founders' report concerns.

(6) If a majority is not achieved, the formation shall not be successful unless the founders or other persons present at the meeting acquire all of the shares which were held by those who voted against the formation and declared that they did not wish to participate in the company as shareholders. At the same time, the persons acquiring the shares shall pay to the competent notary all payments which have fallen due and sign or complete the subscription forms.

(7) If no vote on the formation of the company is required under the commissioners' report, the costs of the re-examination shall be borne jointly and severally by those who required the re-examination, and in every other case by the founders.

Section 4
LEGAL RELATIONSHIPS BETWEEN A COMPANY AND ITS SHAREHOLDERS

Article 221
(Principle of equal status of shareholders)

The bodies of the company shall treat the shareholders equally and under equal conditions.

Article 222
(Principal obligation of shareholders)

Shareholders shall pay the issue price of the shares they subscribed for into the account of the company or give the company non-cash contributions.

223. člen
(posledice nepravočasnega vplačila)

(1) Delničarji morajo vplačati vložke na poziv poslovodstva. Poziv se objavi.

(2) Delničarji, ki vložka ne vplačajo pravočasno, morajo plačati zamudne obresti po obrestni meri, določeni z zakonom, če ni s statutom določena višja obrestna mera.

(3) Za nepravočasno vplačilo vložka lahko statut določa tudi pogodbeno kazen.

224. člen
(izključitev delničarjev zaradi nepravočasnega vplačila)

(1) Delničarjem, ki vložka ne vplačajo pravočasno, se lahko določi dodaten rok z opozorilom, da jim bo družba po njegovem poteku odvzela delnice in izvedena plačila. Podaljšani rok je treba objaviti in sporočiti vsakemu delničarju s priporočenim pismom.

(2) Delničarjem, ki vložka kljub ponovnemu pozivu ne vplačajo, družba v svojo korist odvzame delnice in izvedena plačila.

(3) Namesto odvzetih delnic družba izda nove, ki morajo poleg izvedenih delnih plačil vsebovati tudi zaostali znesek.

(4) Izključeni delničar je družbi odgovoren za neplačan vložek, če družba tega vložka ne dobi plačanega, kot je določeno v 225. členu tega zakona.

225. člen
(plačilna obveznost prednikov)

(1) Vsak, v delniško knjigo vpisani prednik izključenega

Article 223
(Consequences of late payment)

(1) Shareholders shall pay in their contributions when they are called upon to do so by the management. The call shall be published.

(2) Shareholders who fail to pay their contributions on time shall have to pay default interest at a rate laid down by an Act unless a higher rate of interest is laid down by the articles of association.

(3) The articles of association may also set a contractual penalty for contributions that are not paid in on time.

Article 224
(Exclusion of shareholders due to late payment)

(1) Shareholders who fail to pay in their contribution on time may be given an additional deadline with a warning that their shares and any already made payments will be seized by the company on the expiry of this deadline. The extended deadline shall be published and notified to each shareholder by registered letter.

(2) Shareholders who fail to pay their contributions in spite of being called upon to do so once again shall have their shares and any payments made seized and credited to the company.

(3) The seized shares shall be replaced by new shares which shall, in addition to the information on already made partial payments, also include the outstanding amount.

(4) The excluded shareholders shall be liable to the company for the unpaid contribution if the company receives no payment of such contribution as set out in Article 225 of this Act.

Article 225
(Payment obligation of predecessors)

(1) Each predecessor of an excluded registered shareholder

imenskega delničarja, mora družbi plačati vložek, če tega ni mogoče zahtevati od njegovih naslednikov. O pozivu za plačilo izključenemu delničarju mora družba obvestiti njegovega prednika.

(2) Vsak prednik mora plačati le tiste zneske, ki jih družba zahteva v dveh letih od dne, ko je bil prenos delnic vpisan v delniško knjigo. Po plačilu vložka se izročijo nove delnice.

(3) Če se plačilo vložka od prednikov ne da izterjati, mora družba delnico takoj prodati na borzi ali na drug običajen način.

226. člen
(prepoved oprostitve dajatvenih obveznosti delničarjem)

(1) Delničarji in njihovi predniki ne morejo biti oproščeni plačila obveznosti iz 222. in 225. člena tega zakona.

(2) Delničarji so lahko oproščeni obveznosti plačila vložkov le z rednim zmanjšanjem osnovnega kapitala ali z zmanjšanjem osnovnega kapitala z umikom delnic do zneska, za katerega je osnovni kapital zmanjšan.

227. člen
(prepoved vračila in obrestovanja vložkov)

(1) Vložki se ne smejo vrniti in ne obrestovati.

(2) Za vračilo vložkov se ne štejeta:

- plačilo deleža v bilančnem dobičku v skladu s tem zakonom,
- plačilo zaradi dopustne pridobitve lastnih delnic v skladu s tem zakonom.

(3) Nedopustno je zlasti plačilo za dajatve ali storitve delničarja ali z njim povezanih družb v višini, ki presega njihovo pravo vrednost, ne

entered in the share register shall pay a contribution to the company if their successors cannot be required to do so. The company shall notify the excluded shareholder's predecessor of its call for payment to the excluded shareholder.

(2) Each predecessor shall pay only the amounts required by the company within two years of the day when the transfer of shares was entered in the share register. New shares shall be delivered after the payment of the contribution.

(3) If payment of a contribution cannot be recovered from the predecessors, the company shall immediately sell the share on the stock exchange or in another common manner.

Article 226
(Prohibition to exempt shareholders from payment obligations)

(1) Shareholders and their predecessors may not be exempted from payment of obligations under Articles 222 and 225 of this Act.

(2) Shareholders may only be exempted from the obligation to pay contributions in the event of a regular reduction of share capital or a reduction in share capital through the withdrawal of shares up to the amount of share capital reduction.

Article 227
(Prohibition to refund and pay interest on contributions)

(1) Contributions may not be refunded and may not bear interest.

(2) The following shall not be considered to be a refund of contributions:

- payment of a proportion of the distributable profit under this Act;
- payment for the purpose of a permissible acquisition of own shares under this Act.

(3) In particular, it shall not be permitted to make payments for contributions or services of a shareholder or companies associated with a

glede na to, ali je bilo plačilo dano delničarju ali z njim povezani družbi ali tretjemu po njegovem naročilu (prikrito izplačilo dobička).

(4) Glede posojil družbi namesto lastnega kapitala se za delničarje, ki imajo v družbi več kot 25% delež delnic z glasovalno pravico, smiselno uporabljajo določbe 498. in 499. člena tega zakona.

228. člen
(dodatne obveznosti delničarjev)

(1) V statutu je lahko določeno, da mora delničar poleg vložka v osnovni kapital opraviti dodatne storitve neodplačno ali odplačno. Taka obveznost je lahko določena le, če je za prenos delnic potrebno dovoljenje družbe. Obveznosti delničarjev in njihov obseg se navedejo na delnicah ali začasnicah.

(2) V statutu je lahko določena pogodbena kazen ob neizpolnitvi ali nepravilni izpolnitvi dodatne obveznosti.

229. člen
(prepoved vpisa lastnih delnic ter prevzema delnic)

(1) Družba ne sme vpisovati lastnih delnic.

(2) Odvisna družba ne sme prevzeti delnic obvladujoče družbe, družba v večinski lasti pa ne sme prevzeti delnic družbe, ki ima v njej večinski delež, niti kot ustanovitelj niti ob povečanju osnovnega kapitala, kot tudi ne pri pogojnem povečanju osnovnega kapitala. Prevzem delnic v nasprotju s to določbo je veljaven.

(3) Kdor je ob ustanovitvi ali povečanju osnovnega kapitala prevzel delnice za račun družbe, odvisne družbe ali družbe v večinski lasti, se ne more sklicevati na to, da jih ni prevzel za svoj račun. Dokler ne prevzame delnic za svoj račun, nima iz njih nobenih pravic.

shareholder which exceed their real value, notwithstanding whether payment is made to the shareholder or to the company associated with such shareholder or to a third party by the shareholder's order (concealed distribution of profit).

(4) The provisions of Articles 498 and 499 of this Act shall apply *mutatis mutandis* to shareholders with more than 25% of voting shares in respect of the loans to the company instead of own capital.

Article 228
(Additional obligations of shareholders)

(1) The articles of association may lay down that, in addition to making a contribution to the share capital, a shareholder shall provide additional services for a consideration or free of charge. This obligation may only be specified if the transfer of shares is subject to the permission of the company. The obligations of shareholders and the scope of these obligations shall be indicated on shares or interim certificates.

(2) The articles of association may specify a contractual penalty for failure to fulfil or for incorrectly fulfilling additional obligations.

Article 229
(Prohibition to subscribe own shares and to acquire shares)

(1) A company shall not subscribe for its own shares.

(2) A subsidiary may not acquire the shares of the parent company, and a majority-owned company may not acquire the shares of the company which has a majority interest in it, neither as a founder nor on the increase of the share capital, nor in the event of a conditional increase in share capital. Any acquisition of shares in contravention of this provision shall be valid.

(3) Anyone who, on the formation of the company or increase of its share capital, acquires shares on behalf of a company, a subsidiary company or a majority-owned company may not refer to the fact that they did not acquire them on their own behalf and may not derive any rights from them until they acquire the shares on their own behalf.

(4) Če se pri povečanju osnovnega kapitala vpisujejo delnice v nasprotju z določbami prvega in drugega odstavka tega člena, so za celotno vplačilo odgovorni vsi člani poslovodstva, razen če dokažejo, da niso krivi.

230. člen
(uporaba čistega dobička in bilančnega dobička)

(1) Če družba v poslovnem letu izkaže čisti dobiček, ga mora najprej uporabiti za te namene in po tem vrstnem redu:

1. kritje prenesene izgube,
1.a oblikovanje kapitalskih rezerv na podlagi sklenjene prisilne poravnave,
2. oblikovanje zakonskih rezerv po četrtem odstavku 64. člena tega zakona,
3. oblikovanje rezerv za lastne deleže po petem odstavku 64. člena tega zakona,
4. oblikovanje statutarnih rezerv v primeru iz sedmega odstavka 64. člena tega zakona.

(2) Uporabo dobička za namene iz prejšnjega odstavka mora upoštevati že poslovodstvo ob sestavi letnega poročila.

(3) Organi vodenja ali nadzora lahko pri sprejemu letnega poročila iz zneska čistega dobička, ki ostane po uporabi čistega dobička za namene iz prvega odstavka tega člena, oblikujejo druge rezerve iz dobička, vendar za ta namen ne smejo uporabiti več kot polovice zneska čistega dobička, ki ostane po uporabi dobička za namene iz prvega odstavka tega člena. Statut lahko pooblasti organe vodenja ali nadzora, da smejo za namen iz tega odstavka uporabiti tudi delež, ki je večji od polovice zneska čistega dobička, ki ostane po uporabi dobička za namene iz prvega odstavka tega člena. Če se z delnicami družbe ne trguje na organiziranem trgu, lahko statut pooblastilo organov vodenja ali nadzora iz prvega stavka tega člena omeji tudi tako, da lahko organi vodenja ali nadzora uporabijo samo delež, ki je manjši od polovice zneska čistega dobička, ki ostane po uporabi dobička za namene iz prvega odstavka tega člena. Če statut pooblašča organe vodenja ali nadzora, da smejo za

(4) If on the increase of the share capital the shares are subscribed in contravention of the provisions of paragraphs one and two of this Article, all the members of the management shall be liable for the entire payment unless they can prove that they are not guilty of such contravention.

Article 230
(Appropriation of net and distributable profit)

(1) If a company shows a net profit for the financial year, it shall use it for the following purposes first and in the following order:

1. to cover loss brought forward;
1.a to create capital surplus on the basis of a concluded compulsory settlement,
2. to create legal reserves under paragraph four of Article 64 of this Act;
3. to create reserves for own shares under paragraph five of Article 64 of this Act;
4. to create reserves provided for by the articles of association under paragraph seven of Article 64 of this Act.

(2) Appropriation of profit for the purposes set out in the preceding paragraph of this Article shall be taken into account by the management in the preparation of the annual report.

(3) When they adopt the annual report, the management or supervisory bodies may use the amount of net profit which remains after the appropriation of the net profit for the purposes set out in paragraph one of this Article, to create other revenue reserves; however in doing so, they may not use more than one half of the amount of the net profit remaining after the appropriation of the profit for the purposes set out in paragraph one of this Article. The articles of association may also give the management or supervisory bodies the power to use for the purpose set out in this paragraph a proportion of the profit which is greater than one half of the amount of the net profit remaining after the appropriation of the profit for the purposes referred to in paragraph one of this Article. If the shares of the company are not traded on the regulated market, the articles of association may also restrict the power of management or supervisory bodies referred to in the first sentence of this article in such a

namen iz prvega stavka uporabiti delež, ki je večji od polovice zneska čistega dobička, ki ostane po uporabi dobička za namene iz prvega odstavka tega člena, to pooblastilo ne velja, če druge rezerve iz dobička že dosegajo polovico osnovnega kapitala ali če bi druge rezerve iz dobička presegle polovico osnovnega kapitala, če bi bilo statutarno pooblastilo za oblikovanje rezerve iz dobička uporabljeno.

(4) Če o sprejetju letnega poročila v skladu s tem zakonom odloča skupščina, lahko ob njegovem sprejetju odloči, da se iz zneska čistega dobička, ki ostane po uporabi dobička za namene iz prvega odstavka tega člena, oblikujejo druge rezerve iz dobička, vendar za ta namen ne sme uporabiti več kot polovice čistega dobička, ki ostane po njegovo uporabi za namene iz prvega odstavka tega člena.

(5) O uporabi bilančnega dobička odloča skupščina.

(6) S sklepom o uporabi bilančnega dobička lahko skupščina odloči, da se v druge rezerve iz dobička, poleg morebitnih zneskov iz tretjega ali četrtega odstavka tega člena, odvede dodatni znesek. Če statut določa, da je bilančni dobiček dovoljeno uporabiti tudi za druge namene (na primer za izplačila delavcem ali članom poslovodstva), lahko skupščina s sklepom o uporabi bilančnega dobička odloči, da se ta uporabi tudi za te v statutu določene druge namene.

(7) Delničarji imajo pravico do deleža v bilančnem dobičku, razen če je skupščina s sklepom o uporabi bilančnega dobička v skladu z zakonom ali statutom odločila, da se bilančni dobiček uporabi za namene iz prejšnjega odstavka ali da se bilančni dobiček ne razdeli delničarjem (preneseni dobiček).

(8) Pred likvidacijo družbe je dovoljeno med delničarje razdeliti

way that the management or supervisory bodies may only use a proportion which represents less than one half of the amount of the net profit remaining after the appropriation of the profit for the purposes set out in paragraph one of this Article. If the articles of association give the management or the supervisory bodies the power to use, for the purpose set out in the first sentence, a proportion which is greater than one half of the amount of the net profit remaining after the appropriation of the profit for the purposes referred to in paragraph one of this Article, this power shall not apply in the case where other revenue reserves have already reached half of the share capital or when other revenue reserves would exceed one half of the share capital if the power under the articles of association to create revenue reserves was used.

(4) When the decision to adopt the annual report is made in accordance with this Act by the general meeting, it may also adopt a resolution to create other revenue reserves from the amount of the net profit remaining after the profit appropriation for the purposes referred to in paragraph one of this Article; however, in doing so, the general meeting may not use more than one half of the net profit remaining after appropriation for the purposes referred to in paragraph one of this Article.

(5) The appropriation of distributable profits shall be decided by the general meeting.

(6) In its resolution on the appropriation of distributable profit the general meeting may decide to allocate an additional amount to other revenue reserves along with the potential amounts referred to in paragraphs three or four of this Article. If the articles of association provide that the distributable profit may also be appropriated for other purposes (e.g. payments to employees or members of management), the general meeting may decide in a resolution on the use of the distributable profit for such other purposes set out in the articles of association.

(7) Shareholders shall be entitled to a proportion of the distributable profit unless the general meeting decides by resolution on the appropriation of the distributable profit to use the profit for the purposes referred to in the preceding paragraph or not to distribute the distributable profit to the shareholders (profit brought forward) in accordance with an Act or the articles of association.

(8) Before a company is wound-up, only the distributable profit

samo bilančni dobiček.

231. člen
(razdelitev bilančnega dobička delničarjem)

(1) Deleži delničarjev v bilančnem dobičku se določijo v sorazmerju z njihovim deležem v osnovnem kapitalu.

(2) Če vložki v osnovni kapital niso vplačani v celoti ali če niso vplačani za vse delnice v istem razmerju, se deleži delničarjev v bilančnem dobičku določijo v sorazmerju z opravljenimi vplačili. Vložki, ki so bili vplačani med poslovnim letom, se upoštevajo v sorazmerju z obdobjem od vplačila do konca poslovnega leta.

(3) Drugačna udeležba delničarjev pri bilančnem dobičku je dovoljena samo, če tako določa zakon ali statut.

232. člen
(vmesne dividende)

(1) Statut lahko pooblašča poslovodstvo, da po poteku poslovnega leta izplača vmesno dividendo glede na predvideni bilančni dobiček.

(2) Poslovodstvo lahko izplača vmesno dividendo le, če predhodni obračun za preteklo poslovno leto izkazuje čisti dobiček. Za vmesno dividendo se sme izplačati največ polovica zneska, ki ostane od predvidenega čistega dobička po oblikovanju rezerv iz dobička, ki jih je treba oblikovati po zakonu ali statutu. Prav tako znesek vmesnih dividend ne sme preseči polovice bilančnega dobička iz prejšnjega leta.

(3) Plačilo vmesnih dividend mora odobriti nadzorni svet.

233. člen

may be distributed to the shareholders.

Article 231
(Distribution of distributable profit to shareholders)

(1) The participation of shareholders in the distributable profit shall be determined in proportion to their interests in the share capital.

(2) If contributions to the share capital are not paid up in full or are not paid up for all shares in the same proportion, the participation of shareholders in the distributable profit shall be determined in proportion to the amount of their payments. Contributions paid in during the financial year shall be taken into account in proportion to the period from the date of payment to the end of the financial year.

(3) A different participation of shareholders in the distributable profit shall only be permitted if so provided by an Act or the articles of association.

Article 232
(Interim dividends)

(1) In accordance with the articles of association, the management may pay an interim dividend based on the anticipated distributable profit at the end of the financial year.

(2) The management may only pay an interim dividend provided that the preliminary calculation for the previous financial year shows a net profit. A maximum of one half of the amount remaining from the anticipated net profit after the creation of revenue reserves required by an Act or the articles of association, may be paid as an interim dividend. Moreover, the amount of interim dividends shall not exceed one half of the distributable profit for the previous year.

(3) The payment of interim dividends shall be approved by the supervisory board.

Article 233

(vrnitev prepovedanih plačil)

(1) Delničarji ali tretje osebe morajo družbi vrniti plačila, ki so jih prejeli od družbe v nasprotju s tem zakonom. Če so plačila prejeli kot dividende, jih morajo vrniti le, če so vedeli ali bi morali vedeti, da do teh prejemkov niso bili upravičeni. Delničarji, katerih skupni deleži dosegajo najmanj desetino osnovnega kapitala ali katerih skupni najmanjši emisijski znesek dosega najmanj 400.000 eurov, lahko to terjatev družbe uveljavljajo ob smiselni uporabi določb 328. člena tega zakona, pri čemer predhodni sklep skupščine ni potreben.

(2) Terjatev družbe iz prejšnjega odstavka lahko uveljavljajo tudi upniki družbe, če jih družba ne more plačati. Če se začne stečaj, stečajni upravitelj uresničuje v tem času pravico upnikov družbe proti delničarjem.

(3) Zahtevki za vrnitev zastarajo v petih letih po prejemu plačila.

(4) Za zahtevek družbe iz tega člena se uporabljajo določbe tega zakona o zagotovitvi in ohranitvi osnovnega kapitala in vezanih rezerv, ne glede na pravila, s katerimi so urejena obligacijska razmerja. Delničar ne more biti oproščen vrnitve prepovedanega plačila. Svojega morebitnega obligacijskopravnega zahtevka delničar ne more pobotati s tem korporacijskopravnim vrnitvenim zahtevkom družbe.

234. člen
(plačilo za dodatne storitve)

Za dodatne storitve, ki jih delničarji po statutu morajo opraviti poleg vložkov v osnovni kapital, se jim sme dati plačilo, ki ne presega vrednosti storitev, ne glede na to, ali je izkazan dobiček.

(Return of unlawfully received payments)

(1) Shareholders or third parties shall return to the company any payments which they received from the company in contravention of this Act. If such payments were received in the form of dividends, the obligation to return them shall only apply if the recipients knew or should have known that they were not entitled to receive such payments. Shareholders whose combined interests amount to at least one-tenth of the share capital or whose combined minimum issue price totals at least EUR 400,000 may pursue such company's claim, whereby Article 328 of this Act shall apply *mutatis mutandis*, while a prior resolution of the general meeting shall not be required.

(2) A company's claim referred to in the preceding paragraph may also be pursued by the company's creditors if the company is unable to pay them. If bankruptcy proceedings are commenced on the company, the rights of the company's creditors in respect of the shareholders shall be exercised by the bankruptcy trustee.

(3) Claims for repayment shall fall under the statute of limitations after five years from the date of receipt of payment.

(4) The provisions of this Act relating to the provision and maintenance of share capital and tied-up reserves shall be applied to the company's claim under this Article notwithstanding the rules governing contractual obligations. Shareholders cannot be exempt from repaying unlawfully received payments. Shareholders cannot set-off their possible claims under the law of obligations against the company's claim for repayment under corporate law.

Article 234
(Payment for additional services)

For additional services which shareholders are obliged to provide in accordance with the articles of association in addition to their contributions to the share capital, shareholders may receive payment which does not exceed the value of the services notwithstanding whether profit has been recorded.

235. člen
(vpis v delniško knjigo)

(1) Imenske delnice se vpišejo v delniško knjigo z imetnikovo oznako ali s podatki o imenu, priimku in prebivališču imetnika.

(2) Pri imenskih delnicah velja za delničarja v razmerjih do družbe tisti, ki je kot delničar vpisan v delniško knjigo.

(3) Če je po mnenju družbe nekdo neupravičeno vpisan v delniško knjigo kot delničar, lahko družba izbriše vpis le, če prej obvesti delničarja o nameravanem izbrisu in mu določi rok za ugovor. Če delničar pravočasno ugovarja, ga ni mogoče izbrisati.

(4) Vsakemu delničarju je treba na njegovo zahtevo omogočiti vpogled v delniško knjigo.

(5) Določbe tega člena veljajo tudi za začasnice.

236. člen
(prenos imenskih delnic)

(1) Za prenos imenskih delnic, izdanih v nematerializirani obliki, velja posebni zakon.

(2) Statut lahko omeji prenosljivost imenskih delnic tako, da v skladu s tem zakonom določi, da je za prenos potrebno dovoljenje družbe (v nadaljnjem besedilu: dovoljenje za prenos delnic). O dovoljenju za prenos delnic odloča poslovodstvo družbe. Statut lahko določi, da o dovoljenju za prenos delnic odloča nadzorni svet družbe ali skupščina.

Article 235
(Entry in the share register)

(1) Registered shares shall be entered in the share register together with the holder's designation or the name, surname and place of residence of the holder.

(2) For registered shares, the shareholder in relation to the company shall be the person entered as shareholder in the share register.

(3) If the company is of the opinion that a person has been unduly entered in the share register as a shareholder, the company may strike off the entry only if it gives prior notification of its intention to the shareholder and sets the shareholder a time limit for filing an objection. If the shareholder lodges such objection in time, they may not be struck off from the share register.

(4) The share register shall be made available for inspection by a shareholder upon their request.

(5) The provisions of this paragraph shall also apply to interim certificates.

Article 236
(Transfer of registered shares)

(1) The transfer of registered shares which have been issued in dematerialised form shall be subject to a special Act.

(2) The articles of association may limit the transferability of registered shares by laying down, in accordance with this Act, that such transfer is subject to the permission of the company (hereinafter: permission to transfer shares). The decision on permission to transfer shares shall be made by the company's management. The articles of association may lay down that the decision on permission to transfer shares is to be made by the company's supervisory board or the general meeting.

(3) Prenos imenske delnice se zaznamuje v delniški knjigi.

(4) Določbe tega člena veljajo tudi za začasnice.

237. člen
(dovoljenje za prenos delnic, s katerimi se ne trguje na organiziranem trgu)

(1) Če se z imenskimi delnicami ne trguje na organiziranem trgu in statut določa, da je za prenos teh delnic potrebno dovoljenje družbe, mora statut določiti utemeljene razloge, zaradi katerih sme družba odkloniti dovoljenje za prenos delnic.

(2) Utemeljeni razlogi po prejšnjem odstavku so razlogi, ki ob upoštevanju strukture delničarjev družbe upravičujejo zavrnitev dovoljenja za prenos delnic, kadar bi lahko bilo zaradi prenosa delnic ogroženo uresničevanje ciljev družbe ali njena gospodarska samostojnost.

(3) Družba lahko od osebe, ki bi pridobila delnice na podlagi dovoljenja za prenos delnic, zahteva, da se izjavi o tem, ali namerava delnice pridobiti v svojem imenu in za svoj račun. V takem primeru lahko družba zavrne dovoljenje za prenos delnic tudi, če oseba, ki bi pridobila delnice na podlagi dovoljenja za prenos delnic, ne da izrecne izjave, da namerava delnice pridobiti v svojem imenu in za svoj račun.

(4) Če je pravni temelj pridobitve delnic dedovanje, delitev skupnega premoženja zakoncev ali prodaja, opravljena v postopku prisilne izvršbe, lahko družba zavrne dovoljenje za prenos delnic samo, če pridobitelju ponudi prevzem teh delnic za plačilo njihove tržne vrednosti.

(5) Če pridobitelj ponudbe za prevzem delnic iz prejšnjega odstavka v enem mesecu od prejema ponudbe ne zavrne, se šteje, da jo je sprejel.

(3) The transfer of registered shares shall be recorded in the share register.

(4) The provisions of this paragraph shall also apply to interim certificates.

Article 237
(Permission for the transfer of shares not traded on a regulated market)

(1) When registered shares are not traded on a regulated market and the articles of association provide that the company's permission is required to transfer these shares, the articles of association shall give well-founded reasons as to why the company may refuse to give its permission for their transfer.

(2) The well-founded reasons referred to in paragraph one of this Article shall be reasons which, when taking into account the company's share ownership structure, justify the refusal to permit the transfer of shares in cases where such transfer could jeopardise the achieving of the company's goals or its economic independence.

(3) The company may require persons who would acquire shares on the basis of the permission to transfer shares to declare whether they intend to acquire the shares in their own name and on their own behalf. In such case the company may also refuse to give permission for the transfer of shares if the persons who would acquire shares on the basis of such permission fail to explicitly declare that they intend to acquire the shares in their own name and on their own behalf.

(4) When the legal basis for the acquisition of shares is inheritance, the division of matrimonial property or a sale carried out in a compulsory enforcement procedure, the company may refuse to give permission to the transfer of shares only if it offers to acquire these shares from the acquirer at their market value.

(5) If the acquirer does not reject the offer to acquire shares referred to in the preceding paragraph within one month of receiving the offer, the acquirer shall be deemed to have accepted the offer.

(6) Če se pridobitelj ne strinja s ponujenim plačilom za prevzem delnic po četrtem odstavku tega člena, določi tržno vrednost sodišče na predlog pridobitelja.

(7) Statut za prenos imenskih delnic, s katerimi se ne trguje na organiziranem trgu, ne sme določiti strožjih pogojev od pogojev, določenih v tem členu in 238. členu tega zakona.

238. člen
(učinek dovoljenja za prenos delnic, s katerimi se ne trguje na organiziranem trgu)

(1) Dokler družba ne izda dovoljenja za prenos delnic, s katerimi se ne trguje na organiziranem trgu, pridobitelj iz teh delnic v razmerju do družbe nima nikakršnih pravic.

(2) Ne glede na prejšnji odstavek pridobitelj, ki je delnice pridobil na podlagi dedovanja, delitve skupnega premoženja zakoncev ali prodaje, opravljene v postopku prisilne izvršbe, pridobi premoženjske pravice iz delnic že s pridobitvijo, upravljavske pravice pa šele na podlagi dovoljenja družbe za prenos delnic.

(3) Če družba o dovoljenju za prenos delnic ne odloči v treh mesecih po prejemu zahteve pridobitelja ali če neupravičeno zavrne dovoljenje za prenos, se šteje, da je bilo dovoljenje dano.

(4) Če družba zavrne zahtevo pridobitelja v nasprotju s tem zakonom, pridobi pridobitelj pravice iz delnic z dnem pravnomočnosti sodbe, s katero sodišče družbi naloži, da izda dovoljenje za prenos delnic. V tem primeru mora družba pridobitelju tudi povrniti škodo, ki je nastala zaradi neutemeljene zavrnitve dovoljenja za prenos delnic.

239. člen
(dovoljenje za prenos delnic, s katerimi se trguje na organiziranem

(6) If the acquirer does not agree with the payment offered for the acquisition of shares in accordance with paragraph four of this Article, their market value shall be determined by the competent court on the proposal of the acquirer.

(7) The articles of association shall not lay down stricter conditions for the transfer of registered shares not traded on a regulated market than the conditions of this Article and Article 238 of this Act.

Article 238
(Effect of the permission to transfer shares not traded on a regulated market)

(1) Until the company grants a permission to transfer shares not traded on a regulated market, the acquirer of these shares shall not have any rights deriving from these shares in relation to the company.

(2) Notwithstanding the preceding paragraph, an acquirer who acquires shares through inheritance, the division of matrimonial property or a sale carried out in a compulsory enforcement procedure, shall acquire property rights deriving from these shares on the basis of their acquisition and the management rights only on the basis of the company's permission to transfer shares.

(3) If the company fails to decide on the permission to transfer shares within three months of receipt of the request from the acquirer or if the company refuses to give permission to transfer shares without justification, it shall be deemed that permission has been granted.

(4) If the company refuses the acquirer's request in contravention of this Act, the acquirer shall acquire the rights deriving from the shares on the date when court ruling instructing the company to grant permission to transfer the shares becomes final. In such cases, the company shall also compensate the acquirer for damage incurred as a result of the unfounded refusal to grant permission to transfer shares.

Article 239
(Permission to transfer shares traded on a regulated market)

trgu)

(1) Če se z imenskimi delnicami trguje na organiziranem trgu in statut določa, da je za prenos teh delnic potrebno dovoljenje družbe, lahko statut kot razlog za zavrnitev dovoljenja za prenos delnic določi samo okoliščino, da bi s pridobitvijo pridobitelj skupaj z delnicami, katerih imetnik je bil pred pridobitvijo, prekoračil določen delež glasovalnih pravic ali delež v kapitalu družbe.

(2) Družba lahko od pridobitelja zahteva, da se izjavi o tem, ali namerava delnice pridobiti v svojem imenu in za svoj račun. V takem primeru lahko družba zavrne dovoljenje za prenos delnic tudi, če pridobitelj ne da izrecne izjave, da je delnice pridobil v svojem imenu in za svoj račun.

(3) Če je pravni temelj pridobitve delnic dedovanje, delitev skupnega premoženja zakoncev ali prodaja, opravljena v postopku prisilne izvršbe, družba ne more zavrniti dovoljenja za prenos delnic.

(4) Statut za prenos imenskih delnic, s katerimi se trguje na organiziranem trgu, ne sme določiti strožjih pogojev od pogojev, določenih v tem členu in 240. členu tega zakona.

240. člen
(učinek prenosa delnic, s katerimi se trguje na organiziranem trgu)

(1) Pridobitelj imenskih delnic, s katerimi se trguje na organiziranem trgu in katerih prenos je omejen v skladu s prvim odstavkom prejšnjega člena, pridobi premoženjska upravičenja iz delnic že s pridobitvijo teh delnic, upravljavska upravičenja pa šele na podlagi dovoljenja družbe za prenos delnic.

(2) Dokler družba ne izda dovoljenja za prenos delnic, pridobitelj iz teh delnic ne more uresničevati glasovalne pravice, kakor tudi ne drugih, z glasovalno pravico povezanih pravic, lahko pa uresničuje vse

(1) If registered shares are traded on a regulated market and the articles of association lay down that the company's permission is required in order to transfer these shares, the articles of association may prescribe that refusal to give permission for the transfer may only be grounded in the circumstance that by acquiring these shares together with the shares that the acquirer already held prior to the acquisition, the acquirer would exceed a certain proportion of the voting rights or a certain proportion of the company's share capital.

(2) The company may request that the acquirer declare whether they intend to acquire the shares in their own name and on their own behalf. In such case the company may also refuse to give permission for the transfer of shares if the acquirer does not state explicitly that they acquired the shares in their own name and on their own behalf.

(3) When the legal basis for the acquisition of shares is inheritance, the division of matrimonial property or a sale carried out in a compulsory enforcement procedure, the company may not refuse the permission for the transfer of shares.

(4) The articles of association shall not lay down conditions for the transfer of registered shares not traded on a regulated market that are stricter than the conditions of this Article and Article 240 of this Act.

Article 240
(Effect of the transfer of shares traded on a regulated market)

(1) An acquirer of registered shares which are traded on a regulated market and whose transfer is restricted in accordance with paragraph one of the preceding Article shall acquire property rights deriving from shares on the basis of their acquisition and management rights only on the basis of the permission of the company to transfer the shares.

(2) Until the company gives its permission to transfer shares, the acquirer may not exercise any voting rights or other rights associated with the voting rights but may exercise all other rights deriving from these

druge pravice iz teh delnic, vključno s pravico do prednostnega vpisa novih delnic.

(3) Dokler družba ne izda dovoljenja za prenos delnic, veljajo glasovalne pravice iz teh delnic na skupščini za nezastopane.

(4) Če družba zahteve pridobitelja za izdajo dovoljenja za prenos delnic ne zavrne v 20 dneh po prejemu zahteve, se šteje, da je izdala dovoljenje.

(5) Če družba zavrne zahtevo pridobitelja v nasprotju z določbami tega zakona, pridobi pridobitelj glasovalne pravice iz delnic z dnem pravnomočnosti sodbe, s katero sodišče družbi naloži, da izda dovoljenje za prenos delnic. V takem primeru mora družba pridobitelju tudi povrniti škodo, ki je nastala zaradi neutemeljene zavrnitve dovoljenja za prenos delnic.

241. člen
(pravna skupnost in delnica)

(1) Če delnica pripada več upravičencem, uresničuje pravice iz delnice skupni zastopnik.

(2) Za obveznosti iz delnice so odgovorni vsi upravičenci kot solidarni dolžniki.

(3) Če mora družba delničarju izjaviti voljo in če upravičenci niso imenovali skupnega zastopnika, zadostuje, da družba da izjavo enemu od upravičencev.

242. člen
(računanje lastninskega časa delnice)

(1) Če je uresničevanje pravic iz delnice pogojeno s tem, da je bil delničar določen čas imetnik delnice, se lastninski čas delnice šteje od dospetja zahtevka za prenos delnice, ki ga ima delničar do finančne

shares, including the pre-emption right to subscribe for new shares.

(3) Until the company grants its permission to transfer shares, the voting rights deriving from these shares shall be deemed to be unrepresented in the general meeting.

(4) If the acquirer's request for permission to transfer shares is not refused by the company within 20 days of the request being received, permission shall be considered to have been granted.

(5) If the company refuses the acquirer's request in contravention of the provisions of this Act, the acquirer shall acquire the voting rights deriving from the shares on the date when the court ruling instructing the company to grant its permission for the transfer of shares becomes final. In such cases, the company shall also compensate the acquirer for damage incurred as a result of the unfounded refusal to grant permission to transfer shares.

Article 241
(Legal community and shares)

(1) If a share belongs to several beneficiaries, the rights deriving from this share shall be exercised by a joint representative.

(2) All beneficiaries shall by jointly and severally liable for obligations arising from the ownership of a share.

(3) If the company is obliged to express its will to a shareholder and if no joint representative was appointed by the beneficiaries, it shall suffice for the company to express its will to one of the beneficiaries.

Article 242
(Calculating the ownership duration of a share)

(1) If the condition for exercising the rights deriving from shares is that the shareholder was holding the share for a certain duration of time, this ownership duration shall be counted from the

organizacije.

(2) Lastninski čas pravnega prednika se prišteje delničarju, če je delnico pridobil neodplačno kot univerzalni pravni naslednik ali ob delitvi skupnega premoženja.

243. člen
(črtan)

244. člen
(črtan)

245. člen
(črtan)

246. člen
(črtan)

247. člen
(pridobivanje lastnih delnic)

(1) Družba sme pridobivati lastne delnice le:
- če je pridobitev nujna, da bi družba preprečila hudo, neposredno škodo;
- če naj se delnice ponudijo v odkup delavcem družbe ali z njo povezane družbe;
- če delnice pridobi zato, da bi delničarjem zagotovila odpravnino po tem zakonu;
- če je pridobitev neodplačna;
- če banka, zavarovalnica in druga finančna organizacija pridobi delnice pri nakupni komisiji;
- na podlagi univerzalnega pravnega nasledstva;
- na podlagi sklepa skupščine o umiku delnic po določbah o zmanjšanju osnovnega kapitala;

moment the request for the transfer of the share, which the shareholder may file against a financial organisation, arrived.

(2) The ownership duration of a legal predecessor shall be added to the shareholder provided that they acquired the share free of charge as a universal legal successor or upon the division of joint property.

Article 243
(Deleted)

Article 244
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Article 245
(Deleted)

Article 246
(Deleted)

Article 247
(Acquisition of own shares)

(1) A company may acquire its own shares only if:
- the acquisition is necessary in order to prevent serious and direct damage to the company;
- shares are to be offered for sale to the employees of the company or of an affiliated company;
- the company acquires the shares in order to provide consideration to its shareholders in accordance with this Act;
- the shares are acquired free of charge;
- a bank, insurance company or other financial organisation acquires shares from a purchase committee;
- it is by way of universal legal succession;
- it is based on a resolution of the general meeting for the withdrawal of shares in accordance with the provisions on the reduction of share

- na podlagi pooblastila skupščine za nakup lastnih delnic, ki velja največ 36 mesecev in določa najnižjo in najvišjo nakupno ceno pri pridobivanju delnic ter število delnic, ki se lahko pridobijo. Pri tem družba ne sme pridobiti lastnih delnic izključno zaradi trgovanja. Za pridobivanje in odsvajanje lastnih delnic se uporabljajo določbe 221. člena tega zakona in določbe zakona, ki ureja trg finančnih instrumentov, o notranjih informacijah in tržni manipulaciji. Domneva se, da je pridobitev ali odsvojitev lastnih delnic v skladu z 221. členom tega zakona, če je bila opravljena na podlagi posla, sklenjenega na organiziranem trgu. Drugačno odsvajanje lastnih delnic lahko določi le skupščinski sklep. Če je namen pridobitve lastnih delnic uresničitev delniških opcij, mora sklep določiti tudi vse bistvene sestavine opcijskega načrta, pri čemer je obseg dopustne pridobitve omejen na 10% skupnega števila delnic ali pri delnicah z nominalnim zneskom na 10% osnovnega kapitala družbe. Pri odsvajanju lastnih delnic se smiselno uporabljajo določbe 337. člena in prvega odstavka 344. člena tega zakona. Skupščina lahko pooblasti poslovodstvo tudi za umik lastnih delnic brez nadaljnjega sklepanja o zmanjšanju osnovnega kapitala.

(2) Skupni delež delnic, pridobljenih za namene iz prve do tretje in osme alineje prejšnjega odstavka, ne sme skupaj z drugimi lastnimi delnicami, ki jih družba že ima, presegati 10% osnovnega kapitala. Taka pridobitev lastnih delnic je dovoljena le, če družba pridobi delnice tako, da oblikuje rezerve za lastne delnice, ne da bi zmanjšala osnovni kapital ali po zakonu ali statutu prepisane rezerve, ki se ne smejo uporabljati za plačilo delničarjem in če je za delnice plačan celoten emisijski znesek. V primerih iz prve, druge, četrte, pete in osme alineje prejšnjega odstavka je pridobitev dopustna le, če je za delnice plačan celoten emisijski znesek.

(3) V primeru iz prve in osme alineje prvega odstavka tega člena mora poslovodstvo na prvi naslednji skupščini poročati o razlogih in namenu pridobitve, skupnem številu, najmanjšem emisijskem znesku in deležu pridobljenih delnic ter o vrednosti delnic. V primeru iz druge alineje

capital;
- subject to authorisation by the general meeting for the purchase of own shares, which shall be valid for not more than 36 months and which shall determine the minimum and maximum purchase price for the acquisition of these shares. The company may not acquire its own shares exclusively for trading purposes. The provisions of Article 221 of this Act and the provisions of the Act governing the financial instruments market, insider information and market manipulation shall apply in respect of the acquisition and disposal of a company's own shares. It shall be presumed that the acquisition or disposal of own shares is in accordance with Article 221 of this Act if it is carried out on the basis of a transaction concluded on the regulated market. Disposal of own shares in a different manner may only be determined by a general meeting resolution. If the purpose of acquisition of own shares is to exercise share options, the general meeting resolution shall also determine all essential option plan components, in which case the permitted level of acquisition shall be limited to 10% of the total number of shares, or, in the case of shares with a nominal value, to 10% of the company's share capital. Disposal of own shares shall be subject to the provisions of Article 337 and paragraph one of Article 344 of this Act, *mutatis mutandis*. The general meeting may also authorise the management to withdraw own shares without further decision on the reduction of share capital.

(2) The total proportion of shares acquired for the purposes set out in indents one to three and indent eight of the preceding paragraph, together with other own shares which are already held by the company, may not exceed 10% of the share capital. Such acquisition of own shares shall only be permitted if a company acquires shares by creating reserves for own shares without reducing its share capital or by creating reserves required by an Act or the articles of association which may not be used for payments to shareholders and provided that the issue price of shares had been paid in full. In the cases under indents one, two, four, five and eight of the preceding paragraph, acquisition shall only be permitted if the issue price of shares is paid in full.

(3) In the cases referred to in indents one and eight of paragraph one of this Article, the management shall report on the grounds for and the purpose of acquisition, the total number, the minimum issue price and the proportion and value of the acquired shares

prvega odstavka tega člena se delnice v enem letu po pridobitvi ponudijo v odkup delavcem družbe.

(4) Pravni posel o pridobitvi lastnih delnic, ki je v nasprotju s prvim in drugim odstavkom tega člena, je ničen, pridobitev delnic s strani družbe pa ni neveljavna.

(5) Družba lahko uveljavlja korporacijskopravni zahtevek proti delničarju iz 233. člena tega zakona, ne glede na njen obligacijskopravni zahtevek zaradi ničnosti pravnega posla in morebitni odškodninski zahtevek zaradi povzročene škode. Delničar lahko proti družbi uveljavlja zahtevke po pravilih, s katerimi so urejena obligacijska razmerja zaradi ničnosti pravnega posla in druge obligacijskopravne zahtevke, ki jih ne more pobotati z družbenim korporacijskopravnim zahtevkom iz 233. člena tega zakona.

248. člen
(fiktivni posli)

(1) Pravni posel, s katerim družba zagotovi predujem ali posojilo za pridobitev delnic, ali drug posel s primerljivim učinkom, je ničen.

(2) Določba prejšnjega odstavka ne velja za tekoče pravne posle finančnih organizacij in tudi ne za posle, s katerimi bi delnice pridobili delavci družbe ali z njo povezane družbe. Tak pravni posel je ničen, če družba ne bi mogla oblikovati sklada za lastne delnice, ne da bi zmanjšala osnovni kapital ali po zakonu ali statutu predpisan sklad, ki se ne sme uporabljati za plačilo delničarjem.

(3) Ničen je tudi pravni posel med družbo in drugo osebo, po katerem naj bi bila druga oseba upravičena pridobivati delnice družbe za račun družbe ali odvisne družbe ali družbe, v kateri ima družba večinski delež, če bi družba pridobila delnice v nasprotju z določbami prejšnjega člena.

at the next general meeting. In the case referred to in indent two of paragraph one of this Article the shares shall be offered for sale to the company's employees within one year of their acquisition.

(4) A legal transaction of own share acquisition which is in violation of paragraphs one and two of this Article shall be void and the acquisition of shares by the company shall not be valid.

(5) The company may exercise a claim under corporate law against a shareholder referred to in Article 233 of this Act without prejudice to the company's claim for annulment of legal transactions and possible claim for the compensation of damage under the law of obligations. A shareholder may file claims against the company in accordance with the rules governing contractual obligations due to the voidness of a legal transaction and other claims under the law of obligations that they cannot set-off against the company's claim under corporate law under Article 233 of this Act.

Article 248
(Fictitious transactions)

(1) A legal transaction with which a company secures an advance payment or a loan for the acquisition of shares or any other transaction with comparable effect, shall be void.

(2) The provision of the preceding paragraph shall not apply to current legal transactions of financial organisations or to transactions with which employees of a company or of an affiliated company would acquire shares. Such legal transactions shall be void if the company is unable to form a fund of own shares without reducing its share capital or a fund required by an Act or by the articles of association, which may not be used for payments to shareholders.

(3) A legal transaction shall also be void if it is carried out between a company and another person and through which the other person would be entitled to acquire the company's shares on behalf of a company, a subsidiary or a company in which the company has the majority interest, if the company would thus acquire the shares in contravention of the provisions of the preceding Article.

249. člen
(pravice iz lastnih delnic)

Iz lastnih delnic družba nima nobenih pravic.

250. člen
(odsvojitev in umik lastnih delnic)

(1) Če je družba pridobila lastne delnice v nasprotju z določbami prvega in drugega odstavka 247. člena tega zakona, jih mora odsvojiti v enem letu po pridobitvi.

(2) Če skupni delež delnic, ki jih je družba pridobila v skladu z določbami prvega in drugega odstavka 247. člena tega zakona in delnic, ki jih že ima, presega 10% osnovnega kapitala, mora družba tisti del delnic, ki te odstotke presega, odsvojiti v treh letih po pridobitvi.

(3) Če lastne delnice niso bile odsvojene v rokih, predvidenih v prvem in drugem odstavku tega člena, jih mora družba umakniti.

251. člen
(pridobivanje lastnih delnic prek tretjih oseb)

Kdor posluje v lastnem imenu, vendar za račun družbe, sme pridobivati ali imeti delnice družbe le, če bi bilo to družbi dovoljeno v skladu s prvo do šesto in osmo alinejo prvega odstavka in drugim odstavkom 247. člena tega zakona. To velja tudi, če delnice družbe pridobiva ali ima od nje odvisna družba ali družba, v kateri ima družba večinski delež, in tudi če jih pridobiva ali ima tretja oseba, ki posluje v lastnem imenu, vendar za račun odvisne družbe ali družbe, v kateri ima večinski delež. Pri izračunu skupnega deleža delnic v skladu z drugim odstavkom 247. in 250. člena tega zakona, veljajo te delnice za delnice družbe. Tretja oseba ali družba mora družbi na njeno zahtevo prodati delnice.

Article 249
(Rights arising from own shares)

A company shall have no rights arising from its own shares.

Article 250
(Disposal and withdrawal of own shares)

(1) If a company acquires its own shares in contravention of the provisions of paragraph one and two of Article 247 of this Act, it shall dispose of them within one year of acquisition.

(2) If the total proportion of shares acquired by a company in accordance with the provisions of paragraphs one and two of Article 247 of this Act and shares which are already held by the company exceeds 10% of the share capital, the company shall dispose of the part of the shares which exceeds this percentage within three years of acquisition.

(3) If the company fails to dispose of its own shares within the time limits specified in paragraphs one and two of this Article, these shares shall be withdrawn.

Article 251
(Acquiring own shares through third parties)

Anyone who operates in their own name but on behalf of a company may only acquire or hold shares in the company if the company itself would be permitted to do so in accordance with indents one to six and eight of paragraph one, and paragraph two of Article 247 of this Act. The same shall also apply if the shares of the company are being acquired or held by a subsidiary or a company in which the company has a majority interest, and also if the shares are being acquired or held by a third person operating in they own name and on behalf of a subsidiary or a company in which they have a majority interest. When calculating the total proportion of shares in accordance with paragraph two of Article 247 and Article 250 of this Act, these shares shall be deemed to be shares of the company. A third person or company must sell the shares to the

252. člen
(pridobitev lastnih delnic v zastavo)

(1) Za lastne delnice po določbah 247. in 251. člena tega zakona se štejejo tudi delnice družbe, ki jih družba sprejme v zastavo. Finančna organizacija sme v okviru tekočih poslov sprejeti v zastavo lastne delnice do skupnega deleža, določenega v drugem odstavku 247. člena tega zakona.

(2) Če se lastne delnice pridobijo v zastavo v nasprotju z določbami prejšnjega odstavka, je pridobitev neveljavna, če zanje še ni v celoti plačan emisijski znesek. Obligacijskopravni posel o sprejetju lastnih delnic v zastavo je ničen, če se delnice pridobijo v nasprotju s prejšnjim odstavkom.

5. oddelek
ORGANI DELNIŠKE DRUŽBE

1. pododdelek
Skupne določbe za organe vodenja ali nadzora

253. člen
(izbira sistema upravljanja)

(1) Organi vodenja ali nadzora so uprava, upravni odbor in nadzorni svet.

(2) Družba lahko izbere dvotirni sistem upravljanja družbe z upravo in nadzornim svetom ali enotirni sistem upravljanja družbe z upravnim odborom.

254. člen
(sestava in število članov)

company at its request.

Article 252
(Receiving own shares in pledge)

(1) In accordance with the provisions of Articles 247 and 251 of this Act, own shares shall also include the company's shares which it receives in pledge. A financial organisation may, as a part of its current operations, receive its own shares in pledge up to the total proportion specified in the paragraph two of Article 247 of this Act.

(2) If own shares are received in pledge in contravention of the provisions of the preceding paragraph, such acquisition shall not be valid if the issue price of such shares has not yet been paid in full. A transaction in accordance with the law of obligations on the receipt of own shares in pledge shall be void if the shares are acquired in contravention of the preceding paragraph.

Section 5
BODIES OF A PUBLIC LIMITED COMPANY

Subsection 1
Common provisions for management or supervisory bodies

Article 253
(Selection of the management system)

(1) The management or supervisory bodies shall be the management board, the board of directors and the supervisory board.

(2) A company may choose a two-tier management system by appointing a management board and a supervisory board or a one-tier management system by appointing a board of directors.

Article 254
(Composition and number of members)

(1) Zakon in statut določata sestavo in število članov organov vodenja ali nadzora.

(2) Organ vodenja ali nadzora sestavljajo najmanj trije člani, če zakon ne določa drugače.

(3) Če ima organ vodenja ali nadzora več članov, se en član imenuje za predsednika.

255. člen
(imenovanje in mandatna doba članov)

(1) Člani organov vodenja ali nadzora so imenovani za obdobje, ki je določeno v statutu in ni daljše od šestih let, z možnostjo ponovnega imenovanja.

(2) Član organa vodenja ali nadzora je lahko vsaka poslovno sposobna fizična oseba, razen oseba, ki:

- je že član drugega organa vodenja ali nadzora te družbe;
- je bila pravnomočno obsojena zaradi kaznivega dejanja zoper gospodarstvo, zoper delovno razmerje in socialno varnost, zoper pravni promet, zoper premoženje, zoper okolje, prostor in naravne dobrine. Ta oseba ne sme biti član organa vodenja ali nadzora pet let od pravnomočnosti sodbe in dve leti po prestani kazni zapora;
- ji je bil izrečen varnostni ukrep prepovedi opravljanja poklica, in sicer dokler traja prepoved, ali
- je bila kot član organa vodenja ali nadzora družbe, nad katerim je bil začet stečajni postopek, pravnomočno obsojena na plačilo odškodnine upnikom v skladu z določbami zakona, ki ureja finančno poslovanje podjetij, o odškodninski odgovornosti, in sicer še dve leti po pravnomočnosti sodbe.

(1) The composition and the number of members of the management or supervisory bodies shall be laid down by an Act and the articles of association.

(2) A management or supervisory body shall be composed of at least three members, unless otherwise provided by an Act.

(3) If a management or supervisory body has several members, one of them shall be appointed chair.

Article 255
(Appointment and term of office of members)

(1) Members of the management or supervisory bodies shall be appointed for a period of time which is laid down by the articles of association and which may not exceed six years with the possibility of reappointment.

(2) Any natural person with the capacity to contract may be appointed as a member of a management or supervisory body, with the exception of a person who:

- is already a member of another management or supervisory body of the company;
- has been convicted in a final judgement of a criminal offence against the economy, against employment relationships and social security, against legal transactions, against property, against the environment, spatial planning and natural resources. Such a person may not be appointed as a member of a management or supervisory body for five years after the judgement became final and for two years after serving their prison sentence;
- is subject to a preventive measure prohibiting them from pursuing their profession, for the duration of the prohibition; or
- who, acting as a member of the management or supervisory body of a company for which bankruptcy proceedings had been initiated, has been convicted in a final judgement and is thereby required to compensate the creditors in accordance with the Act governing financial operations of companies and damage liability for a period of two years after the court ruling became final.

(3) Novi člani organa vodenja ali nadzora morajo prijavi za vpis v register priložiti pisno izjavo, da ni okoliščin, ki bi po določbah tega zakona nasprotovale njihovemu imenovanju. Registrski organ v skladu s desetim odstavkom 10.a člena tega zakona po uradni dolžnosti preveri, ali so podane okoliščine iz druge in tretje alineje prejšnjega odstavka.

256. člen
(imenovanje prek sodišča)

Če iz kateregakoli razloga en ali več članov organov vodenja ali nadzora manjka, ga v nujnih primerih na predlog zainteresiranih oseb imenuje sodišče. Funkcija sodno imenovanega člana organa vodenja ali nadzora preneha, ko je namesto njega imenovan nov član v skladu s statutom. Sodno imenovani član organa vodenja ali nadzora ima pravico do plačila za delo in poravnave stroškov. Če se o višini stroškov in plačila sodno imenovani član organa vodenja ali nadzora in družba ne sporazumeta, odloči o stroških in plačilu sodišče.

257. člen
(odločanje)

(1) Organ vodenja ali nadzora mora biti sklican vsaj enkrat v četrtletju ali krajšem obdobju, ki ga določa statut.

(2) Vsak član organa vodenja ali nadzora ima en glas.

(3) Organ vodenja ali nadzora je sklepčen, če je pri sklepanju navzoča vsaj polovica njegovih članov, če statut ne določa drugače.

(4) Za veljavnost sklepa organa vodenja ali nadzora je potrebna

(3) New members of the management or supervisory bodies shall, together with their application for entry in the register, submit a written statement regarding the non-existence of circumstances which would prevent them from being appointed members under the provisions of this Act. The registration authority shall, ex officio, in accordance with paragraph ten of Article 10a of this Act, check the existence of circumstances referred to in indents two and three of the preceding paragraph.

Article 256
(Appointment by the court)

If for any reason one or more members of the management or supervisory bodies are absent, such member shall be appointed in urgent cases by the court on the proposal of the interested parties. The position of a court-appointed member of a management or supervisory body shall cease when a new member is appointed in their place in accordance with the articles of association. Court-appointed members of the management or supervisory body shall be entitled to remuneration and reimbursement of expenses related to their work. If a court-appointed member of the management or supervisory body and the company cannot agree on the amount of remuneration of expenses, they shall be decided by the court.

Article 257
(Decision-Making)

(1) A management or supervisory body shall convene at least once in each quarter or in a shorter period of time, which shall be provided by the articles of association.

(2) Each member of a management or supervisory body shall have one vote.

(3) A management or supervisory body shall have a quorum if at least one half of its members are in attendance when the decisions are being made, unless otherwise provided by the articles of association.

(4) The majority of the votes cast shall be required for a

večina oddanih glasov, če zakon ne določa drugače. V primeru enakega števila glasov je odločilen glas predsednika organa vodenja ali nadzora, če ni s statutom določeno drugače.

(5) Član organa vodenja ali nadzora ne sodeluje pri odločanju o zadevah, ki se nanašajo nanj.

(6) Člani organa vodenja ali nadzora ali njihovi pooblaščenci se lahko udeležijo sklepanja tudi tako, da izročijo pisne glasovnice drugemu članu organa vodenja ali nadzora.

(7) Organ vodenja ali nadzora lahko sprejema sklepe dopisno, telefonsko, z uporabo elektronskih medijev ali drugače, če s tem soglašajo vsi člani organa vodenja ali nadzora, razen če statut ali poslovnik določata drugače.

258. člen
(poslovnik)

(1) Organ vodenja ali nadzora sprejme poslovnik o svojem delu z večino glasov vseh svojih članov.

(2) Posamezna vprašanja o delu organa vodenja ali nadzora lahko določa statut.

259. člen
(udeležba na sejah)

Sej organa vodenja ali nadzora se ne smejo udeleževati osebe, ki niso člani organov vodenja ali nadzora te družbe, če statut ne določa drugače. K obravnavanju posameznih točk so lahko povabljeni izvedenci ali poročevalci.

260. člen

resolution by the management or supervisory body to be valid, unless otherwise provided by an Act. In the event of an equal number of votes, the chair of a management or supervisory body shall be given the casting vote, unless otherwise provided by the articles of association.

(5) A member of a management or supervisory body may not participate in decision-making on matters which relate to them.

(6) Members of a management or supervisory body or persons authorised by them shall be entitled to participate in decision-making by delivering ballot papers to another member of the management or supervisory body.

(7) A management or supervisory body may adopt its decisions through correspondence, by telephone, through electronic media or otherwise if this is agreed by all the members of the management or supervisory body, unless otherwise provided by the articles of association or the rules of procedure.

Article 258
(Rules of procedure)

(1) A management or supervisory body shall adopt its rules of procedure by a majority of votes cast by all its members.

(2) Individual issues concerning the activity of a management or supervisory body shall be laid down by the articles of association.

Article 259
(Attendance at meetings)

Persons who are not members of the management or supervisory body shall not be allowed to attend the meetings of the management or supervisory body unless otherwise provided by the articles of association. Experts or rapporteurs may be invited to participate in the discussion of individual items of the agenda.

Article 260

(sklic seje)

(1) Na zahtevo vsakega člana organa vodenja ali nadzora, ki navede namen in razlog za sklic seje, mora predsednik takoj sklicati sejo. Seja mora biti v dveh tednih po sklicu.

(2) Če predsednik ni sprejel zahteve iz prejšnjega odstavka, lahko vsaj dva člana organa vodenja ali nadzora sama skličeta sejo organa vodenja ali nadzora in predlagata dnevni red.

261. člen
(odobritev posojila)

(1) Družba lahko članu organa vodenja ali nadzora in prokuristu odobri posojilo le na podlagi sklepa nadzornega sveta ali upravnega odbora. Sklep mora biti sprejet za vsako posojilo ali vrsto posojila in mora določiti način obrestovanja in rok odplačila posojila. Za posojila se štejejo tudi druga pravna dejanja, ki gospodarsko ustrezajo posojilu.

(2) Posojilna pogodba na podlagi sklepa iz prejšnjega odstavka se mora skleniti najpozneje tri mesece po sprejetju sklepa.

(3) Določbe prejšnjih odstavkov se smiselno uporabljajo tudi, kadar odobri posojilo obvladujoča ali odvisna družba, pri čemer sklep o odobritvi posojila sprejme nadzorni svet ali upravni odbor obvladujoče družbe, in kadar je posojilojemalec družinski član člana organa vodenja ali nadzora ali prokurista.

(4) Če je posojilo odobreno v nasprotju z določbami tega člena, je treba prejeti znesek takoj vrniti, razen če nadzorni svet ali upravni odbor pozneje odobri posojilo.

(Convening of a meeting)

(1) At the request of any member of a management or supervisory body which has stated the purpose and grounds for convening the meeting, the chair shall convene a meeting without delay. The meeting shall be held within two weeks of it being convened.

(2) If the chair refuses the request referred to in the preceding paragraph, at least two members of a management or supervisory body may convene a meeting of the management or supervisory body by themselves and propose the agenda.

Article 261
(Approval of a loan)

(1) A company may only approve loans to a member of a management or supervisory body or to a procuration holder based on a resolution by the supervisory board or the board of directors. The resolution shall be passed for each loan or each type of loan separately and shall state the interest calculation method and the time limit for the repayment of the loan. Other legal acts which correspond in economic terms to a loan shall also be considered loans.

(2) A loan contract based on the resolution referred to in the preceding paragraph shall be concluded no later than three months after the adoption of the resolution.

(3) The provisions of the preceding paragraphs shall also apply *mutatis mutandis* to cases where a loan is approved by a parent company or a subsidiary company, in which cases the resolution to approve the loan shall be adopted by the supervisory board or the board of directors of the parent company, and when the borrower is a family member of a management or supervisory body member or the family member of a procuration holder.

(4) If a loan is approved contrary to the provisions of this Article, the amount received shall be returned immediately unless the supervisory board or the board of directors subsequently approves the loan.

262. člen
(pogodba s članom)

(1) Pravice in obveznosti člana vodenja ali nadzora, ki niso določene s tem zakonom, se določijo v pogodbi, ki jo sklene z družbo.

(2) Pogodbo mora odobriti nadzorni svet ali upravni odbor, sicer mora član organa vodenja ali nadzora vrniti koristi iz pogodbe.

263. člen
(skrbnost in odgovornost)

(1) Član organa vodenja ali nadzora mora pri opravljanju svojih nalog ravnati v dobro družbe s skrbnostjo vestnega in poštenega gospodarstvenika in varovati poslovno skrivnost družbe.

(2) Člani organa vodenja ali nadzora so solidarno odgovorni družbi za škodo, ki je nastala kot posledica kršitve njihovih nalog, razen če dokažejo, da so pošteno in vestno izpolnjevali svoje dolžnosti. Če družba sklene zavarovalno pogodbo za zavarovanje članov organov vodenja ali nadzora pred riziki iz opravljanja njihove funkcije v družbi, mora biti določena odbitna franšiza vsaj v višini 10 % škode, vendar ne več, kot znaša 1,5-kratnik njihovih fiksnih letnih prejemkov.

(3) Članu organa vodenja ali nadzora ni treba povrniti škode, če dejanje, s katerim je bila družbi povzročena škoda, temelji na zakonitem skupščinskem sklepu. Odškodninska odgovornost člana poslovodstva ni izključena, čeprav je nadzorni svet ali upravni odbor odobril dejanje. Družba se odškodninskim zahtevkom lahko odreče ali jih pobota šele tri leta po nastanku zahtevka, če s tem soglaša skupščina, in če temu z izjavo, ki se vnese v zapisnik skupščine, ne ugovarja manjšina, ki ima skupno vsaj desetino osnovnega kapitala.

Article 262
(Contract with a member)

(1) The rights and obligations of a member of a management or supervisory body which are not laid down by this Act shall be defined in a contract concluded with the company.

(2) The contract shall be approved by the supervisory board or the board of directors; otherwise, the member of a management or supervisory body shall return the benefits arising from the contract.

Article 263
(Diligence and liability)

(1) In performing their duties on behalf of the company, members of the management or supervisory body shall act with the diligence of a conscientious and honest businessperson and safeguard the trade secrets of the company.

(2) Members of a management or supervisory body shall be jointly and severally liable to the company for damage arising from the breach of their duties unless they can demonstrate that they fulfilled their duties honestly and conscientiously. If the company concludes an insurance contract with which members of the management or supervisory body are insured against risks stemming from carrying out their duties in the company, the insurance excess shall be in the amount of at least 10% of the damage but not greater than 1.5 times their fixed annual income.

(3) Members of a management or supervisory body shall not be obliged to compensate the company for damage if the act by which damage was caused to the company is based on a lawful general meeting resolution. The damage liability of the members of the management shall not be excluded even though the supervisory board or the board of directors approved the act. The company may only waive or set-off claims for compensation three years after the occurrence of the claims, if the general meeting agrees, and provided that a written statement of-non objection is obtained from a minority holding at least

(4) Odškodninski zahtevek, ki ga ima družba do člana organa vodenja ali nadzora, lahko uveljavljajo tudi upniki družbe, če jih družba ne more poplačati. Odrek zahtevku ali pobot iz prejšnjega odstavka nasproti upnikom nima pravnega učinka, ni pa se tudi mogoče sklicevati na to, da dejanje temelji na sklepu skupščine.

(5) Če je nad družbo začet stečajni postopek, se odškodninski zahtevek iz prejšnjega odstavka uveljavlja za račun vseh upnikov, ki imajo pravico do plačila svojih terjatev v stečajnem postopku nad družbo, tako, da mora odgovorna oseba odškodnino plačati družbi kot stečajnemu dolžniku. Odškodninski zahtevek je upravičen uveljavljati:

- stečajni upravitelj v imenu družbe kot stečajnega dolžnika in

- vsak upnik, ki je v skladu z zakonom, ki ureja postopke zaradi insolventnosti, upravičen opravljati procesna dejanja v stečajnem postopku nad družbo, v svojem imenu in za račun družbe kot stečajnega dolžnika.

(6) Odškodninski zahtevki iz tega člena zastarajo v petih letih od nastanka škode.

(7) Ne glede na prejšnji odstavek odškodninski zahtevki v družbah, v katerih imata Republika Slovenija ali samoupravna lokalna skupnost prevladujoč vpliv, zastarajo v desetih letih od nastanka škode.

(8) Za prevladujoč vpliv iz prejšnjega odstavka se šteje, če imajo Republika Slovenija ali samoupravna lokalna skupnost neposredno ali posredno preko druge osebe javnega prava posamično ali skupaj, večinski delež vpisanega kapitala, večino glasovalnih pravic ali pravico imenovati ali odpoklicati večino članov poslovodstva ali nadzornega sveta.

one-tenth of the share capital and the statement is included in the minutes of the general meeting.

(4) A compensation claim by the company against members of the management or supervisory body may also be pursued by creditors of the company if the company is unable to repay them. The waiver of compensation claims or offset referred to in the preceding paragraph shall not have legal effect against creditors, but it shall also not be possible to refer to the fact that the act is based on a general meeting resolution.

(5) If bankruptcy proceedings are initiated against a company, the compensation claim referred to in the preceding paragraph shall be pursued on behalf of all creditors which have the right to the payment of claims in bankruptcy proceedings against the company, so that the liable person shall pay the compensation to the company as the debtor in bankruptcy. The compensation claim may be pursued by:

- the bankruptcy trustee on behalf of the company as the debtor in bankruptcy and
- every creditor that is in accordance with the Act governing insolvency proceedings entitled to perform procedural acts in bankruptcy proceedings initiated against the company in their own name and on behalf of the company as the debtor in bankruptcy.

(6) The limitation period for compensation claims in accordance with this Article shall be five years from the day on which the damage occurred.

(7) Notwithstanding the preceding paragraph, where the Republic of Slovenia or a self-governing local community exercises a dominant influence over a company, the limitation period for compensation claims in such companies shall be ten years from the day on which the damage occurred.

(8) Dominant influence as referred to in the preceding paragraph shall mean that the Republic of Slovenia or a self-governing local community has individually or mutually, directly or indirectly through another body governed by public law, held the majority interest of the subscribed capital, the majority of voting rights or the right to appoint or remove the majority of members of the management or supervisory board.

264. člen
(odškodninska odgovornost zaradi vpliva tretjih oseb)

(1) Oseba, ki s svojim vplivom na družbo namenoma pripravi člane organov vodenja ali nadzora, prokurista ali poslovnega pooblaščenca do tega, da posluje v škodo družbe ali njenih delničarjev, mora družbi povrniti zaradi tega nastalo škodo. Delničarjem mora povrniti nastalo škodo, če so bili oškodovani, ne glede na škodo, ki jim je bila povzročena z oškodovanjem družbe.

(2) Poleg članov organov vodenja ali nadzora je kot solidarni dolžnik odgovoren tudi tisti, ki je s škodljivim dejanjem pridobil koristi, če je dejanje storil namenoma. Odškodninski zahtevek družbe lahko uveljavljajo tudi njeni upniki, če jih družba ne more poplačati.

(3) Določbe tega člena se ne uporabljajo, če je bil član organov vodenja ali nadzora, prokurist ali pooblaščenec zavezan k škodljivemu ravnanju pri uresničevanju:

- glasovalne pravice na skupščini;
- upravičenja za vodenje na podlagi pogodbe o obvladovanju, ali
- upravičenja za vodenje glavne družbe, v katero je družba vključena.

2. pododdelek
Uprava

265. člen
(vodstvo družbe)

(1) Uprava vodi posle družbe samostojno in na lastno odgovornost.

(2) Uprava lahko ima enega ali več članov (direktorji).

Article 264
(Liability for damage arising from interference of third parties)

(1) Persons who use their influence over a company to intentionally induce the members of the management or supervisory bodies, the procuration holder or the authorised person to act to the detriment of the company or its shareholders, shall compensate the company for the resulting damage. Shareholders shall be compensated for the damage they suffered irrespective of the damage they incurred through the damage caused to the company.

(2) In addition to the members of the management or supervisory body, anyone who derives benefits from a damaging action, if such action is committed intentionally, shall also assume joint and several liability. A company's compensation claim may also be pursued by the company's creditors if the company is unable to repay them.

(3) The provisions of the preceding paragraphs shall not apply if a member of the management or supervisory body, the procuration holder or the authorised person was obliged to perform the damaging action in exercising:
- a voting right at the general meeting;
- entitlement to conduct business based on a controlling contract; or
- entitlement to conduct the business of the principal company into which the company is incorporated.

Subsection 2
Management Board

Article 265
(Management of a company)

(1) The management board shall direct the business operations of the company independently and at its own liability.

(2) The management board may have one or more members (managers).

(3) Če ima uprava več članov, sprejemajo odločitve soglasno, če statut ne določa drugače.

(4) Statut ne sme določiti, da pri različnih mnenjih glas posameznega člana ali posameznih članov prevlada nad večino.

266. člen
(zastopanje in predstavljanje)

(1) Uprava zastopa in predstavlja družbo.

(2) Če ima uprava več članov, zastopajo družbo skupno, če statut ne določa drugače.

(3) Pri skupnem zastopstvu učinkuje izjava volje, dana kateremukoli članu uprave, proti družbi kot celoti, če so pooblaščeni vsi skupaj.

(4) Statut družbe ali nadzorni svet, če je to s statutom predvideno, lahko določi, da so za zastopanje pooblaščeni člani uprave posamično ali skupaj vsaj dva člana uprave ali član uprave skupaj s prokuristom.

267. člen
(pristojnosti in odgovornosti uprave do skupščine)

Pristojnosti in odgovornosti uprave do skupščine so:

- na zahtevo skupščine pripravlja ukrepe iz pristojnosti skupščine;

(3) If the management board has more than one member, the members shall adopt decisions unanimously unless otherwise provided in the articles of association.

(4) The articles of association may not provide that, in the event of a difference of opinion, the vote of a particular member or members shall prevail over the majority.

Article 266
(Representing and acting on behalf of the company)

(1) The management board shall represent the company and act on its behalf.

(2) If the management board has more than one member, the members shall represent the company jointly unless otherwise provided in the articles of association.

(3) In the case of joint representation an expression of will given to any of the members of the management board shall take effect against the company as a whole if all of the members of the management board are authorised to represent the company.

(4) The articles of association or the supervisory board, where so envisaged by the articles of association, may provide that members of the management board individually, or at least two members of the management board together, or a single member of the management board together with the procuration holder, are authorised to represent the company.

Article 267
(Powers and liabilities of management board in respect of the general meeting)

The powers and liabilities of the management board in respect of the general meeting shall be the following:

- prepare measures that fall within the powers of the general meeting at the request of the general meeting;

- pripravlja pogodbe in druge akte, za veljavnost katerih je potrebno soglasje skupščine, in
- uresničuje sklepe, ki jih sprejme skupščina.

268. člen
(imenovanje in odpoklic uprave)

(1) Člane uprave in predsednika imenuje nadzorni svet. Ponovno ne smejo biti imenovani prej kot eno leto pred potekom mandatne dobe uprave.

(2) Nadzorni svet lahko odpokliče posameznega člana uprave ali predsednika:
- če huje krši obveznosti;
- če ni sposoben voditi poslov;
- če mu skupščina izreče nezaupnico, razen če je nezaupnico izrekla iz očitno neutemeljenih razlogov, ali

- iz drugih ekonomsko-poslovnih razlogov (pomembnejše spremembe v strukturi delničarjev, reorganizacija in podobno).

269. člen
(udeležba članov uprave pri dobičku)

(1) S statutom se lahko določi, da se članom uprave za njihovo delo zagotovi udeležba pri dobičku.

(2) Višina udeležbe pri dobičku se praviloma določi v odstotku letnega dobička družbe.

270. člen
(prejemki članov uprave)

(1) Nadzorni svet mora pri določitvi celotnih prejemkov posameznega člana uprave (plača in povračilo stroškov, bonitete, nagrada za poslovno uspešnost – delniški in opcijski program nagrajevanja,

- draw up contracts and other acts which require the consent of the general meeting in order to be valid, and
- carry out the resolutions of the general meeting.

Article 268
(Appointment and removal of management board)

(1) The members of the management board and the chair shall be appointed by the supervisory board. They shall not be reappointed earlier than one year prior to the expiry of term of office of the management board.

(2) Individual members or the chair of the management board may be removed by the supervisory board:
- if they are in serious breach of their duties;
- if they are incapable of conducting business;
- if the general meeting passes a motion of no confidence in them, except where the motion of no confidence is passed based on reasons which are clearly unfounded; or
- for other economic and business reasons (significant changes in the shareholder structure, reorganisation and similar).

Article 269
(Participation of management board members in profits)

(1) The articles of association may provide that members of the management board may participate in the profits as remuneration for their work.

(2) The level of their participation in the profits shall normally be set as a percentage of the annual profit of the company.

Article 270
(Remuneration of members of the management board

(1) In determining the total amount of remuneration of an individual management board member (salary, reimbursement of expenses, benefits, performance bonuses – share and option bonus

udeležba v dobičku itd. -, odpravnina in drugi prejemki) poskrbeti za to, da so celotni prejemki v ustreznem sorazmerju z nalogami članov uprave in finančnim stanjem družbe ter v skladu s politiko prejemkov iz 294. člena tega zakona. Če skupščina ne določi politike prejemkov članov organov vodenja, mora nadzorni svet pri določitvi prejemkov posameznega člana uprave slediti načelom iz sedmega odstavka 294. člena tega zakona.

(2) Če se po določitvi prejemkov poslabša poslovanje družbe, ki bi ogrozilo njeno gospodarsko stanje ali ji povzročilo škodo, lahko nadzorni svet zniža prejemke. Znižanje prejemkov ne posega v druge določbe pogodbe; član uprave ima pravico do odpovedi pogodbe s koncem naslednjega četrtletja z dvomesečnim odpovednim rokom.

(3) Nadzorni svet lahko zahteva vrnitev že izplačane nagrade za poslovno uspešnost ali njen sorazmeren del:
- če se pravnomočno ugotovi ničnost letnega poročila in se ničnostni razlogi nanašajo na postavke ali dejstva, ki so bile podlaga za določanje nagrade, ali
- na podlagi posebnega revizorjevega poročila, s katerim se ugotovi, da so bill napačno uporabljeni kriteriji za določitev nagrade ali da pri tem odločilni računovodski, finančni in drugi podatki ter kazalci niso bili pravilno ugotovljeni ali upoštevani.

(4) Vrnitev že izplačane nagrade je mogoče zahtevati v roku treh let od dneva izplačila nagrade ali dela nagrade.

(5) Za imenovanje posebnega revizorja se smiselno uporabljajo določbe 318. do 321. člena ter drugi odstavek 323. člena tega zakona.

(6) Člani nadzornega sveta, ki ne ravnajo v skladu s tretjim odstavkom tega člena, so odškodninsko odgovorni po splošnih pravilih odškodninskega prava. Tožbo za povrnitev škode, ki je družbi nastala zaradi neupravičeno izplačane nagrade lahko v svojem imenu in na račun

scheme, participation in profits, severance pay and other payments) the supervisory board shall ensure that the total remuneration is in proportion to the tasks carried out by individual members of the management board, the financial position of the company and in accordance with the remuneration policy referred to in Article 294 of this Act. If the general meeting does not define the remuneration policy for the members of the management bodies, the supervisory board shall follow the principles laid down in paragraph seven of Article 294 of this Act in determining the remuneration for individual members of the management board.

(2) If, after the remunerations have been determined, the operations of the company deteriorate to an extent that threatens the economic position of the company or that could cause damage to the company, the supervisory board may reduce the remunerations. Any such reduction in remunerations shall not affect other provisions of the contract; a member of the management board shall have the right to terminate their contract at the end of the next quarter with a two month notice period for the termination.

(3) The supervisory board may also request that an already paid bonus for performance or a proportional part of it be returned:
- if the voidness of the annual report is finally established and the reasons for voidness refer to items or facts which were used as the basis for determining the bonus; or
- on the basis of a special auditor's report which establishes that the criteria for determining the bonus were not used correctly or that the key accounting, financial and other data as well as indicators were not properly established or considered.

(4) The return of an already paid bonus may be requested within three years of the day of payment of the full or partial payment of the bonus.

(5) The appointment of a special auditor shall be subject *mutatis mutandis* to the application of the provisions of Articles 318 to 321 and paragraph two of Article 323 of this Act.

(6) Members of the supervisory board who fail to act in accordance with paragraph three of this Article shall be liable for damages under the general rules of the law of compensations. An action for the compensation of damage suffered by a company due to the

družbe ne glede na 328. člen tega zakona vložijo delničarji, katerih skupni deleži znašajo najmanj en odstotek osnovnega kapitala.

unfounded payment of a bonus may be filed by shareholders in their own name and on behalf of the company regardless of Article 328 if the combined amount of their interests accounts for at least one per cent of the share capital.

271. člen
(prepoved konkurence)

Član uprave ne sme brez soglasja nadzornega sveta opravljati pridobitne dejavnosti, na področju dejavnosti družbe pa tudi ne sklepati poslov za svoj ali tuj račun.

Article 271
(Non-compete obligation)

Without the consent of the supervisory board a member of the management board may not carry out a gainful activity in the field of the company's activity, or conclude operations on their own behalf or on behalf of another person.

272. člen
(poročila nadzornemu svetu)

(1) Uprava vsaj enkrat v četrtletju poroča nadzornemu svetu o:

- načrtovani poslovni politiki in drugih načelnih vprašanjih poslovanja;
- donosnosti družbe, še posebej donosnosti lastnega kapitala;
- poteku poslov, še posebej prometu in finančnem stanju družbe, in
- poslih, ki lahko pomembno vplivajo na donosnost ali plačilno sposobnost družbe.

(2) Nadzorni svet lahko zahteva poročilo tudi o drugih vprašanjih. Uprava mora obveščati nadzorni svet o vprašanjih, ki se nanašajo na poslovanje družbe in z njo povezanih družb.

(3) Uprava mora nemudoma po sestavi predložiti letno poročilo nadzornemu svetu. Če ga je treba revidirati, ga je treba predložiti skupaj z revizorjevim poročilom. K letnemu poročilu mora uprava priložiti tudi predlog za uporabo bilančnega dobička, ki ga bo predložila skupščini.

(4) Nadzorni svet lahko od uprave kadarkoli zahteva poročilo o

Article 272
(Reporting to the supervisory board)

(1) The management board shall report to the supervisory board at least once every quarter on the following:

- the planned business policy and other general issues concerning operations;
- profitability of the company, particularly its return on own capital;
- the performance of operations, particularly the company's turnover and financial position, and
- operations which may have a significant impact on the profitability or solvency of the company.

(2) The supervisory board may also require a report on other issues. The management board shall notify the supervisory board of issues concerning the operations of the company and the companies affiliated to it.

(3) The management board shall submit to the supervisory board the annual report as soon as it has been drafted. If it needs to be audited, it shall be submitted together with the auditor's report. The management board shall attach to the annual report a proposal for the appropriation of distributable profit which will be submitted to the general meeting.

(4) The supervisory board may at any time request the

vprašanjih, ki so povezana s poslovanjem družbe in pomembneje vplivajo na položaj družbe ali je zanje razumno pričakovati, da bodo pomembneje vplivale nanj.

(5) Poročila morajo ustrezati načelu vestnosti in verodostojnosti.

3. pododdelek
Nadzorni svet

273. člen
(posebni pogoji za člane nadzornega sveta)

(1) Član nadzornega sveta ne more biti:
- član uprave ali upravnega odbora od družbe odvisne družbe;
- prokurist ali pooblaščenec te družbe;
- član uprave druge kapitalske družbe, v katere nadzornem svetu je član uprave te družbe;
- oseba, ki je član nadzornega sveta ali upravnega odbora že v treh družbah, ali
- oseba, ki ne izpolnjuje pogojev, ki jih določa statut.

(2) Nadzorni svet lahko največ za eno leto imenuje svojega člana za začasnega člana uprave, ki nadomešča manjkajočega ali zadržanega člana uprave. V tem času ne sme delovati kot član nadzornega sveta. Ponovno imenovanje ali podaljšanje mandatne dobe je dopustno, če celotna mandatna doba s tem ni daljša od enega leta.

274. člen
(volitve članov nadzornega sveta)

(1) Člane nadzornega sveta, ki zastopajo interese delničarjev, voli skupščina.

management board's report on issues which relate to the operations of the company and which have or may reasonably be expected to have a significant effect on the position of the company.

(5) The reports shall conform to the principles of conscientiousness and credibility.

Subsection 3
Supervisory Board

Article 273
(Special conditions for members of the supervisory board)

(1) A member of a supervisory board may not be:
- a member of the management board or board of directors of the company's subsidiary;
- a procuration holder or authorised person of the same company;
- a member of the management board of another company in which a member of the management board of this company serves as a member of the supervisory board;
- a person who is a member of the supervisory board or the board of directors in three other companies, or
- a person who does not meet the conditions laid down in the articles of association.

(2) The supervisory board may appoint a member to deputise for the missing or absent members of the management board for a maximum period of one year. During this time, they may not act as member of the supervisory board. Reappointment or extension of the term of office shall be permitted provided that the entire term of office does not exceed one year.

Article 274
(Election of members of the supervisory board)

(1) Members of the supervisory board, which represents the interests of the shareholders, shall be elected by the general meeting.

(2) Pred izvolitvijo na skupščini mora predlagani kandidat za člana nadzornega sveta predstaviti svoje preteklo strokovno izpopolnjevanje in delo, ki ga trenutno opravlja, ter vse okoliščine, ki bi lahko privedle do nasprotja interesov ali njegove pristranskosti. Predlagani kandidat lahko poda svojo predstavitev pisno, predstavitev na skupščini pa opravi predlagatelj predlaganega kandidata za člana nadzornega sveta.

(3) Na skupščini se lahko glasuje o vseh članih nadzornega sveta hkrati le, če s tem soglaša večina delničarjev, ki so oddali svoj glas. Na skupščini družbe, s katere vrednostnimi papirji se trguje na organiziranem trgu, se glasuje o vsakem članu nadzornega sveta posebej.

(4) Statut lahko določi, da največ eno tretjino članov nadzornega sveta, ki zastopajo interese delničarjev, imenujejo imetniki imenskih delnic, za prenos katerih je potrebno dovoljenje družbe. Take delnice ne sestavljajo posebnega razreda delnic.

275. člen
(odpoklic članov nadzornega sveta)

(1) Skupščina lahko odpokliče člane nadzornega sveta, ki jih je izvolila, pred potekom mandatne dobe. Za sklep o odpoklicu je potrebna najmanj tričetrtinska večina oddanih glasov. Statut lahko določi višjo večino in druge zahteve.

(2) Člana nadzornega sveta, ki so ga v nadzorni svet imenovali upravičeni delničarji v skladu z drugim odstavkom prejšnjega člena, lahko delničarji kadarkoli odpokličejo in ga nadomestijo z drugim članom. Skupščina ga lahko odpokliče z navadno večino glasov, če preneha pravica do imenovanja.

(2) Before the election at the general meeting, the proposed candidate for the supervisory board member position shall present their past professional development and the work which they are currently carrying out, as well as all of the circumstances that may lead to a conflict of interests or their partiality. The proposed candidate may give their presentation in written form, while the presentation at the general meeting shall be carried out by the person who proposed the candidate for the member of the supervisory board position.

(3) At the general meeting voting may take place regarding all the members of the supervisory board at the same time, only if the majority of shareholders that cast their votes agree. At the general meeting of a company whose securities are traded on the regulated market, the voting on each member of the supervisory board shall be carried out separately.

(4) The articles of association may provide that a maximum of one third of the members of the supervisory board which represent the interests of shareholders shall be appointed by the holders of registered shares whose transfer requires the permission of the company. Such shares shall not constitute a separate class of shares.

Article 275
(Removal of members of the supervisory board)

(1) The general meeting may remove the members of the supervisory board before the expiry of their term of office. A majority of at least three-quarters of the votes cast shall be required in order to pass a resolution to remove a member of the supervisory board. The articles of association may also lay down a larger majority and other requirements.

(2) A member of the supervisory board who has been appointed by entitled shareholders in accordance with paragraph two of the preceding Article may be removed by the shareholders and replaced by another member at any time. The general meeting may remove such member by a simple majority of votes if the right to appointment is terminated.

276. člen
(imenovanje in odpoklic člana prek sodišča)

(1) Uprava mora dati sodišču predlog za imenovanje člana nadzornega sveta takoj, ko ugotovi, da število članov ni zadostno za sklepčnost nadzornega sveta.

(2) Sodišče odpokliče člana nadzornega sveta na predlog nadzornega sveta ali delničarjev, katerih delnice predstavljajo najmanj 10% osnovnega kapitala, če gre za utemeljene razloge.

277. člen
(objava sprememb v nadzornem svetu)

Uprava mora vsako zamenjavo članov nadzornega sveta takoj prijaviti v register.

278. člen
(poslovanje nadzornega sveta)

(1) Nadzorni svet mora med svojimi člani izvoliti predsednika in najmanj enega namestnika. Uprava mora prijaviti v register ime in priimek predsednika in namestnika. Namestnik prevzame pravice in obveznosti predsednika le, če je slednji onemogočen pri njihovem uresničevanju.

(2) Na sejah nadzornega sveta se piše zapisnik, ki ga podpiše predsednik ali namestnik.

279. člen
(komisije)

(1) Nadzorni svet lahko imenuje eno ali več komisij, na primer revizijsko komisijo, komisijo za imenovanja in komisijo za prejemke, ki

Article 276
(Appointment and removal of members by the court)

(1) The management board shall submit a proposal for the appointment of a member of the supervisory board to the court immediately after determining that the number of members of the supervisory board is insufficient for achieving a quorum.

(2) Where well-founded reasons exist for doing so, the court shall remove a member of the supervisory board on the proposal of the supervisory board or on the proposal of the shareholders whose shares account for at least 10% of the share capital.

Article 277
(Publishing changes regarding the supervisory board)

The management board shall immediately submit an application for entering a change in the membership of the supervisory board in the register.

Article 278
(Operations of the supervisory board)

(1) From amongst its members the supervisory board shall elect a chair and at least one deputy chair. The management board shall submit an application for entering the name and surname of the chair and the deputy chair in the register. The deputy chair shall assume the rights and duties of the chair only if the latter is in no state to exercise them.

(2) Minutes shall be kept of the supervisory board's meeting and shall be signed by the chair or its deputy.

Article 279
(Committees)

(1) The supervisory board may appoint one or more committees, such as the audit committee, the appointment committee,

pripravljajo predloge sklepov nadzornega sveta, skrbijo za njihovo uresničitev in opravljajo druge strokovne naloge. V družbi, ki je subjekt javnega interesa, mora nadzorni svet oblikovati revizijsko komisijo.

(2) Komisija ne more odločati o vprašanjih, ki so v pristojnosti nadzornega sveta.

(3) Komisijo sestavljajo predsednik in najmanj dva člana. Predsednika imenuje nadzorni svet izmed svojih članov. Plačilo članov komisije, ki niso tudi člani nadzornega sveta, določi nadzorni svet s sklepom.

(4) Sej komisije se smejo udeleževati le člani komisije, če statut ali poslovnik nadzornega sveta ne določa drugače. Pri obravnavanju posameznih točk so lahko na sejo komisije povabljeni izvedenci ali poročevalci.

(5) Za odločanje komisije se smiselno uporabljajo določbe 257. člena tega zakona.

(6) Komisija poroča o svojem delu nadzornemu svetu.

280. člen
(revizijska komisija)

(1) Če nadzorni svet imenuje revizijsko komisijo, mora biti vsaj en član komisije neodvisen strokovnjak in usposobljen za računovodstvo ali revizijo. Ostali člani revizijske komisije so lahko le člani nadzornega sveta, ki so neodvisni od revidiranega subjekta..

(2) Vsi člani revizijske komisije so ustrezno usposobljeni za področje delovanja revidiranega subjekta.

(3) Naloge revizijske komisije so:
- spremlja postopek računovodskega poročanja ter pripravlja priporočila

the remunerations committee, which shall draw up the resolution proposal of the supervisory board and provide for their execution and also perform other expert activities. In a company that is a public-interest entity, the supervisory board shall form an audit committee.

(2) A committee may not decide on issues which are within the powers of the supervisory board.

(3) A committee shall be composed of a chair and at least two members. The supervisory board shall appoint the chair of the committee from among its members. Remunerations to the members of the committee that are not also members of the supervisory board shall be determined by the supervisory board by a resolution.

(4) Only the members of a committee may participate in the committee meetings unless otherwise provided by the articles of association or the supervisory board's rules of procedure. Experts or rapporteurs may be invited to participate in the discussion of individual items of the agenda.

(5) The provisions of Article 257 of this Act shall apply *mutatis mutandis* to the decision-making by the committee.

(6) Committees shall report on their work to the supervisory board.

Article 280
(Audit committee)

(1) If the supervisory board appoints an audit committee, at least one member shall be an independent expert in accounting or auditing. Only members of the supervisory board that are independent from the audited entity shall form the remaining part of the audit committee.

(2) All the members of the audit committee shall be suitably qualified for the scope of activities of the audited entity.

(3) The tasks of the audit committee shall include the following:
- monitoring the financial reporting procedure and the preparation of

in predloge za zagotovitev njegove celovitosti,
- spremlja učinkovitost in uspešnost notranje kontrole v družbi, notranje revizije, če obstaja, in sistemov za obvladovanje tveganja,
- spremlja obvezne revizije letnih in konsolidiranih računovodskih izkazov, zlasti uspešnost obvezne revizije, pri čemer upošteva vse ugotovitve in zaključke pristojnega organa,

- pregleduje in spremlja neodvisnost revizorja letnega poročilo družbe, zlasti glede zagotavljanja dodatnih nerevizijskih storitev,

- odgovarja za postopek izbire revizorja in predlaga nadzornemu svetu imenovanje kandidata za revizorja letnega poročila družbe,

- nadzoruje neoporečnost finančnih informacij, ki jih daje družba,

- ocenjuje sestavo letnega poročila, vključno z oblikovanjem predloga za nadzorni svet,
- sodeluje pri določitvi pomembnejših področij revidiranja,
- sodeluje pri pripravi pogodbe med revizorjem in družbo, pri čemer so prepovedana vsa pogodbena določila, ki skupščini omejujejo izbiro imenovanja revizorja. Vse take določbe so nične,

- poroča nadzornemu svetu o rezultatu obvezne revizije, vključno s pojasnilom, kako je obvezna revizija prispevala k celovitosti računovodskega poročanja in kakšno vlogo je imela revizijska komisija v tem postopku,
- opravlja druge naloge, določene s statutom ali sklepom nadzornega sveta,
- sodeluje z revizorjem pri opravljanju revizije letnega poročila družbe, zlasti z medsebojnim obveščanjem o glavnih zadevah v zvezi z revizijo, in
- sodeluje z notranjim revizorjem, zlasti z medsebojnim obveščanjem o glavnih zadevah v zvezi z notranjo revizijo.

281. člen
(pristojnosti nadzornega sveta)

(1) Nadzorni svet nadzoruje vodenje poslov družbe.

recommendations and suggestions for ensuring its integrity,
- monitoring the efficiency and effectiveness of the company's internal control, internal audit, if it exists, and risk management systems,
- monitoring the compulsory audit of the annual and consolidated financial statements, in particular the effectiveness of the compulsory audit while taking into account all of the findings and conclusions of the competent authority,
- reviewing and monitoring the independence of the auditor appointed for the audit of the company's annual report, particularly the providing of additional non-audit services,
- responsibility for the selection procedure for the auditor and for proposing the appointment of the auditor candidate for the auditing of the annual report of the company to the supervisory board,
- supervision of the integrity of financial information provided by the company,
- evaluation of the compilation of the annual report, including the drawing up of a proposal to the supervisory board,
- participation in determining major audit areas,
- participation in drawing up the agreement between the auditor and the company, where all contractual provisions restricting the general meeting's choice of appointing an auditor are prohibited; all such provisions shall be void,
- reporting to the supervisory board regarding the results of the compulsory audit, including an explanation on how the compulsory audit has contributed to the integrity of the accounting reports and the role of the audit committee in this procedure,
- performance of other tasks laid down by the articles of association or supervisory board resolution,
- cooperation with the auditor in auditing the company's annual report, particularly through mutual notification on major audit-related issues, and
- cooperation with the internal auditor, particularly through mutual notification on major internal audit-related issues.

Article 281
(Powers of the supervisory board)

(1) The supervisory board shall supervise the conducting of the company's business.

(2) Nadzorni svet lahko pregleduje in preverja knjige in dokumentacijo družbe, njeno blagajno, shranjene vrednostne papirje in zaloge blaga ter druge stvari. Za izvrševanje teh pravic lahko pooblasti posameznega člana, komisijo ali za določene naloge tudi posebnega izvedenca. Pri sklenitvi pogodbe z izvedencem zastopa družbo predsednik nadzornega sveta. Predsednik nadzornega sveta zastopa družbo tudi pri sklenitvi pogodbe z revizorjem letnega in konsolidiranega letnega poročila.

(3) Nadzorni svet lahko od uprave zahteva kakršnekoli informacije, potrebne za izvajanje nadzora. Če statut tako določa, lahko te informacije zahteva tudi vsak posamezen član nadzornega sveta, uprava pa pošlje zahtevane informacije nadzornemu svetu kot organu.

(4) Nadzorni svet lahko skliče skupščino. Nadzorni svet da skupščini predlog za imenovanje revizorja, ki mora temeljiti na predlogu revizijske komisije.

(5) Vodenje poslov se ne more prenesti na nadzorni svet. Statut ali nadzorni svet lahko določi, da se smejo posamezne vrste poslov opravljati le z njegovim soglasjem. Če nadzorni svet zavrne soglasje, lahko uprava zahteva, da o soglasju odloči skupščina. Za sklep, s katerim skupščina da soglasje, je potrebna večina najmanj treh četrtin oddanih glasov.

281.a člen
(notranja revizija)

(1) Letno poročilo o delu notranje revizije, če jo družba ima, se najpozneje v treh mesecih po zaključku poslovnega leta predloži upravi, nadzornemu svetu in revizorju računovodskih izkazov.

(2) Nadzorni svet daje soglasja k imenovanju, razrešitvi in

(2) The supervisory board may examine and verify the books and documents of the company, its cash register, stored securities, stocks of goods and other items. For exercising these rights, an individual member, a committee or for specific tasks a special expert may be authorised. When a contract is concluded with an expert, the chair of the supervisory board shall represent the company. The chair of the supervisory board shall also represent the company when concluding a contract with the auditor of the annual or consolidated annual report.

(3) The supervisory board may request form the management board any information needed for the purposes of supervision. This information may also be requested by any individual member of the supervisory board if so provided by the articles of association, and the management board shall submit the required information to the supervisory board as a body.

(4) The supervisory board may convene a general meeting. The supervisory board shall submit a proposal to the general meeting regarding the appointment of an auditor, which shall be based on the audit committee's proposal.

(5) The conducting of the company's business may not be transferred to the supervisory board. The articles of association or the supervisory board may determine that certain types of operations may only be carried out with its consent. If the supervisory board refuses to give its consent, the management board may require that the general meeting decides on the granting of consent. The general meeting's resolution with which consent is granted shall require a majority of at least three-quarters of the votes cast in order to be passed.

Article 281a
(Internal audit)

(1) The annual report on the work of the internal audit, if the company has one, shall be submitted to the management board, supervisory board and the auditor of the financial statements within three months of the end of the financial year.

(2) The supervisory board shall give consent to the

prejemkom vodje notranje revizije ter k aktu, s katerim se urejajo namen, pomen in naloge notranje revizije, ter k letnemu in večletnemu načrtu dela notranje revizije.

(3) Če notranje revizijske storitve opravljajo zunanji izvajalci, daje nadzorni svet soglasje k sklenitvi pogodbe, ki jo družba sklene z zunanjim izvajalcem, njeni spremembi in odpovedi s strani družbe.

(4) Nadzorni svet lahko od notranjega revizorja zahteva dodatne informacije poleg informacij iz prvega odstavka tega člena. Če ima družba revizijsko komisijo, izvršuje to pravico revizijska komisija.

282. člen
(pristojnosti nadzornega sveta v zvezi z letnim poročilom)

(1) Nadzorni svet mora preveriti sestavljeno letno poročilo in predlog za uporabo bilančnega dobička, ki ju je predložila uprava. Vsak član nadzornega sveta oziroma revizijske komisije ima pravico pregledati in preveriti vse podlage za letno poročilo, ki mu jih je treba na njegovo zahtevo predložiti, če nadzorni svet ne odloči drugače.

(2) Nadzorni svet mora o ugotovitvah preveritve iz prejšnjega odstavka sestaviti pisno poročilo za skupščino. V poročilu mora navesti, kako in v kakšnem obsegu je preverjal vodenje družbe med poslovnim letom. Če je k letnemu poročilu priloženo tudi revizorjevo poročilo, mora nadzorni svet v svojem poročilu zavzeti stališče do njega. Na koncu poročila mora nadzorni svet navesti, ali ima po končni preveritvi k letnemu poročilu kakšne pripombe in ali letno poročilo potrjuje. Če nadzorni svet potrdi letno poročilo, je sprejeto.

(3) Nadzorni svet mora v enem mesecu od predložitve sestavljenega letnega poročila svoje poročilo izročiti upravi, sicer mora

appointment, granting of a discharge and remuneration of the head of the internal audit and to the act that regulates the purpose, significance and tasks of the internal audit, and it shall give consent to the annual and multiannual work plan of the internal audit.

(3) If the internal audit services are carried out by external service providers, the supervisory board shall give consent to the conclusion of the contract concluded with the external service provider, its amendment and the termination of the contract by the company.

(4) In addition to the information referred to in paragraph one of this Article the supervisory board may require additional information from the internal auditor. If the company has an audit committee, the audit committee shall exercise this right.

Article 282
(Powers of the supervisory board in connection with the annual report)

(1) The supervisory board shall examine the annual report and the proposal for the appropriation of distributable profit which have been submitted by the management board. Each member of the supervisory board or of the audit committee shall have the right to examine and verify all the data used in preparing the annual report which must be submitted to them upon request unless the supervisory board decides otherwise.

(2) The supervisory board shall draw up a written report for the general meeting on the results of the verification referred to in the preceding paragraph. The report shall indicate how and to what extent the verification of the managing of the company was carried out during the financial year. If the auditor's report is also attached to the annual report, the supervisory board's report shall also include the board's opinion on the audit report. At the end of its report, the supervisory board shall indicate whether it has any comments in relation to the annual report on the completion of its verification and whether it gives its approval to the annual report. If the annual report is approved by the supervisory board, it is considered adopted.

(3) The supervisory board shall submit its report to the management board within one month of receiving the annual report;

uprava nadzornemu svetu nemudoma postaviti dodaten rok, ki ne sme biti daljši od enega meseca. Če nadzorni svet tudi v dodatnem roku ne izroči letnega poročila, se šteje, da ga ni potrdil.

283. člen
(zastopanje družbe proti članom uprave)

Predsednik nadzornega sveta zastopa družbo proti članom uprave.

284. člen
(plačilo članom nadzornega sveta)

Članom nadzornega sveta se lahko za njihovo delo zagotovi plačilo, kar določi statut ali skupščina. Plačilo mora biti v ustreznem razmerju z nalogami članov nadzornega sveta in finančnim položajem družbe. Člani nadzornega sveta ne morejo biti udeleženi pri dobičku.

4. pododdelek

Upravni odbor

285. člen
(pristojnost)

(1) Upravni odbor vodi družbo in nadzoruje izvajanje njenih poslov.

(2) Za pristojnosti upravnega odbora se smiselno uporabljajo določbe 267., 281. In 281.a člena tega zakona.

(3) Upravni odbor sestavi, preveri in potrdi letno poročilo ob

otherwise the management board shall set the supervisory board an additional deadline which may not exceed one month. If the supervisory board fails to submit the annual report within this additional deadline, it shall be deemed that the annual report has not been approved by the supervisory board.

Article 283
(Representation of the company in relation to the members of the management board)

The supervisory board chair shall represent the company in relation to the members of the management board.

Article 284
(Remuneration of supervisory board members)

Members of the supervisory board may receive remuneration for their work as laid down by the articles of association or the general meeting. Remuneration shall be in appropriate proportion to the tasks of the members of the supervisory board and the financial position of the company. Members of the supervisory board may not participate in the profits of the company.

Subsection 4

Board of directors

Article 285
(Powers)

(1) The board of directors shall manage a company and supervise its operations.

(2) The provisions of Articles 267, 281 and 281a of this Act shall apply *mutatis mutandis* to the powers of the board of directors.

(3) The board of directors shall draw up, verify and approve

smiselni uporabi določb prvega in drugega odstavka 282. člena tega zakona. Statut lahko določi, da letno poročilo sprejme skupščina.

286. člen
(zastopanje in predstavljanje)

(1) Upravni odbor zastopa in predstavlja družbo.

(2) Če upravni odbor med svojimi člani imenuje izvršne direktorje, ti zastopajo in predstavljajo družbo, če statut ne določa drugače.

(3) Za zastopanje in predstavljanje se smiselno uporabljajo določbe drugega do četrtega odstavka 266. člena tega zakona.

287. člen
(posebni pogoji za člane)

Za pogoje za člane upravnega odbora se smiselno uporabljajo določbe četrte in pete alineje prvega odstavka 273. člena tega zakona.

288. člen
(volitve in odpoklic)

Za volitve in odpoklic članov upravnega odbora se smiselno uporabljajo določbe 274. do 276. člena tega zakona.

289. člen
(poslovanje in plačilo članom upravnega odbora)

(1) Za poslovanje upravnega odbora in njegovih komisij se

the annual report by applying *mutatis mutandis* the provisions of paragraphs one and two of Article 282 of this Act. The articles of association may provide that the annual report shall be adopted by the general meeting.

Article 286
(Representing and acting on behalf of the company)

(1) The board of directors shall represent the company and act on its behalf.

(2) If the board of directors appoints executive directors from among its members, they shall represent and act on behalf of the company unless otherwise provided in the articles of association.

(3) The provisions of paragraphs two to four of Article 266 of this Act shall apply *mutatis mutandis* to representation and acting on behalf of the company.

Article 287
(Special conditions for members)

Indents four and five of paragraph one of Article 273 of this Act shall apply *mutatis mutandis* to the conditions for the members of the board of directors.

Article 288
(Election and removal)

The provisions of Articles 274 to 276 of this Act shall apply *mutatis mutandis* to the election and removal of members of the board of directors.

Article 289
(Operations of the board of directors and remuneration of its members)

(1) The provisions of Article 278 and 279 of this Act shall apply

smiselno uporabljajo določbe 278. in 279. člena tega zakona.

(2) Predsednik upravnega odbora ne more biti izvršni direktor te družbe.

(3) Upravni odbor mora oblikovati revizijsko komisijo v družbi:

- s katere vrednostnimi papirji se trguje na organiziranem trgu, ali
- v kateri delavci v skladu z zakonom uveljavljajo svojo pravico do sodelovanja v organih družbe.

(4) Za revizijsko komisijo se smiselno uporabljajo določbe 280. člena tega zakona, pri čemer so člani revizijske komisije lahko le tisti člani upravnega odbora, ki niso izvršni direktorji. Upravni odbor da skupščini predlog za imenovanje revizorja, ki mora temeljiti na predlogu revizijske komisije.

(5) Za plačilo članom upravnega odbora se smiselno uporabljajo določbe 284. člena tega zakona.

290. člen
(izvršni direktorji)

(1) Upravni odbor lahko imenuje enega ali več izvršnih direktorjev. Glede obdobja imenovanja se uporablja določba prvega odstavka 255. člena tega zakona. Člani upravnega odbora so lahko imenovani za izvršne direktorje.

(2) Upravni odbor mora vsako imenovanje in obseg upravičenja za zastopanje izvršnega direktorja ter spremembo teh podatkov prijaviti za vpis v register.

(3) Če je za izvršnega direktorja imenovana oseba, ki ni član upravnega odbora, se glede pogojev za imenovanje smiselno uporabljajo določbe drugega odstavka 255. člena tega zakona.

(4) Upravni odbor lahko na izvršne direktorje prenese te naloge:

mutatis mutandis to the operations of the board of directors.

(2) The chair of the board of directors may not be an executive director of the company.

(3) The board of directors shall set up an audit committee if the company's:
- securities are traded on the regulated market, or
- employees exercise their right to participate in the company's governing bodies in accordance with an Act.

(4) The provisions of Article 280 of this Act shall apply *mutatis mutandis* to the audit committee, and the members of the audit committee may only be members of the board of directors who are not executive directors. The board of directors shall submit a proposal to the general meeting regarding the appointment of an auditor, which shall be based on the audit committee's proposal.

(5) The provisions of Article 284 of this Act shall apply *mutatis mutandis* to the remuneration of members of the board of directors.

Article 290
(Executive directors)

(1) The board of directors may appoint one or more executive directors. The provision of paragraph one of Article 255 of this Act shall apply to the term of appointment. The members of the board of directors may be appointed executive directors.

(2) The board of directors must submit an application regarding any appointment and the scope of entitlement for representation of an individual executive director as well as any change in such data for entry in the register.

(3) If a person who is not a member of the board of directors is appointed executive director, the provisions of Article 255 of this Act shall apply *mutatis mutandis* to the conditions for appointment.

(4) The board of directors may delegate the following tasks to the executive directors:

- vodenje tekočih poslov;
- prijave vpisov in predložitve listin registru;

- skrb za vodenje poslovnih knjig, in
- sestavo letnega poročila, h kateremu priložijo, če ga je treba revidirati, revizorjevo poročilo in predlog za uporabo bilančnega dobička za skupščino, ter ga nemudoma predložijo upravnemu odboru.

(5) Pri opravljanju nalog morajo izvršni direktorji upoštevati navodila in omejitve, ki jim jih postavljajo skupščina družbe, upravni odbor, statut in poslovnik o delu izvršnih direktorjev.

(6) Če je imenovanih več izvršnih direktorjev, vodijo posle skupno, če statut ali poslovnik upravnega odbora ne določa drugače.

(7) Če je imenovanih več izvršnih direktorjev, lahko sprejmejo o svojem delu poslovnik, razen če statut določa, da tak poslovnik sprejme upravni odbor ali ga je že sprejel.

(8) Upravni odbor lahko kadarkoli odpokliče izvršnega direktorja. Za zahtevke izvršnih direktorjev iz pogodbe o opravljanju funkcije se uporabljajo pravila, s katerimi so urejena obligacijska razmerja.

(9) Izvršni direktorji se podpisujejo tako, da firmi družbe dodajo svoj podpis s pripombo »izvršni direktor«.

(10) Za poročaje izvršnih direktorjev upravnemu odboru se smiselno uporabljajo določbe 272. člena tega zakona, če statut ali poslovnik o delu izvršilnih direktorjev ne določa drugače.

(11) Za izvršne direktorje se smiselno uporabljajo določbe 261. do 264. in 269. do 271. člena tega zakona.

- the management of current operations;
- submitting of applications for entry in the register and the submission of documents to the register;
- administration of the books of account, and
- drawing up the annual report and, with which, if the annual report needs to be audited, they include the auditor's report and the proposal to the general meeting for appropriation of distributable profits, and its submission to the board of directors without delay.

(5) In the performance of their tasks, executive directors shall comply with the instructions and restrictions imposed by the general meeting, the board of directors, the articles of association and the rules of procedure for executive directors.

(6) If there are several executive directors, they shall conduct business together, unless otherwise provided in the articles of association or the rules of procedure of the board of directors.

(7) If there are several executive directors, they may adopt rules of procedure for their work unless the articles of association provide that such rules of procedure are to be adopted by the board of directors or the board of directors has already adopted them.

(8) The board of directors may remove an executive director at any time. The rules governing contractual obligations shall apply to claims made by executive directors on the basis of contracts for the performance of their function.

(9) When signing documents for the company, executive directors shall add their signature and the note "executive director" to the company name.

(10) The provisions of Article 272 of this Act shall apply *mutatis mutandis* when the executive directors report to the board of directors, unless otherwise provided by the articles of association or the rules of procedure for executive directors.

(11) The provisions laid down in Articles 261 to 264 and 269 to 271 of this Act shall apply *mutatis mutandis* in respect of executive directors.

291. člen
(javne ali majhne družbe)

(1) Upravni odbor družbe, z vrednostnimi papirji katere se trguje na organiziranem trgu, mora izmed svojih članov imenovati vsaj enega izvršnega direktorja, pri čemer je lahko za izvršne direktorje imenovana največ polovica članov upravnega odbora. Izvršni direktorji opravljajo naloge iz četrtega odstavka prejšnjega člena, če statut ne določa drugače.

(2) Za majhne družbe ne veljajo določbe prvega odstavka 258. in drugega odstavka 289. člena tega zakona.

5. pododdelek

Skupščina

1. odsek

Pristojnosti skupščine

292. člen
(splošno)

(1) Delničarji uresničujejo svoje pravice pri zadevah družbe na skupščini, če ta zakon ne določa drugače.

(2) Člani organov vodenja ali nadzora se lahko udeležijo skupščine, tudi če niso delničarji. Statut ali poslovnik skupščine lahko določi, kdaj lahko člani organov vodenja ali nadzora na skupščini sodelujejo prek prenosa slike in tona ter da se sme potek zasedanja skupščine slikovno in tonsko prenašati.

Article 291
(Public or small companies)

(1) The board of directors of a company whose securities are traded on a regulated market, shall appoint at least one executive director from among its members; however, not more than one half of the members of the board of directors may be appointed executive directors. Unless otherwise provided by the articles of association, executive directors shall perform the duties laid down in paragraph four of the preceding Article.

(2) The provisions of paragraph one of Article 258 and paragraph two of Article 289 of this Act shall not apply to small companies.

Subsection 5

General meeting

Section 1

Powers of the general meeting

Article 292
(General)

(1) Shareholders shall exercise their rights relating to matters concerning the company at a general meeting, unless otherwise provided by this Act.

(2) Members of the management or supervisory bodies may attend the general meeting even if they are not shareholders. The articles of association or the rules of procedure of the general meeting may define the cases in which the members of the management or supervisory body may participate in the general meeting through image

293. člen
(pristojnosti skupščine)

(1) Skupščina odloča o:
- sprejetju letnega poročila,
- uporabi bilančnega dobička,
- imenovanju in odpoklicu članov nadzornega sveta in upravnega odbora,
- podelitvi razrešnice članom organov vodenja ali nadzora,

- spremembah statuta,
- ukrepih za povečanje in zmanjšanje kapitala,
- prenehanju družbe in statusnem preoblikovanju,
- imenovanju revizorja, in
- drugih zadevah, če tako v skladu z zakonom določa statut, ali drugih zadevah, ki jih določa zakon.

(2) Skupščina je pristojna za sprejetje letnega poročila samo, če nadzorni svet ali upravni odbor letnega poročila ni potrdil, če organi vodenja ali nadzora prepustijo odločitev o sprejetju letnega poročila skupščini ali če tako določa statut družbe, ki je izbrala enotirni sistem upravljanja; v tem primeru morajo biti v poročilu, ki ga nadzorni svet ali upravni odbor predloži skupščini, navedeni ustrezni sklepi organov vodenja ali nadzora.

(3) Skupščina mora pri sprejetju letnega poročila upoštevati ta zakon in računovodske standarde iz 53. člena tega zakona. Če skupščina spremeni sestavljeno letno poročilo, ki mora biti po tem zakonu revidirano, ga mora v dveh tednih po sprejetju letnega poročila na skupščini ponovno pregledati revizor v skladu z določbami 57. člena tega zakona.

(4) Skupščina odloča o uporabi bilančnega dobička na predlog organov vodenja ali nadzora. Pri odločanju o uporabi bilančnega dobička

and voice transfer and the cases in which the general meeting may be transmitted through audio and video channels.

Article 293
(Powers of the general meeting)

(1) The general meeting shall decide on the following matters:
- the adoption of the annual report,
- the appropriation of distributable profit,
- the appointment and removal of the members of the supervisory board and of the board of directors,
- the granting of a discharge to the members of the management or supervisory bodies,
- amendments to the articles of association,
- measures to increase and reduce share capital,
- the dissolution and the changing of the legal status of the company,
- the appointment of an auditor, and
- other matters if so provided by the articles of association in accordance with an Act or in other matters provided by an Act.

(2) The general meeting shall only have the power to adopt the annual report if the supervisory board or board of directors has not approved the annual report, or if the management board or the supervisory body leave the decision to adopt the annual report to the general meeting, or if so provided by the articles of association of a company that opted for the one-tier management system. In this case, the relevant resolutions of the management or supervisory bodies shall be indicated in the report submitted to the general meeting by the supervisory board or the board of directors.

(3) When adopting the annual report, the general meeting shall take into account the provisions of this Act and the accounting standards referred to in Article 53 of this Act. If the general meeting amends an annual report which needs to be audited in accordance with this Act, the annual report shall be examined again by the auditor within two weeks of its adoption by the general meeting in accordance with the provisions of Article 57 of this Act.

(4) The general meeting shall decide on the appropriation of distributable profit on the proposal of the management or supervisory

ni vezana na predlog organov vodenja ali nadzora, vezana pa je na sprejeto letno poročilo. Sklep o uporabi bilančnega dobička mora vsebovati podatke o:

1. višini bilančnega dobička,
2. delu bilančnega dobička, ki se razdeli delničarjem,
3. delu bilančnega dobička, ki se odvede v druge rezerve iz dobička,
4. delu bilančnega dobička, o katerega uporabi bo odločeno v naslednjih poslovnih letih (preneseni dobiček), in
5. delu bilančnega dobička, ki se uporabi za druge namene, določene v statutu.

(5) S sklepom o uporabi bilančnega dobička se sprejeto letno poročilo ne spremeni.

(6) Skupščina ne more odločati o vprašanjih vodenja poslov, razen če tega ne zahteva poslovodstvo.

294. člen
(razrešnica in določitev politike prejemkov članov organov vodenja ali nadzora)

(1) Hkrati z odločanjem o uporabi bilančnega dobička odloča skupščina tudi o razrešnici organom vodenja ali nadzora. O razrešitvi posameznega člana se glasuje ločeno, če tako odloči skupščina ali če to zahtevajo delničarji, katerih skupni deleži dosegajo desetino osnovnega kapitala.

(2) Z razrešnico skupščina potrdi in odobri delo organov vodenja ali nadzora v poslovnem letu. Zahtevki iz odgovornosti za škodo se lahko uveljavljajo tudi proti osebam, ki jih je skupščina razrešila.

(3) Razprava o razrešitvi se poveže z razpravo o uporabi bilančnega dobička. Poslovodstvo mora skupščini predložiti letno poročilo in poročilo nadzornega sveta ali upravnega odbora iz 282. in 285. člena

bodies. In its decision on the appropriation of distributable profit, the general meeting shall be bound not by the proposal of the management or supervisory bodies but by the adopted annual report. The resolution on the appropriation of distributable profit shall contain the following data:

1. the amount of distributable profit,
2. the amount of distributable profit to be distributed to shareholders,
3. the amount of distributable profit to be allocated to other revenue reserves,
4. the amount of distributable profit, the appropriation of which shall be decided in the subsequent financial years (profit brought forward), and
5. the amount of distributable profit to be appropriated for other purposes which are set out in the articles of association.

(5) The resolution on appropriation of distributable profit shall not affect the annual report.

(6) The general meeting may not decide on issues concerning the conducting of business unless so requested by the management.

Article 294
(Discharge and deciding on the remuneration policy for members of the management and supervisory bodies)

(1) Simultaneously with the decision on appropriation of distributable profit, the general meeting shall also adopt a decision on granting a discharge to the management or supervisory bodies. The granting of a discharge to an individual member shall be voted on separately if so decided by the general meeting or required by shareholders whose combined interests account for at least one-tenth of the share capital.

(2) By granting a discharge, the general meeting shall confirm and approve the work of the management or supervisory bodies for the financial year. Damage liability claims may also be brought against persons discharged by the general meeting.

(3) The discussion regarding the granting of a discharge shall be linked to the discussion on appropriation of distributable profit. The management shall submit to the general meeting the annual report and

tega zakona. Zasedanje skupščine, na katerem skupščina odloča o uporabi bilančnega dobička in o razrešnici, mora biti v prvih osmih mesecih po koncu poslovnega leta.

(4) Če skupščina upravi ali njenemu posameznemu članu ne da razrešnice, se s tem še ne šteje, da je izrekla nezaupnico.

(5) Na skupščini, ki odloča o uporabi bilančnega dobička, mora poslovodstvo seznaniti delničarje s prejemki članov organov vodenja ali nadzora, ki so jih za opravljanje nalog v družbi prejeli v preteklem poslovnem letu. Informacija mora vsebovati prejemke za vsakega člana organa vodenja ali nadzora posebej in mora biti razčlenjena vsaj na fiksne in variabilne prejemke, udeležbo v dobičku, opcije in druge nagrade, povračila stroškov, zavarovalne premije, provizije in druga dodatna plačila. Informacija mora vsebovati tudi prejemke, ki so jih člani organov vodenja ali nadzora pridobili z opravljanjem nalog v odvisnih družbah. Takšna informacija mora biti prikazana tudi v poslovnem poročilu skupaj s politiko prejemkov članov organov vodenja ali nadzora, če jo je skupščina določila. Določba prejšnjega stavka ne velja za družbo, ki razkrije podatke iz 3. točke tretjega odstavka 69. člena tega zakona v prilogi k izkazom.

(6) Skupščina lahko določi politiko prejemkov članov organov vodenja ali nadzora. Vsi prejemki članov organov vodenja ali nadzora morajo biti v skladu s tako politiko prejemkov.

(7) Pri določitvi politike prejemkov članov uprave in izvršnih direktorjev skupščina sledi naslednjim načelom:

- politika prejemkov članov uprave in izvršnih direktorjev spodbuja dolgoročno vzdržnost družbe in zagotavlja, da so prejemki v skladu z doseženimi rezultati in finančnim stanjem družbe;

- celotne prejemke lahko sestavljata fiksni in variabilni del. Variabilni del

the report of the supervisory board or of the board of directors referred in Articles 282 and 285 of this Act. The general meeting at which the appropriation of distributable profit and the granting of a discharge are decided on shall be held within eight months of the end of the financial year.

(4) If no discharge is granted to the management board or any of its members by the general meeting, this shall not imply a motion of no confidence.

(5) When the general meeting is deciding on the appropriation of distributable profit, the management shall notify the shareholders of the remunerations received by the members of the management or supervisory bodies for the performance of their duties in the past financial year. The information shall include the remunerations for each member of the management or supervisory body separately and shall be broken down into at least the fixed and variable remuneration, participation in the profit, options and other bonuses, reimbursement of expenses, insurance premiums, commissions and other additional payments. The information shall also include the remunerations received by the members of the management or supervisory bodies for the performance of their duties in subsidiaries. The information shall be included in the business report together with the remuneration policy of the members of the management or supervisory bodies, if such policy was determined by the general meeting. The provision of the preceding sentence shall not apply to a company that discloses the data referred to in point 3 of paragraph three of Article 69 of this Act in the notes to the financial statements.

(6) The general meeting may define a remuneration policy for members of the management or supervisory bodies. Any remuneration paid to the members of the management or supervisory bodies shall be in accordance with such remuneration policy.

(7) In defining the remuneration policy for members of the management board and executive directors, the general meeting shall follow the following principles:

- the remuneration policy for members of the management board and executive directors shall foster the long-term sustainability of the company and ensure that the remunerations are in proportion to the results and the financial position of the company;
- total remuneration may be composed of a fixed and a variable part.

prejemkov mora biti odvisen od vnaprej določenih in merljivih meril. Skupščina lahko določi najvišji znesek variabilnega dela prejemka;

- odpravnina se lahko izplača le v primeru predčasne prekinitve pogodbe. Odpravnina ne more biti izplačana, če je član uprave ali izvršni direktor odpoklican iz razlogov, določenih v prvi, drugi in tretji alineji drugega odstavka 268. člena tega zakona ali če član uprave ali izvršni direktor sam odpove pogodbo. Skupščina lahko določi najvišji znesek odpravnine.

2. odsek
Sklic skupščine

295. člen
(sklic skupščine)

(1) Skupščino je treba sklicati v primerih, določenih z zakonom ali statutom, in takrat, če je to v korist družbe.

(2) Skupščino skliče poslovodstvo, ki o tem odloči z navadno večino.

(3) Skupščino je treba sklicati, če delničarji, katerih skupni deleži dosegajo dvajsetino osnovnega kapitala, od poslovodstva pisno zahtevajo sklic skupščine. Zahtevi morajo v pisni obliki priložiti dnevni red, predlog sklepa za vsako predlagano točko dnevnega reda, o katerem naj skupščina odloča ali, če skupščina pri posamezni točki dnevnega reda ne sprejema sklepa, obrazložitev točke dnevnega reda. Statut lahko pravico zahtevati sklic skupščine veže na nižji delež osnovnega kapitala.

(4) Na zahtevo iz prejšnjega odstavka mora skupščina zasedati čim prej, vendar najpozneje v dveh mesecih od prejema zahteve, sicer lahko sodišče delničarje, ki so postavili zahtevo, ali njihove pooblaščence

The variable part of the remuneration shall depend on measurable criteria which are defined in advance. The general meeting may determine the maximum amount of the variable part of the remuneration;

- severance pay may be paid only in the case of an early termination of a contract. Severance pay shall not be paid if a member of the management board or an executive director has been removed for the reasons specified in indents one, two and three of paragraph two of Article 268 of this Act, or if a management board member or executive director terminated the contract themselves. The general meeting may determine the maximum amount of severance pay.

Section 2
Convening the general meeting

Article 295
(Convening the general meeting)

(1) A general meeting shall be convened in cases laid down by an Act or by the articles of association, and when it would be beneficial for the company.

(2) The management shall decide by a simple majority on whether to convene a general meeting.

(3) A general meeting shall be called if the shareholders whose combined interest account for one-twentieth of the share capital make a written request to the management to convene a general meeting. In written form, the request shall also be accompanied by an agenda, the resolution proposal for each suggested agenda item to be decided upon by the general meeting or, if the general meeting is not adopting a resolution regarding a particular agenda item, an explanation of such agenda item. The articles of association may also tie the right to request the convening of a general meeting to a smaller proportion of the interest in share capital.

(4) Upon the request referred to in the preceding paragraph, the general meeting shall meet as soon as possible but no later than within two months of receipt of the request, or the court may authorise

pooblasti za sklic skupščine. Sodišče izda sklep brez pridobitve izjav drugih strank. V objavi sklica skupščine mora biti opozorjeno na pooblastilo sodišča.

(5) Statut lahko omogoči delničarjem možnost za pošiljanje zahteve iz tretjega odstavka tega člena tudi z uporabo elektronskih sredstev.

(6) Če statut ne določa drugače, je skupščina na sedežu družbe.

296. člen
(vsebina in objava sklica)

(1) Sklic skupščine mora vsebovati vsaj navedbo:

- firme in sedeža družbe;
- časa in kraja skupščine;
- predloga dnevnega reda;
- presečnega dne, kot ga določa tretji odstavek 297. člena tega zakona z obrazložitvijo, da se skupščine lahko udeležijo in na njej uresničujejo glasovalno pravico le tisti delničarji, ki so imetniki delnic na ta dan, ter drugih pogojev, od katerih sta odvisna udeležba na skupščini in uresničevanje glasovalne pravice;
- roka ali dneva, do katerega lahko delničarji zahtevajo dopolnitev dnevnega reda v skladu s prvim odstavkom 298. člena tega zakona;
- roka ali dneva, do katerega lahko delničarji sporočijo družbi predlog za objavo iz prvega odstavka 300. člena ali 301. člena tega zakona in se ta objavi;
- predlogov sklepov organov vodenja ali nadzora iz prvega odstavka 297. a člena tega zakona, in kje so dostopne njihove obrazložitve;
- kje in kako se lahko pridobijo popolna besedila listin in predlogov iz drugega odstavka 297.a člena tega zakona;

the shareholders who made the request, or their authorised persons, to convene the general meeting. The court shall issue its procedural decision without obtaining the statements of the other parties. The notice convening the general meeting shall explicitly stress the court's authorisation.

(5) The articles of association may give shareholders the possibility of sending requests from paragraph three of this Article including through electronic means.

(6) Unless otherwise provided by the articles of association, the general meeting shall be held at the registered office of the company.

Article 296
(Content and publication of the notice convening the general meeting)

(1) The notice convening the general meeting shall include at least the following information:
- the company name and the registered office of the company;
- time and place of the general meeting;
- the proposed agenda;
- the cut-off date as defined by paragraph three of Article 297 of this Act together with an explanation regarding the fact that the general meeting can only be attended and that the voting rights can only be exercised by shareholders who hold shares on that very day, and other conditions relevant for participation in the general meeting and the exercise of voting rights;
- the deadline or the day by which the shareholders may request an amendment to the agenda in accordance with paragraph one of Article 298 of this Act;
- the deadline or the day by which the shareholders may notify the company of their proposal for publication referred to in paragraph one of Article 300 or Article 301 of this Act and the proposal is published;
- the resolution proposals of the management or supervisory bodies referred to in paragraph one of Article 297a of this Act, and where the explanations of these resolutions can be found;
- where and how the full texts of the documents and proposals referred to in paragraph two of Article 297a of this Act may be

- da lahko delničar na skupščini uresničuje svojo pravico do obveščenosti iz prvega odstavka 305. člena tega zakona;
- postopka za uresničevanje glasovalne pravice z elektronskimi sredstvi, če ga družba omogoča v skladu s četrtim odstavkom 297. člena tega zakona;
- postopka uresničevanja glasovalne pravice po pošti, če ga družba omogoča v skladu z devetim odstavkom 308. člena tega zakona, in

- drugih podatkov, ki jih določa ta zakon.

(2) Družba, s katere vrednostnimi papirji se trguje na organiziranem trgu, mora v sklicu skupščine navesti tudi:

- spletno stran družbe, na kateri bodo na voljo informacije iz tretjega odstavka tega člena;
- da so izčrpne informacije o pravicah delničarjev iz prvega odstavka 298. člena, prvega odstavka 300., 301. in 305. člena tega zakona dostopne na spletni strani družbe;
- informacije o postopku uresničevanja glasovalne pravice po pooblaščencu, predvsem o obrazcih, ki jih je treba za to uporabiti, in način obveščanja družbe o imenovanju pooblaščenca z uporabo elektronskih sredstev v skladu s sedmim odstavkom 308. člena tega zakona;
- način pošiljanja dodatnih točk dnevnega reda z uporabo elektronskih sredstev v skladu z drugim odstavkom 298. člena tega zakona, in

- način pošiljanja predlogov z uporabo elektronskih sredstev v skladu z drugim odstavkom 300. člena tega zakona.

(3) Od objave sklica skupščine do vključno dneva zasedanja skupščine morajo biti na spletni strani družbe, s katere vrednostnimi papirji se trguje na organiziranem trgu, dostopni vsaj:

- sklic skupščine;
- skupno število delnic in glasovalnih pravic na dan sklica skupščine, vključno z ločenimi podatki za vsak razred delnic;

- popolna besedila listin in predlogov iz drugega odstavka 297.a člena tega zakona;

obtained;
- that shareholders may exercise their right to information referred to in paragraph one of Article 305 of this Act at the general meeting;
- the process of exercising the right to vote through the use of electronic means if provided by the company in accordance with paragraph four of Article 297 of this Act;
- the process of exercising the right to vote by mail if provided by the company in accordance with paragraph nine of Article 308 of this Act, and
- other information provided by this Act.

(2) A company whose securities are traded on a regulated market shall also specify the following information in the notice convening the general meeting:
- the company's website address where the information referred to in paragraph three of this Article will be made available;
- that detailed information on the rights of shareholders laid down in paragraph one of Article 298, paragraph one of Articles 300, 301 and 305 of this Act is available on the company's website;
- information on the process of exercising the right to vote by proxy, in particular information on the forms which are to be used for this purpose and the manner of notifying the company of the appointment of a proxy through the use of electronic means in accordance with paragraph seven of Article 308 of this Act;
- the method of communicating additional points of the agenda through the use of electronic means in accordance with paragraph two of Article 298 of this Act, and
- the method of communicating proposals through the use of electronic means in accordance with paragraph two of Article 300 of this Act.

(3) From the date of the publication of the notice convening the general meeting to the date of the general meeting, at least the following information shall be made available on the website of the company whose securities are traded on a regulated market:
- the convening of the general meeting;
- the total number of shares and voting rights on the day of convening the general meeting, including separate data for each class of shares;
- full texts of documents and proposals referred to in paragraph two of Article 297a of this Act;

- obrazci, ki se uporabljajo za glasovanje s pooblastilom ali po pošti, ali če jih iz tehničnih razlogov ni mogoče objaviti na spletni strani, navedba, kako se ti obrazci na zahtevo delničarja brezplačno pridobijo v fizični obliki;
- izčrpne informacije o pravicah delničarjev iz prvega odstavka 298. člena, prvega odstavka 300. člena, 301. in 305. člena tega zakona, in

- predlogi delničarjev iz prvega odstavka 298. člena, prvega odstavka 300. člena in 301. člena tega zakona, in sicer nemudoma po njihovem prejemu.

(4) Sklic skupščine se objavi na spletni strani AJPES ali dnevniku, ki izhaja na celotnem območju Republike Slovenije. Sklic skupščine se objavi tudi v glasilu ali elektronskem mediju družbe, če ga družba ima. Če ima družba svojo spletno stran, se sklic skupščine objavi tudi na tej spletni strani.

(5) Družba, s katere vrednostnimi papirji se trguje na organiziranem trgu, mora sklic skupščine objaviti tudi na način, kot ga določa 1. točka prvega odstavka in tretji odstavek 136. člena Zakona o trgu finančnih instrumentov (Uradni list RS, št. 67/07, 100/07 – popr. in 69/08).

(6) Ne glede na četrti in peti odstavek tega člena se lahko skupščina družbe, ki lahko imena in naslove svojih delničarjev ugotovi iz veljavne delniške knjige, skliče s priporočenim pismom vsem takim delničarjem, če statut ne določa drugače. V takem primeru velja dan, ko je bila pošta odposlana, za dan objave sklica skupščine.

(7) Družba ne sme delničarjem zaračunati nobenih stroškov, ki so povezani s sklicem skupščine in s samo skupščino.

297. člen
(sklicni rok in udeležba)

- the forms used for voting by proxy or by mail or, if these cannot be published on the website due to technical reasons, the information on how on a shareholder's request these forms may be acquired free of charge in physical form;
- detailed information about the rights of shareholders referred to in paragraph one of Article 298, paragraph one of Article 300, Articles 301 and 305 of this Act and
- proposals made by shareholders referred to in paragraph one of Article 298, paragraph one of Article 300, and Article 301 of this Act, immediately after receiving them.

(4) The notice convening the general meeting shall be published on the AJPES website or in a daily newspaper which is circulated in the territory of the Republic of Slovenia. The notice convening the general meeting shall also be published in the company's internal newsletter or electronic medium, if the company has them. If the company has its own website, the notice convening the general meeting shall also be published on such website.

(5) A company whose securities are traded on a regulated market shall also publish the notice convening the general meeting in the manner defined in point 1 of paragraph one and paragraph three of Article 136 of the Financial Instruments Market Act (Official Gazette of the republic of Slovenia [*Uradni list RS*], Nos. 67/07, 100/07 – corr. and 69/08).

(6) Notwithstanding paragraphs four and five of this Article, the general meeting of a company which can find the names and addresses of its shareholders in the valid share register, may be convened by sending a registered letter to each one of the aforementioned shareholders unless otherwise provided by the articles of association. In this case, the day on which the mail was sent shall be considered the day of publication of the notice convening the general meeting.

(7) The company shall not charge its shareholders any costs relating to the convening of the general meeting or the meeting itself.

Article 297
(Period in which the notice to convene a general meeting shall be published and participation)

(1) Sklic skupščine se objavi vsaj 30 dni pred skupščino. Statut lahko določi daljši najkrajši rok za objavo sklica.

(2) Statut lahko pogojuje udeležbo na skupščini ali uresničevanje glasovalne pravice s tem, da se delničarji prijavijo pred skupščino. V tem primeru je dovolj, da se delničarji prijavijo najpozneje konec četrtega dne pred skupščino.

(3) Ne glede na določbe zakona, ki ureja nematerializirane vrednostne papirje, se skupščine lahko udeležijo in na njej uresničujejo glasovalno pravico le tisti delničarji, ki so kot imetniki delnic vpisani v centralnem registru nematerializiranih vrednostnih papirjev konec četrtega dne pred zasedanjem skupščine (v nadaljnjem besedilu: presečni dan).

(4) Statut družbe lahko določi, da se delničarji lahko udeležijo skupščine ali glasujejo pred skupščino ali na njej s pomočjo elektronskih sredstev brez fizične prisotnosti in uredi postopek za to, pri čemer sta lahko taka udeležba in glasovanje odvisna samo od zahtev in omejitev, ki so potrebne za ugotavljanje identitete delničarjev ter varnega elektronskega komuniciranja in do mere, sorazmerne za uresničitev tega cilja.

(5) Statut družbe lahko pooblasti poslovodstvo, da podrobneje uredi postopek iz prejšnjega odstavka.

297.a člen
(zagotovitev informacij)

(1) Za vsako točko dnevnega reda, o kateri naj odloči skupščina, morajo organi vodenja ali nadzora, za volitve članov nadzornega sveta, upravnega odbora in revizorjev pa le nadzorni svet ali upravni odbor, v dnevnem redu navesti predloge sklepov, razen če skupščina pri posamezni točki dnevnega reda ne sprejema sklepa, ali je

(1) The notice convening the general meeting shall be published at least 30 days before the general meeting takes place. The articles of association may lay down that the shortest period in which the notice to convene a general meeting shall be published can be longer..

(2) The articles of association may require that the shareholders notify their participation prior to the general meeting being held as a condition for participating at the general meeting or as a condition for the exercising of voting rights. In this case it shall be sufficient that the shareholders notify their participation no later than at the end of the fourth day prior to the general meeting.

(3) Notwithstanding the provisions of the Act governing dematerialised securities, the general meeting may be attended and the voting rights exercised solely by those shareholders who are entered as holders of shares in the central register of dematerialised securities at the end of the fourth day prior to the general meeting (hereinafter: cut-off date).

(4) The articles of association may lay down that shareholders can participate in the general meeting or vote prior to the general meeting or at the general meeting through the use of electronic means without being physically present, and prescribe the procedure to this effect, whereby the participation and voting can depend solely on the requirements and limitations which are needed for the identification of shareholders and secure electronic communication, and to an extent which is proportionate to the implementation of the pursued objective.

(5) The articles of association may authorise the management to regulate in detail the procedure referred to in the preceding paragraph.

Article 297a
(Providing information)

(1) The management or supervisory bodies shall specify resolution proposals in the agenda for each agenda item to be decided on by the general meeting, while the supervisory board or the board of directors shall specify resolution proposals in the agenda concerning the election of members of the supervisory board, the board of directors and

točka dnevnega reda uvrščena na dnevni red na podlagi manjšinske pravice iz 298. člena tega zakona, ali če je skupščina sklicana na podlagi manjšinske pravice iz tretjega odstavka 295. člena tega zakona.

(2) Poslovodstvo mora od objave sklica skupščine do vključno dneva zasedanja skupščine na sedežu družbe omogočiti delničarjem brezplačen pogled v:

1. predloge sklepov iz prejšnjega odstavka z navedbo, kateri organ družbe je dal posamezen predlog;
2. obrazložitev vsake točke dnevnega reda, pri čemer mora obrazložitev točke dnevnega reda, pri kateri naj skupščina odloča o imenovanju članov nadzornega sveta ali upravnega odbora vključevati vsaj ime in priimek, izobrazbo, ustrezne izkušnje in trenutno zaposlitev predlaganega člana, obrazložitev točke dnevnega reda, pri kateri naj skupščina odloča o imenovanju revizorja, pa vsaj firmo, sedež ter ključna priporočila revizorja;
3. če se sklic skupščine nanaša na skupščino iz tretjega odstavka 294. člena tega zakona: letno poročilo in poročilo nadzornega sveta ali upravnega odbora iz 282. in 285. člena tega zakona ter izjavo o upravljanju družbe, če ni vključena v letno poročilo. Na delničarjevo zahtevo je treba temu najpozneje naslednji delovni dan brezplačno izročiti prepis poročil, če niso objavljena na spletni strani družbe;
4. če naj skupščina odloča o spremembi statuta: besedilo predlaganih sprememb;
5. druga poročila in dokumente, ki jih je treba po zakonu predložiti skupščini.

(3) Točke dnevnega reda, vključno z obrazložitvami ali predlogi iz prvega odstavka 298. člena tega zakona ter predlogi delničarjev iz 300. in 301. člena tega zakona in njihove utemeljitve ter druge informacije v zvezi z njimi morajo biti dani na pogled nemudoma po njihovem prejemu.

auditors, unless the general meeting is not adopting resolutions under individual agenda items, or the agenda item has been put on the agenda on the basis of a minority right referred to in Article 298 of this Act, or the general meeting has been convened on the basis of a minority right referred to in paragraph three of Article 295 of this Act.

(2) From the date of publication of the notice convening the general meeting to the date of the general meeting, the management shall allow the shareholders gratuitous access to the following information at the company's registered office:

1. the resolution proposals referred to in the preceding paragraph, specifying the company body that submitted the proposal;
2. explanations of individual agenda items, where the explanation of an agenda item involving a decision on the appointment of the members of the supervisory board or members of the board of directors by the general meeting, shall include at least the name and surname, education, relevant experience and the current employment of the proposed member, while the explanation of an agenda item involving a decision on the appointment of an auditor by the general meeting shall contain at least the auditor's company name, registered office and key references;
3. when the convening refers to the general meeting referred to in paragraph three of Article 294 of this Act: information on the annual report and the report of the supervisory board or the board of directors referred to in Articles 282 and 285 of this Act and on the corporate governance statement unless it has been included in the annual report. On their request shareholders shall be delivered a gratuitous copy of the reports on the next business day at the latest, unless the reports are published on the company's website;
4. if the general meeting is to decide on amendments to the articles of association: the text of the proposed amendments;
5. other reports and documents which must be submitted to the general meeting in accordance with an Act.

(3) Agenda items, including explanations and proposals referred to in paragraph one of Article 298 of this Act and the proposals of shareholders referred to in Articles 300 and 301 of this Act and their substantiations and other pertaining information, shall be made accessible immediately following their receipt.

298. člen
(dopolnitev dnevnega reda)

(1) Delničarji, katerih skupni deleži dosegajo dvajsetino osnovnega kapitala, lahko po objavi sklica skupščine pisno zahtevajo dodatno točko dnevnega reda. Zahtevi morajo v pisni obliki priložiti predlog sklepa, o katerem naj skupščina odloča, ali če skupščina pri posamezni točki dnevnega reda ne sprejme sklepa, obrazložitev točke dnevnega reda. Zadošča, da zahtevo pošljejo družbi najpozneje sedem dni po objavi sklica skupščine. Statut lahko to pravico veže na nižji delež osnovnega kapitala.

(2) Družba, s katere vrednostnimi papirji se trguje na organiziranem trgu, mora delničarjem ponuditi vsaj en način za pošiljanje dodatnih točk dnevnega reda iz prejšnjega odstavka s pomočjo elektronskih sredstev.

(3) Poslovodstvo mora nemudoma po poteku roka iz prvega odstavka tega člena objaviti dodatne točke dnevnega reda, ki naj se obravnavajo na skupščini. Dodatna točka dnevnega reda se lahko obravnava na skupščini le, če je bila objavljena na način iz 296. člena tega zakona vsaj 14 dni pred skupščino, sicer se obravnava na prvi naslednji skupščini.

(4) Družba, s katere vrednostnimi papirji se trguje na organiziranem trgu, mora v roku iz prejšnjega odstavka objaviti čistopis dnevnega reda na enak način kot je objavila sklic.

299. člen
(sporočila za delničarje in člane nadzornega sveta)

(1) Poslovodstvo mora najpozneje 14. dan pred zasedanjem skupščine finančnim organizacijam in združenjem delničarjev, ki so na

Article 298
(Expansion of the agenda)

(1) Following publication of the notice convening the general meeting, shareholders whose combined interests account for one-twentieth of the share capital may request in writing that an additional item be placed on the agenda. The request shall be accompanied by a written resolution proposal to be decided on by the general meeting or, if the general meeting does not adopt a resolution on individual agenda items, an explanation of such items. It shall suffice that the request is sent to the company no later than within seven days after the publication of the notice convening the general meeting. The articles of association may tie this right to a smaller proportion of the share capital.

(2) A company whose securities are traded on a regulated market shall offer its shareholders at least one method for sending additional agenda items referred to in the preceding paragraph through the use of electronic means.

(3) Immediately upon the expiry of the deadline specified in paragraph one of this Article, the management shall publish additional agenda items to be discussed at the general meeting. An additional agenda item may be discussed at the general meeting only if it is published in the manner referred to in Article 296 of this Act at least 14 days prior to the general meeting, otherwise it shall be discussed at the next general meeting.

(4) A company whose securities are traded on a regulated market shall publish a clean copy of the agenda within the deadline specified in the preceding paragraph in the same manner as it published the notice convening the general meeting.

Article 299
(Notifications for shareholders and members of the supervisory board)

(1) The management shall notify the financial organisations and associations of shareholders which exercised voting rights on behalf

zadnji skupščini za delničarje uresničevali glasovalne pravice, sporočiti sklic skupščine ter predloge delničarjev iz 300. in 301. člena tega zakona in njihove utemeljitve ter druge informacije v zvezi z njimi. Če se je na podlagi prejšnjega člena dnevni red spremenil, je treba sporočiti tudi spremenjen dnevni red. Enako velja za druge finančne organizacije in združenja delničarjev, če poslovodstvo prejme njihovo zahtevo najpozneje 16. dan pred zasedanjem skupščine.

(2) Vsak član nadzornega sveta lahko zahteva, da mu poslovodstvo pošlje sporočilo iz prejšnjega odstavka.

(3) Vsak delničar, ki je kot delničar vpisan v delniško knjigo, in vsak član nadzornega sveta lahko zahteva, da mu poslovodstvo pisno sporoči na skupščini sprejete sklepe.

(4) Če ima družba podatke iz prvega odstavka tega člena objavljene na spletni strani družbe, zadostuje, da v sporočilu iz prvega odstavka tega člena navede zgolj spletno stran, na kateri so ti podatki dostopni.

(5) Družba ne sme delničarjem zaračunati nobenih stroškov, ki so povezani s sporočili iz tega člena.

300. člen
(predlogi delničarjev)

(1) Delničarji lahko k vsaki točki dnevnega reda v pisni obliki dajejo predloge sklepov. Predlog delničarja se objavi in sporoči na način iz 296. člena tega zakona le, če je delničar v sedmih dneh po objavi sklica skupščine poslal družbi razumno utemeljen predlog in pri tem sporočil, da bo na skupščini ugovarjal predlogu organa vodenja ali nadzora in da bo druge delničarje pripravil do tega, da bodo glasovali za njegov predlog.

(2) Družba, s katere vrednostnimi papirji se trguje na

of their shareholders at the last general meeting, regarding the convocation of the general meeting and the proposals of the shareholders from Articles 300 and 301 of this Act, the substantiation of the proposals and other related information on the 14th day before the general meeting at the latest. If the agenda has changed in accordance with the preceding Article, the amended agenda shall also be notified. The same shall also apply to other financial organisations and associations of shareholders if the management receives their request no later than on the 16th day before the general meeting.

(2) Any member of the supervisory board may request that the notification referred to in the preceding paragraph be sent to them by the management.

(3) Any shareholder who is entered in the share register as a shareholder and any member of the supervisory board may request the management to provide them with a written notification of the resolutions adopted at the general meeting.

(4) If the company has published the data referred to in paragraph one of this Article on its website, it shall suffice, that the notification referred to in paragraph one of this Article includes the address of the website where this data is available.

(5) The company shall not charge its shareholders any costs related to the notifications defined in this Article.

Article 300
(Proposals by shareholders)

(1) Shareholders may propose resolutions in writing for each agenda item. A proposal by a shareholder shall be published and notified in the manner specified in Article 296 of this Act only if within seven days of publication of the notice convening the general meeting the shareholder sends the company a reasoned and substantiated proposal, and notifies them that they will oppose the proposal made by the management or supervisory body at the general meeting and that they will pursuade other shareholders to vote for their proposal.

(2) A company whose securities are traded on a regulated

organiziranem trgu, mora delničarjem ponuditi vsaj en način za posredovanje predlogov iz prejšnjega odstavka z uporabo elektronskih sredstev.

(3) Poslovodstvu delničarjevega predloga in njegove utemeljitve ni treba objaviti, če:
- bi bilo z objavo predloga storjeno kaznivo dejanje ali prekršek;

- bi predlog lahko povzročil skupščinski sklep, ki bi bil v nasprotju z zakonom ali statutom;
- utemeljitev predloga v bistvenih točkah vsebuje očitno napačne ali zavajajoče podatke ali žalitve;
- je bil delničarjev predlog z isto vsebino že sporočen skupščini družbe;

- je bil isti delničarjev predlog z bistveno isto utemeljitvijo v zadnjih petih letih že sporočen na najmanj dveh skupščinah družbe in če je na skupščini zanj glasovala manj kot dvajsetina zastopanega osnovnega kapitala;

- da delničar vedeti, da se skupščine ne bo udeležil in ne bo zastopan, ali
- delničar v zadnjih dveh letih na skupščini ni postavil svojega sporočenega predloga ali ga ni dal postaviti.

(4) Utemeljitve predloga ni treba objaviti, če vsebuje več kot 3000 znakov.

(5) Poslovodstvo lahko predloge in njihove utemeljitve, ki jih je o isti zadevi dalo več delničarjev, objavi v povzetku.

(6) Predlogi delničarjev, ki družbi niso poslani v roku iz prvega odstavka tega člena in so dani najpozneje na sami skupščini, se obravnavajo na skupščini.

301. člen
(volilni predlogi delničarjev)

market shall offer its shareholders at least one method for sending proposals referred to in the preceding paragraph through the use of electronic means.

(3) The management shall not be obliged to publish the proposal of a shareholder and its substantiation:
- if the publication of the proposal would constitute a criminal offence or a minor offence;
- if the proposal could lead to a resolution by the general meeting that would conflict with an Act or the articles of association;
- if the substantiation of the proposal in its essential points contains clearly incorrect or misleading information or insults;
- if the general meeting of the company has already received the proposal of the shareholder with the same content;
- if during the last five years the same proposal of the shareholder containing essentially the same substantiation has already been received in at least two general meetings of the company and less than one-twentieth of the share capital represented at the general meeting voted in favour of it;
- if the shareholder announces their non-attendance and non-representation in the general meeting; or
- if during the past two years the proposal of the shareholder which was included in their notification was not made by them or on their behalf at the general meeting.

(4) The substantiation of the proposal need not be published if it contains more than 3000 characters.

(5) The management may publish a summary of the proposals and their substantiations made by several shareholders on the same subject.

(6) The proposals of shareholders which have not been sent to the company by the deadline specified in paragraph one of this Article and have been submitted no later than at the general meeting itself, shall be discussed at the general meeting.

Article 301
(Voting proposals by shareholders)

Za delničarjev predlog o volitvah članov nadzornega sveta, upravnega odbora ali revizorjev se smiselno uporabljajo določbe prejšnjega člena. Volilnega predloga ni treba utemeljiti.

302. člen
(črtan)

3. odsek
Zapisnik in pravica do obveščenosti

303. člen
(seznam udeležencev)

(1) Na skupščini se sestavi seznam prisotnih ali zastopanih delničarjev in njihovih zastopnikov, ki vsebuje ime, priimek, prebivališče in za vsakega število delnic in razred ter pri delnicah z nominalnim zneskom tudi njihov nominalni znesek.

(2) Če je bila finančna organizacija ali združenje delničarjev pooblaščeno za uresničevanje glasovalne pravice in jo uresničuje v imenu tistega, ki mu ta pripada, se v seznamu posebej navedejo število delnic in razred ter pri delnicah z nominalnim zneskom tudi nominalni znesek, za katere je dobil pooblastila.

(3) Za tistega, ki ga delničar pooblasti, da v svojem imenu zanj uresničuje glasovalno pravico, se v seznamu posebej navedejo število delnic in razred ter pri delnicah z nominalnim zneskom tudi njihov nominalni znesek.

(4) Seznam, ki ga podpiše predsednik, se pred glasovanjem da na vpogled udeležencem ali pa se jim omogoči vpogled v seznam, prikazan na elektronskem mediju.

304. člen

The proposals of shareholders for the election of members of the supervisory board, the board of directors or auditors shall be subject *mutatis mutandis* to the provisions of the preceding Article. The voting proposals do not need to be substantiated.

Article 302
(Deleted)

Section 3
Minutes and the right to be informed

Article 303
(List of participants)

(1) At the general meeting, a list of the shareholders present or represented and of their authorised persons shall be drawn up, containing the name, surname and place of residence and, for each shareholder, the number and class of shares held and, in the case of shares with a nominal value, also their nominal value.

(2) If a financial organisation or an association of shareholders has been authorised to exercise a voting right and it exercises such right in the name of the person to whom the right belongs, the amount and the class of the shares and, in the case of shares with a nominal value, also their nominal value for which authorisation has been obtained, shall be entered separately in the list.

(3) For persons authorised by the shareholders to exercise voting rights in their own name on behalf of the shareholders, the amount and class of shares and, in the case of shares with a nominal value also their nominal value shall be entered separately in the list..

(4) The list, signed by the chair, shall be made available for inspection by the participants before voting takes place or the list shall be made available for inspection by participants through electronic media.

Article 304

(zapisnik)

(1) Vsak skupščinski sklep potrdi notar v notarskem zapisniku.

(2) V zapisniku se navedejo kraj in dan zasedanja, notarjevo ime in priimek, izid glasovanja in predsednikova ugotovitev o sprejetju sklepov.

(3) Izid glasovanja iz prejšnjega odstavka na skupščini družbe, s katere vrednostnimi papirji se trguje na organiziranem trgu, mora vsebovati vsaj:
- število delnic, za katere so bili veljavno oddani glasovi,
- delež teh delnic v osnovnem kapitalu,
- skupno število glasov, ki so bili veljavno oddani, in
- število oddanih glasov za in proti ter število vzdržanih.

(4) Zapisniku se priloži seznam udeležencev skupščine in dokazila o sklicu. Dokazil o sklicu ni treba priložiti, če je njihova vsebina navedena v zapisniku.

(5) V 24 urah po koncu skupščine mora poslovodstvo poslati registru notarsko overjen prepis zapisnika in prilog.

(6) Družba, s katere vrednostnimi papirji se trguje na organiziranem trgu, mora v dveh dneh po skupščini delničarjev objaviti izid glasovanja na svoji spletni strani.

305. člen
(delničarjeva pravica do obveščenosti)

(1) Poslovodstvo mora na skupščini dati delničarjem zanesljive podatke o zadevah družbe, če so potrebni za presojo točk dnevnega reda. Na vprašanja delničarjev z isto vsebino lahko da podatke v skupnem odgovoru. Pravica do obveščenosti velja tudi za pravna in poslovna razmerja družbe s povezanimi družbami.

(Minutes)

(1) Each resolution passed by the general meeting shall be confirmed by a notary in a record kept by the notary.

(2) The record shall state the place and date of the meeting, the name and surname of the notary, the voting result and the chair's conclusion regarding the adoption of resolutions.

(3) The voting results referred to in the preceding paragraph of the general meeting of a company whose securities are traded on a regulated market, shall include at least the following information:
- the number of shares for which votes have been validly cast,
- the proportion of these shares in the share capital,
- the total number of validly cast votes, and
- the number of votes cast in favour and against the proposed resolution and the number of abstentions.

(4) A list of participants of the general meeting and proof of convening shall be attached to the minutes. No proof of convening shall be necessary if its contents are shown in the minutes.

(5) The management shall send a notarised copy of the minutes and its attachments to the register within 24 hours of the general meeting taking place.

(6) A company whose securities are traded on a regulated market shall publish the voting results on its website within two days of the general meeting taking place.

Article 305
(Shareholders' right to be informed)

(1) At the general meeting, the management shall provide the shareholders with reliable information on the company's affairs if this information is important for the assessment of the agenda. In order to answer shareholder questions with the same content, the information may be provided in a joint answer. The right to be informed shall also apply in respect of the company's legal and business relations with affiliated companies.

(2) Poslovodstvu ni treba dati podatkov le:

- če je dajanje podatkov po razumni gospodarski presoji tako, da bi lahko družbi ali povezani družbi povzročilo škodo;
- o metodah bilanciranja in ocenjevanja, če navedba teh metod v dodatku zadostuje za presojo premoženjskega, finančnega in dobičkonosnega stanja družbe, ki ustreza dejanskim razmeram;

- če bi bilo z dajanjem podatkov storjeno kaznivo dejanje ali prekršek ali bi bili kršeni dobri poslovni običaji, ali
- če so podatki objavljeni na spletni strani družbe v obliki vprašanj in odgovorov vsaj sedem dni pred zasedanjem skupščine.

(3) Če je bil delničarju dan podatek zunaj zasedanja skupščine, ga je treba dati vsakemu drugemu delničarju na njegovo zahtevo, tudi če ni potreben za presojo zadeve z dnevnega reda.

(4) Če delničarju niso dani podatki, lahko zahteva, da se njegovo vprašanje in razlog, zaradi katerih je bilo dajanje podatkov zavrnjeno, vključita v zapisnik.

306. člen
(sodna odločba o pravici do obveščenosti)

Sodišče na predlog delničarja odloča o tem, ali mora poslovodstvo dati podatke.

4. odsek

Glasovalna pravica

307. člen
(načelo navadne večine glasov)

(2) The management shall not be required to provide information only in the following cases:

- if the providing of information could, by reasonable economic judgment, cause damage to the company or its affiliate,
- if the information refers to accounting and assessment methods, provided that the indication of these methods in the annex is sufficient for an assessment of the actual situation of the company in terms of property, financial standing and profitability,
- if the providing of information would constitute a criminal offence, a minor offence or a breach of good business practice, or
- if the information is published on the company's website in the form of questions and answers at least seven days before the general meeting.

(3) If a shareholder receives information outside the general meeting, the same information shall be provided to every other shareholder at their request, even if it is not required in order to consider an item on the meeting's agenda.

(4) If a shareholder does not receive information at the general meeting, they can request that their enquiry and the reason on the basis of which the providing of information was refused are included in the minutes of the meeting.

Article 306
(Court decision on the right to be informed)

On the proposal of a shareholder, the court shall decide whether the management must provide information.

Section 4

The right to vote

Article 307
(Simple majority principle)

Za sprejetje skupščinskih sklepov je potrebna večina oddanih glasov delničarjev (navadna večina), razen če zakon ali statut ne določata višje večine ali drugih zahtev.

308. člen
(glasovalna pravica)

(1) Glasovalna pravica delničarjev se uresničuje glede na njihov delež delnic v osnovnem kapitalu. Vsaka kosovna delnica z glasovalno pravico ima en glas. S statutom se lahko določi omejitev glasovalne pravice tako, da število glasov, ki jih ima posameznik glede na število delnic, ne more presegati določenega števila ali odstotka. Statut lahko določi, da se k delničarjevim delnicam štejejo tudi delnice, ki pripadajo drugemu za delničarjev račun. Če je delničar družba, lahko statut določi, da se k njenim delnicam štejejo tudi delnice, ki pripadajo od nje odvisni družbi ali njo obvladujoči družbi ali z njo koncernsko povezani družbi ali za račun takih družb tretji osebi. Omejitve glasovalne pravice iz tretjega stavka tega odstavka ni mogoče določiti za posamezne delničarje. Te omejitve tudi ni mogoče določiti za glasovalne pravice iz delnic, s katerimi se trguje na organiziranem trgu.

(2) Glasovalna pravica se pridobi šele s celotnim plačilom vložka. Statut lahko določi, da se glasovalna pravica pridobi, če je za delnice vplačan zakonski ali višji najnižji vložek. V tem primeru zagotavlja plačilo najnižjega vložka en glas. Pri višjih vložkih se glasovalno razmerje ravna po višini plačanih vložkov.

(3) Če statut ne določa, da se glasovalna pravica pridobi pred celotnim plačilom vložka in če še za nobeno delnico vložek ni v celoti plačan, se glasovalno razmerje ravna po višini plačanih vložkov. Pri tem zagotavlja plačilo najnižjega vložka en glas. Deli glasov se v teh primerih upoštevajo le, če delničarju z glasovalno pravico dajejo polne glasove.

The majority of the votes which have been cast by shareholders (simple majority) shall be required for a resolution to be adopted by the general meeting unless an Act or the articles of association require a larger majority or lay down other requirements.

Article 308
(Right to vote)

(1) The voting rights of shareholders shall be exercised in accordance with the proportion of share capital that their shares represent. Each no-par value voting share shall carry one vote. Voting rights may be restricted by the articles of association so that the number of votes to which individual shareholders are entitled based on the number of their shares, shall not exceed a certain number or a certain percentage of votes. The articles of association may lay down that shares which are held by another person on behalf of the shareholder shall also be considered as shares held by the shareholder. If the shareholder is a company, the articles of association may lay down that the shares held by its subsidiary, its parent company, a company connected to it through a concern of companies or shares held by a third party on behalf of such companies, shall also be considered as its shares. Restrictions on voting rights referred to in the third sentence of this paragraph may not be imposed on individual shareholders. Likewise, such restrictions may not be imposed on the voting rights arising from shares traded on a regulated market.

(2) The voting right shall only be acquired once the entire contribution has been paid. The articles of association may lay down that a voting right is acquired when the legal minimum contribution or a higher minimum contribution has been paid. In this case payment of the minimum contribution shall secure one vote. When a higher contribution is paid, the voting ratio shall be proportional to the amount of paid contributions.

(3) If the articles of association do not provide that the voting rights shall be acquired before the contributions have been paid in full and if the contribution has not yet been fully paid for any share, the voting ratio shall be proportional to the amount of paid contributions. In this case, the payment of the minimum contribution shall secure one vote. In

(4) Statut ne sme vsebovati določb iz drugega in tretjega odstavka tega člena za posamezne delničarje ali posamezne razrede delnic.

(5) **(črtan)**.

(6) Vsak delničar, ki je upravičen do udeležbe na skupščini, ima pravico pooblastiti poslovno sposobno fizično ali pravno osebo, da se v njegovem imenu udeleži skupščine in uresničuje njegovo glasovalno pravico. Za pooblastilo je potrebna pisna oblika. Pooblastilo je treba predložiti družbi in ostane shranjeno pri njej. Pooblaščenec ima na skupščini enake pravice, da lahko govori in postavlja vprašanja kot delničar, katerega zastopa.

(7) Delničarji družbe, s katere vrednostnimi papirji se trguje na organiziranem trgu, lahko imenujejo pooblaščenca v skladu s prejšnjim odstavkom z uporabo elektronskih sredstev. Statut mora za posredovanje takega dokazila o imenovanju pooblaščenca določiti vsaj en način z uporabo elektronskih sredstev. Delničarji lahko pooblastilo na enak način prekličejo kadar koli.

(8) Način uresničevanja glasovalne pravice ureja statut.

(9) Statut lahko delničarjem omogoči glasovanje po pošti pred zasedanjem skupščine. Statut uredi podrobnosti v zvezi s postopkom, pri čemer je glasovanje po pošti lahko odvisno samo od zahtev in omejitev, ki so potrebne za ugotavljanje identitete delničarjev, in do mere, sorazmerne za uresničevanje tega cilja.

308.a člen
(razkritje nasprotja interesov za zastopanje)

(1) Oseba, ki nedoločenemu krogu delničarjem, ne da bi bila s

such cases, portions of votes shall only be taken into account if they give full votes to shareholders with the right to vote.

(4) The articles of association may not contain provisions referred to in paragraphs two and three of this Article for individual shareholders or individual share classes.

(5) **(Deleted)**.

(6) Shareholders who are entitled to participate in the general meeting shall have the right to authorise as a proxy a natural or a legal person with the capacity to contract to participate in the general meeting in their name and exercise their voting rights. Such authorisation shall be given in writing. The authorisation shall be submitted to the company and the company shall store it. The proxy shall enjoy the same rights to speak and ask questions at the general meeting as the shareholder they represent.

(7) Shareholders of a company whose securities are traded on a regulated market may appoint a proxy in accordance with the preceding paragraph through the use of electronic means. The articles of association shall specify at least one method for using electronic means in order to transfer proof regarding the appointment of a proxy. Shareholders may revoke the proxy authorisation in the same manner at any time.

(8) The method of exercising voting rights shall be prescribed by the articles of association.

(9) The articles of association may enable shareholders to vote by mail before the general meeting is held. The articles of association shall prescribe in detail the voting procedure, whereby voting by mail shall depend solely on the requirements and limitations which are needed for the identification of shareholders and to the extent which is proportionate to the implementation of the pursued objective.

Article 308a
(Disclosure of conflict of interest in representation)

(1) Any person who offers to represent an unspecified group of

strani le-teh pooblaščena za zastopanje na skupščini, ponudi zastopanje na skupščini družbe, mora v pisni obliki delničarjem razkriti vse okoliščine, ki so lahko pomembne za delničarja pri presoji tveganja, da bi pooblaščenec lahko deloval v interesu, drugačnem od interesa delničarja (v nadaljnjem besedilu: nasprotje interesov).

(2) Do nasprotja interesov lahko pride predvsem, če je oseba iz prejšnjega odstavka:
- večinski delničar družbe ali od njega nadzorovana oseba;
- član organa vodenja ali nadzora družbe ali večinskega delničarja ali od njega nadzorovane osebe;
- zaposlena ali revizor družbe ali večinskega delničarja ali od njega nadzorovane osebe ali
- ožji družinski član oseb iz prejšnjih alinej.

(3) Za ožjega družinskega člana osebe iz prejšnjega odstavka se štejejo:
- zakonec ali oseba, s katero živi v dalj časa trajajoči življenjski skupnosti, ki ima po zakonu, ki ureja zakonsko zvezo in družinska razmerja, enake pravne posledice kakor zakonska zveza, ali s katero živi v registrirani istospolni partnerski skupnosti,
- otroci in posvojenci, ki nimajo polne poslovne sposobnosti, in
- druge osebe, ki nimajo polne poslovne sposobnosti in so ji dodeljene v skrbništvo.

(4) Oseba iz prvega odstavka tega člena mora podatke o nasprotju interesov ali izjavo, da nasprotja interesov ni, poslati delničarju v pisni obliki pred podelitvijo pooblastila.

(5) Oseba iz prvega odstavka tega člena, ki na skupščini ne zastopa več kot deset delničarjev in več kot 1 % osnovnega kapitala, ni zavezana k razkritju informacij po tem členu.

309. člen

shareholders without being authorised by them for the purposes of representation at the general meeting, shall disclose to the shareholders in writing any circumstances which may be of relevance to the shareholders when assessing the risks that the authorised person might act in interests other than those of the shareholders (hereinafter: conflict of interest).

(2) A conflict of interest may primarily arise when the person referred to in the preceding paragraph is:
- the majority shareholder of the company or a person controlled by them;
- a member of the management or supervisory body of the company or the majority shareholder or a person controlled by them;
- an employee or an auditor of the company or of the company's majority shareholder or a person controlled by them; or
- an immediate family member of one of the persons referred to in the preceding indents.

(3) The following shall be deemed immediate family members of the persons from the preceding paragraph:
- a spouse or a person with whom any of these persons have been living in a long-term relationship that, under the Act governing marriage and family relations, has the same legal consequences as marriage, or with whom they live in a registered same-sex civil partnership,
- children and adopted children lacking full capacity to contract, and
- other persons lacking full capacity to contract and are assigned to the custody of the persons referred to in the preceding paragraph.

(4) The person referred to in paragraph one of this Article shall send information regarding conflicts of interest or a statement that there is no conflict of interest to the shareholders prior to being granted authorisation.

(5) Any person referred to in paragraph one of this Article not representing more than ten shareholders at the general meeting and more than 1% of the share capital shall not be obliged to disclose information under this Article.

Article 309

(uresničevanje glasovalne pravice prek finančnih in drugih organizacij ter drugih oseb)

(1) Finančna organizacija sme uresničevati ali poveriti uresničevanje glasovalne pravice za imetniške delnice le, če je za to pisno pooblaščena.

(2) Pooblastilo se lahko da posamezni finančni organizaciji za največ 15 mesecev in se lahko kadarkoli prekliče.

(3) Finančna organizacija sme pooblastiti osebe, ki niso zaposlene pri njej, za uresničevanje pooblastila le, če pooblastilo to izrecno dovoljuje.

(4) Če finančna organizacija na podlagi pooblastila uresničuje glasovalno pravico v imenu delničarja, se pooblastilna listina predloži družbi in pri njej shrani.

(5) Finančna organizacija mora pozvati delničarja, naj ji da navodila za uresničevanje glasovalne pravice in ga opozoriti, da bo, če ji delničar ne bo dal navodil za uresničevanje glasovalne pravice, le to uresničevala po lastnih, delničarju sporočenih predlogih, razen če lahko domneva, da bi delničar odobril njeno drugačno odločitev, če bi poznal dejansko stanje.

(6) Določbe prejšnjih odstavkov se smiselno uporabljajo tudi za druge osebe, ki uresničujejo glasovalno pravico v imenu delničarja na podlagi pooblastila kot svojo dejavnost.

(7) Obveznosti finančne organizacije in drugih, ki po pooblastilu uresničujejo glasovalno pravico v imenu delničarja, ni mogoče vnaprej niti izključiti niti omejiti.

310. člen
(organizirano zbiranje pooblastil)

(Exercise of voting rights through financial and other organisations and other persons)

(1) A financial organisation may only exercise or entrust the exercising of voting rights from bearer shares if it has been granted written proxy authorisation for this.

(2) The proxy authorisation may be granted to an individual financial organisation for a maximum of 15 months and may be revoked at any time.

(3) For carrying out the proxy a financial organisation may only grant authorisation to persons not employed by it, if this is expressly permitted in the proxy authorisation.

(4) If on the basis of a proxy authorisation a financial organisation exercises a voting right in the name of a shareholder, the document which includes such authorisation shall be submitted to and stored by the company.

(5) A financial organisation shall call upon a shareholder to provide it with instructions for exercising the voting right and shall call to their attention that their potential failure to provide instructions for exercising the voting right shall result in the voting right being exercised under the financial organisation's own proposals, which shall be notified to the shareholder, unless it can be presumed that the shareholder would approve of its different decision if they were aware of the state of the facts.

(6) The provisions of the preceding paragraphs shall also apply *mutatis mutandis* to other persons exercising a voting right in the name of a shareholder on the basis of a proxy authorisation.

(7) The duties of financial organisations and of other persons exercising the voting right in the name of a shareholder on the basis of a proxy authorisation may not be excluded or limited in advance.

Article 310
(Organised collection of proxy authorisations)

(1) Finančne organizacije, združenje delničarjev in druge osebe, ki nameravajo na skupščini uresničevati glasovalno pravico na podlagi organizirano zbranih pooblastil, morajo biti pisno pooblaščene (pooblaščena oseba).

(2) Za organizirano zbiranje pooblastil se šteje vsako zbiranje pooblastil, ki je namenjeno več kot 50 delničarjem delniške družbe, ki so imetniki delnic z glasovalno pravico.

(3) Pooblastilo osebi iz prvega odstavka tega člena velja le za eno skupščino. Vsebovati mora predloge sklepov, predlog pooblaščene osebe za glasovanje k posameznim predlogom sklepov, poziv delničarju, naj ji da navodila za uresničevanje glasovalne pravice z opozorilom, da bo, če ji delničar ne bo dal drugačnega navodila, uresničevala glasovalno pravico po svojih predlogih, ki morajo biti v pooblastilu obrazloženi, in opozorilo, da lahko delničar pooblastilo kadarkoli prekliče.

(4) Minister, pristojen za gospodarstvo, lahko predpiše vzorec pooblastila za glasovanje o posameznih zadevah na skupščini.

(5) Pooblastila, zbrana v nasprotju z določbo prvega odstavka tega člena, in pooblastila, katerih vsebina je v nasprotju z določbami tretjega odstavka tega člena, so nična.

(6) Poseben zakon lahko določi drugačen način organiziranega zbiranja pooblastil za določen namen.

311. člen
(izključitev glasovalne pravice)

(1) Delničar ne more sodelovati pri odločanju o tem, da se oprosti posamezne obveznosti, ali o uveljavljanju zahtevka družbe proti

(1) Financial organisations, associations of shareholders and other persons which intend to exercise a voting right at the general meeting on the basis of an organised collection of proxy authorisations shall be granted a written proxy authorisation (proxy).

(2) Any collection of proxy authorisations intended for more than 50 shareholders of a public limited company who are holders of shares that carry voting rights shall be deemed an organised collection of proxy authorisations.

(3) A proxy authorisation granted to the persons referred to in paragraph one of this Article shall only apply for a single general meeting. It shall contain resolution proposals, proxy proposals for voting on individual resolution proposals, a call to the shareholders to provide instructions for exercising the voting rights with a warning that unless otherwise instructed by the shareholders, the voting right will be exercised by the proxy in accordance with the proxy's own proposals which shall be explicitly explained in the proxy authorisation, and a warning that such proxy authorisation may be revoked by the shareholders at any time.

(4) The minister responsible for the economy may prescribe a proxy authorisation form for voting on individual matters at the general meeting.

(5) Proxy authorisations not collected in accordance with the provision of paragraph one of this Article and proxy authorisations, the content of which is contrary to the provisions of paragraph three of this Article, shall be void.

(6) A separate Act may lay down a different manner in which the organised collection of proxy authorisations for a specific purpose shall be carried out.

Article 311
(Exclusion of voting rights)

(1) A shareholder may not participate in deciding on whether they should be exempted from certain obligations or on whether the

njemu. Nihče drug ne more uresničevati glasovalne pravice v primerih, v katerih je tudi delničar po prejšnjem stavku ne more uresničevati.

(2) Pogodba, s katero se delničar zaveže, da bo uresničeval glasovalno pravico po navodilih družbe, organa vodenja ali nadzora ali po navodilih odvisne družbe, je nična. Nična je tudi pogodba, s katero se delničar zaveže, da bo glasoval za vsakokratne predloge poslovodstva ali nadzornega sveta.

312. člen
(glasovanje o volilnih predlogih delničarjev)

Če delničar pošlje predlog za izvolitev članov nadzornega sveta ali upravnega odbora ali če na skupščini predlaga njihovo izvolitev, se o njegovem predlogu sklepa pred predlogom nadzornega sveta ali upravnega odbora, če tako zahteva manjšina delničarjev, katerih deleži skupaj dosegajo desetino zastopanega osnovnega kapitala.

5. odsek
Izredni sklep

313. člen
(ločeno zasedanje in ločeno glasovanje)

(1) V tem zakonu ali statutu predpisani izredni sklepi delničarjev se sprejemajo z ločenim glasovanjem na skupnem ali ločenem zasedanju delničarjev. Za sklic ločenega zasedanja in udeležbo na njem, kakor tudi za pravico do obveščenosti, se smiselno uporabljajo določbe o skupščini, za izredne sklepe pa določbe o skupščinskih sklepih.

(2) Če delničarji, ki sodelujejo pri glasovanju o izrednem sklepu,

company should pursue a claim against them. No other person may exercise the voting right in cases where it cannot be exercised by the shareholder under the preceding sentence.

(2) A contract under which a shareholder undertakes to exercise their voting right in accordance with the instructions received from the company, the management or supervisory body or in accordance with the instructions received from a subsidiary shall be void. A contract under which a shareholder undertakes to vote for each proposal made by the management or by the supervisory board shall also be void.

Article 312
(Voting on the voting proposals of shareholders)

If a shareholder submits a proposal for the election of members of the supervisory board or the board of directors proposes their election at the general meeting, deciding on their proposal shall be given priority over deciding on the proposal of the supervisory board or the board of directors if so required by a minority of shareholders whose combined interest accounts for at least one tenth of the represented share capital.

Section 5
Extraordinary resolution

Article 313
(Separate meeting and separate vote)

(1) Extraordinary resolutions as prescribed by this Act or the articles of association shall be adopted by a separate vote at either a joint or a separate meeting of shareholders. The convening and attendance of a separate meeting and the right to be informed shall be subject *mutatis mutandis* to the provisions relating to the general meeting, and extraordinary resolutions shall comply with the provisions on resolutions of the general meeting.

(2) If shareholders participating in the vote on an extraordinary

zahtevajo sklic ločenega zasedanja ali objavo zadeve ločenega glasovanja, zadošča, da njihovi skupni deleži, s katerimi lahko sodelujejo na glasovanju o izrednem sklepu, dosegajo desetino deležev, iz katerih se pri glasovanju o izrednem sklepu lahko uresničuje glasovalna pravica.

6. odsek
Delnice brez glasovalne pravice

314. člen
(prednostne delnice brez glasovalne pravice)

Delnicam, ki vsebujejo prednostno pravico pri razdelitvi dobička, se glasovalna pravica lahko izključi (prednostne delnice brez glasovalne pravice).

315. člen
(pravice prednostnih delničarjev)

(1) Prednostne delnice brez glasovalne pravice zagotavljajo vse pravice, ki jih ima delničar iz delnice, razen glasovalne pravice.

(2) Če prednostni znesek ni izplačan v enem letu ali ni izplačan v celoti in zaostanek v naslednjem letu ni doplačan, imajo prednostni delničarji glasovalno pravico, dokler se zaostanki ne izplačajo. V tem primeru se prednostne delnice upoštevajo tudi pri izračunu z zakonom ali statutom zahtevane kapitalske večine.

316. člen
(razveljavitev ali omejitev prednosti)

(1) Za veljavnost sklepa o omejitvi ali razveljavitvi prednosti je potrebno soglasje prednostnih delničarjev.

(2) Prednostni delničarji morajo soglašati tudi s sklepom o izdaji tistih prednostnih delnic, ki imajo pri razdelitvi dobička ali premoženja

resolution request a separate meeting to be convened or that the subject of a separate vote be published, it shall be sufficient that their combined interests which entitle them to participate in the vote on the extraordinary resolution, account for one tenth of the interests that permit the voting right to be exercised with regard to the vote on the extraordinary resolution.

Section 6
Non-voting shares

Article 314
(Non-voting preference shares)

Voting rights may be excluded from shares which include pre-emption rights with regard to profit distribution (non-voting preference shares).

Article 315
(Rights of preference shareholders)

(1) Non-voting preference shares shall carry all rights that shareholders derive from their shares except voting rights.

(2) If the pre-emption amount is not paid within one year or is not paid in full, and the outstanding amount is not paid in the following year, preference shareholders shall have the right to vote until the outstanding amount has been paid. In this case, preference shares shall be taken into account in calculating the majority of the capital required by an Act or the articles of association.

Article 316
(Repeal or limitation of preference)

(1) The validity of a resolution to limit or repeal preference shall require the consent of all preference shareholders.

(2) Preference shareholders must also give their consent to a resolution to issue preference shares which have preference over non-

družbe prednost pred prednostnimi delnicami brez glasovalne pravice ali so z njimi izenačene. Soglasje ni potrebno, če so bile delnice izdane ob zagotovitvi prednosti ali če je bila glasovalna pravica pozneje izključena, pri izključitvi izrecno pridržana in če vpisana pravica prednostnih delničarjev ni izključena.

(3) O soglasju odločajo prednostni delničarji na ločenem zasedanju z izrednim sklepom. Za veljavnost sklepa je potrebna večina najmanj treh četrtin oddanih glasov delničarjev. Statut ne more določati niti drugačne večine niti drugih zahtev.

(4) Če je prednost razveljavljena, delnice zagotavljajo glasovalno pravico.

317. člen
(navadne delnice brez glasovalne pravice)

Zakon lahko določi, da se navadne delnice izdajo brez glasovalne pravice.

6. pododdelek

Revizija in uveljavljanje odškodninskih zahtevkov

1. odsek

Revizija zaradi preveritve ustanovitvenih postopkov ter vodenja posameznih poslov družbe

318. člen
(imenovanje posebnega revizorja)

(1) Skupščina lahko z navadno večino glasov imenuje

voting preference shares or which are on a par with these shares regarding the distribution of a company's profit or assets. No consent shall be necessary if the shares were issued with the guarantee of preference or if the voting right was subsequently excluded, expressly reserved on exclusion and if the registered right of preference shareholders is not excluded.

(3) Preference shareholders shall decide whether to grant consent by passing an extraordinary resolution at a separate general meeting. A majority of at least three-quarters of all the votes cast by shareholders shall be required for such resolution to be valid. The articles of association may not lay down a different majority or other requirements.

(4) If the preference is repealed, the shares shall carry the right to vote.

Article 317
(Non-voting ordinary shares)

An Act may determine that ordinary shares shall be issued without voting rights.

Subsection 6

Audit and pursuit of compensation claims

Section 1

Audit aimed at verifying formation procedures and management of individual operations by companies

Article 318
(Appointment of a special auditor)

(1) The general meeting may appoint a special auditor by a

posebnega revizorja zaradi preveritve ustanovitvenih postopkov ter vodenja posameznih poslov družbe, vključno s posli povečanja ali zmanjšanja osnovnega kapitala, v zadnjih petih letih. Za posebnega revizorja ne more biti imenovana oseba, ki je revidirala letno poročilo družbe v zadnjih petih letih.

(2) Če skupščina zavrne predlog za imenovanje posebnega revizorja, ga imenuje sodišče na predlog delničarjev, katerih skupni deleži znašajo najmanj desetino osnovnega kapitala ali katerih nominalni znesek ali pripadajoči znesek osnovnega kapitala znaša najmanj 400.000 eurov, če obstaja vzrok za domnevo, da je prišlo pri vodenju postopkov in poslov do nepoštenosti ali hujših kršitev zakona ali statuta.

(3) Predlagatelji iz prejšnjega odstavka morajo ostati imetniki delnic do odločbe o predlogu, sicer se šteje, da so predlog umaknili. Prav tako morajo dokazati, da so bili imetniki delnic vsaj tri mesece pred dnem zasedanja skupščine, ki je zavrnila njihov predlog.

(4) Če je skupščina imenovala posebnega revizorja, imenuje sodišče na predlog delničarjev, katerih skupni deleži znašajo najmanj desetino osnovnega kapitala ali katerih nominalni znesek ali pripadajoči znesek osnovnega kapitala znaša najmanj 400.000 eurov, drugega posebnega revizorja, če je utemeljen dvom o pristranskosti posebnega revizorja, ki ga je imenovala skupščina, ali so za to drugi utemeljeni razlogi.

(5) Predlog iz drugega ali četrtega odstavka tega člena lahko dajo delničarji sodišču 15 dni od zasedanja skupščine, na kateri je bil zavrnjen predlog za imenovanje posebnega revizorja ali je bil imenovan posebni revizor, zoper katerega se uveljavljajo posebni razlogi zamenjave.

(6) Z odločbo o imenovanju posebnega revizorja naloži sodišče družbi, da založi predujem za kritje stroškov posebne revizije. Če družba predujma ne založi, ga sodišče izterja po uradni dolžnosti. Pritožba ne zadrži izvršbe.

simple majority of votes in order to verify the foundation procedures and management of individual operations of a company, including the increase and reduction of share capital during the past five years. A person who has audited the company's annual report for the past five years cannot be appointed special auditor.

(2) If the general meeting dismisses the proposal for the appointment of a special auditor, such auditor can be appointed by the court on a proposal filed by shareholders whose combined interests account for at least one tenth of the share capital or whose nominal value or corresponding amount of share capital amounts to at least EUR 400,000, provided that there is reason to presume that the conducting of business and procedures was carried out dishonestly or seriously violated the provisions of an Act or the articles of association.

(3) The proponents referred to in the preceding paragraph shall retain their capacity as holders of shares until a decision on the proposal has been issued; otherwise, it shall be deemed that the proposal has been withdrawn. Additionally, they shall be required to prove that they actually held the shares at least three months prior to the general meeting which dismissed their proposal.

(4) If the general meeting appoints a special auditor, the court shall appoint another special auditor on the proposal of the shareholders whose combined interests account for at least one tenth of the share capital or whose nominal value or corresponding amount of share capital amounts to at least EUR 400,000, provided that reasonable doubt exists as to the impartiality of the special auditor appointed by the general meeting or due to other well-founded reasons.

(5) Shareholders may submit the proposal referred to in paragraphs two and four to the court within 15 days of the general meeting at which the proposal for the appointment of a special auditor was dismissed or a special auditor was appointed, against which specific reasons for replacement are being put forth.

(6) The court's decision to appoint a special auditor shall require the company to deposit an advance payment to cover the costs of the special audit. If the company fails to deposit such advance payment, the court shall collect it *ex officio*. An appeal shall not stay the enforcement.

319. člen
(pravice posebnega revizorja)

(1) Poslovodstvo mora posebnemu revizorju omogočiti, da pregleda poslovne knjige in dokumentacijo družbe, kakor tudi premoženjske predmete, še zlasti blagajno družbe, zaloge, vrednostne papirje, blago ter preostalo premoženje družbe.

(2) Posebni revizor lahko zahteva od članov organov vodenja ali nadzora vsa pojasnila in dokazila, potrebna za skrben pregled postopkov.

(3) Posebni revizor ima pravice iz prvega in drugega odstavka tega člena tudi nasproti koncernsko povezani družbi, tako nasproti obvladujoči, kot tudi nasproti odvisni družbi.

(4) Glede poteka revidiranja in pogojev revidiranja se za preveritev ustanovitvenih postopkov ter vodenja posameznih poslov družbe smiselno uporablja zakon, ki ureja revidiranje.

320. člen
(posebno revizorjevo poročilo)

(1) Posebni revizor mora o ugotovitvah revizije pripraviti pisno poročilo (v nadaljnjem besedilu: posebno revizorjevo poročilo).

(2) V posebno revizorjevo poročilo se zapišejo tudi dejstva, katerih objava lahko družbi ali povezani družbi povzroči večjo škodo, če so pomembna, da bi lahko skupščina ustrezno ovrednotila postopke ali posle, ki se preverjajo.

(3) Posebni revizor podpiše posebno revizorjevo poročilo in ga nemudoma predloži poslovodstvu in sodišču.

Article 319
(Rights of the special auditor)

(1) The management shall allow the special auditor to examine the company's books of account and documents as well as its items of property, particularly its cash register, inventories, securities, goods and other assets.

(2) The special auditor may request the members of the management or supervisory bodies to provide all the necessary explanations and evidence which are required for the diligent examination of procedures.

(3) The special auditor shall have the rights referred to in paragraphs one and two of this Article also in relation to a company connected through a concern of companies, a parent company or a subsidiary.

(4) Regarding the carrying out of the audit and the conditions of the audit, the Act governing auditing shall apply *mutatis mutandis* to the verification of company formation procedures and management of individual operations of the company.

Article 320
(Special auditor's report)

(1) The special auditor shall draw up a written report on the findings of the audit (hereinafter: special auditor's report).

(2) The special auditor's report shall also include facts whose publication could cause serious damage to the company or an affiliate company, provided that these facts are important for the general meeting to appropriately evaluate the procedures and operations which are being verified.

(3) The special auditor shall sign the special auditor's report and immediately submit it to the management and the court.

(4) Poslovodstvo mora predložiti posebno revizorjevo poročilo nadzornemu svetu družbe in ga uvrstiti na dnevni red naslednje skupščine.

(5) Poslovodstvo mora ugotovitve posebnega revizorja objaviti v skladu s 185. členom tega zakona. Vsakemu delničarju je treba na njegovo zahtevo najpozneje naslednji delovni dan brezplačno dati prepis posebnega revizorjevega poročila.

(6) Za odškodninsko odgovornost revizorja se smiselno uporabljajo določbe tretjega odstavka 57. člena tega zakona.

321. člen
(pravica revizorja do povrnitve stroškov)

(1) Posebni revizor ima pravico do povrnitve stroškov in plačila za svoje delo. Stroške sodnega postopka v zvezi z imenovanjem posebnega revizorja in stroške za delo posebnega revizorja krije družba.

(2) Če posebnega revizorja imenuje sodišče, sodišče odloča o povrnitvi stroškov in plačila za delo posebnega revizorja sodišče.

(3) V primeru iz prejšnjega odstavka se stroški in plačilo posebnega revizorja izplačajo iz predujma. Če sredstva predujma ne zadoščajo za plačilo stroškov in plačilo dela posebnega revizorja, naloži sodišče družbi založitev dodatnega predujma. Pritožba ne zadrži izvršbe.

(4) Določbe prejšnjih odstavkov ne izključujejo pravice družbe zahtevati povrnitev stroškov, ki so nastali zaradi neutemeljene posebne revizije, po splošnih pravilih o odškodninski odgovornosti.

2. odsek

(4) The management shall submit the special auditor's report to the supervisory board of the company and put it on the agenda of the next general meeting.

(5) The management shall publish the special auditor's findings pursuant to Article 185 of this Act. Each shareholder shall be given a gratuitous copy of the special auditor's report upon request on the following business day at the latest.

(6) The provisions of paragraph three of Article 57 of this Act shall apply *mutatis mutandis* in respect of the damage liability of auditors.

Article 321
(Auditor's right to reimbursement of expenses)

(1) The special auditor shall be entitled to claim reimbursement of expenses and remuneration for their work. Costs relating to the procedure in which the court appointed the special auditor and the costs of the special auditor's remuneration shall be borne by the company.

(2) If the special auditor is appointed by the court, the reimbursement of expenses and the remuneration of the special auditor shall be decided by the court.

(3) In the case referred to in the preceding paragraph, the expenses and the remuneration of the special auditor shall be covered by the advance payment. If the advance payment is insufficient to cover the costs and remuneration of the special auditor, the court shall require the company to deposit an additional advance payment. An appeal shall not stay the enforcement.

(4) The provisions of the preceding paragraphs shall not exclude the company's right to claim compensation for costs arising from an unfounded special audit, in accordance with the general rules on damage liability.

Section 2

322. člen
(vzroki za izredno revizijo)

(1) Če obstaja vzrok za domnevo, da:

1. so v računovodskih izkazih, ki so sestavni del sprejetega letnega poročila, posamezne postavke bistveno podcenjene, ali
2. priloge k računovodskim izkazom, ki so sestavni del sprejetega letnega poročila, ne vsebujejo predpisanih pojasnil ali so nepopolne in poslovodstvo na skupščini delničarjem ni dalo manjkajočih pojasnil, čeprav so delničarji zahtevali dodatna pojasnila in zahtevali, da se njihova vprašanja vključijo v zapisnik,

imenuje sodišče na predlog delničarjev, katerih skupni deleži znašajo najmanj desetino osnovnega kapitala ali katerih nominalni znesek ali pripadajoči znesek osnovnega kapitala znaša najmanj 400.000 eurov, izrednega revizorja.

(2) Šteje se, da so postavke sredstev podcenjene, če so v računovodskih izkazih ovrednotene v nižji vrednosti, postavke obveznosti do virov sredstev pa, če so izkazane v višji vrednosti od tiste, po kateri bi morale biti ovrednotene v skladu z zakonom, računovodskimi standardi, splošnimi računovodskimi predpostavkami za sestavljanje računovodskih izkazov ter splošnimi načeli za vrednotenje postavk v teh izkazih.

(3) Delničarji iz prvega odstavka tega člena morajo dokazati, da so bili imetniki delnic vsaj tri mesece pred dnem zasedanja skupščine delniške družbe, na kateri je bilo izpodbijano letno poročilo. Prav tako morajo ostati imetniki delnic do odločbe sodišča o predlogu, sicer se šteje, da so predlog umaknili.

(4) Predlog iz prvega odstavka tega člena lahko dajo delničarji sodišču v 30 dneh od skupščine, na kateri je bilo izpodbijano letno poročilo ali na kateri se je skupščina seznanila z letnim poročilom in

Article 322
(Reasons for extraordinary audit)

(1) If there is reason to presume that:

1. individual items of financial statements that constitute the adopted annual report are significantly understated, or
2. the notes to financial statements, which are a constituent part of the adopted annual report, do not contain the prescribed explanations or that they are incomplete and the management failed to provide the missing explanations to the shareholders at the general meeting, even though the shareholders requested such additional explanations and that their questions be recorded in the minutes,

the court shall appoint an extraordinary auditor on the proposal of shareholders whose combined interests account for at least one tenth of the share capital or whose nominal value or corresponding amount of share capital amounts to at least EUR 400,000.

(2) Asset and liabilities items shall be considered to be understated when they are valued at a lower value in the financial statements, while liability items shall be considered to be understated when they are shown at a value which is higher than the value at which they should be shown in accordance with the an Act, the accounting standards, the general accounting assumptions for compiling financial statements and the general principles of valuation of the items shown in these statements, respectively.

(3) The shareholders referred to in paragraph one of this Article shall be required to prove that they held the shares at least three months prior to the general meeting of the public limited company at which the annual report was contested. Additionally, they must hold the shares until the court issues the decision on the proposal, otherwise, they shall be deemed to have withdrawn the proposal.

(4) Shareholders may submit the proposal referred to in paragraph one of this Article to the court within 30 days of the general meeting at which the validity of the annual report was contested or at

poročilom nadzornega sveta, ki je potrdil letno poročilo.

(5) Za potek revidiranja in pogojev revidiranja se za izredno revizijo smiselno uporablja zakon, ki ureja revidiranje.

323. člen
(imenovanje in povračilo stroškov izrednega revizorja)

(1) Za imenovanje izrednega revizorja in stroškov sodnega postopka se smiselno uporabljajo določbe šestega odstavka 318. člena in 321. člena tega zakona. Pri tem pa za izrednega revizorja ne more biti imenovana oseba, ki je revidirala letno poročilo družbe v zadnjih treh letih.

(2) V zvezi z dolžnostmi organov vodenja ali nadzora in koncernsko povezanih družb do izrednega revizorja se smiselno uporabljajo določbe 319. člena tega zakona. Enake dolžnosti do izrednega revizorja ima tudi revizor, ki je revidiral letno poročilo družbe.

324. člen
(izredno revizorjevo poročilo)

(1) Izredni revizor mora o izidu izredne revizije pripraviti pisno poročilo (v nadaljnjem besedilu: izredno revizorjevo poročilo).

(2) Če izredni revizor pri opravljanju revizije ugotovi, da so posamezne postavke v računovodskih izkazih bistveno precenjene ali da so bili kršeni predpisi o vsebini letnega poročila, mora izredno revizorjevo poročilo vsebovati tudi te ugotovitve.

(3) Če izredni revizor pri opravljanju revizije ugotovi, da so izpodbijane postavke bistveno podcenjene, mora v izrednem revizorjevem

which the general meeting took note of the annual report and of the report of the supervisory board which approved the annual report.

(5) Regarding the carrying out of the audit and the conditions of the audit, the Act governing auditing shall apply *mutatis mutandis* to the extraordinary audit.

Article 323
(Appointment of and reimbursement of expenses to extraordinary auditors)

(1) The provisions of paragraph six of Article 318 and Article 321 of this Act shall apply *mutatis mutandis* to the appointment of an extraordinary auditor and the costs of the court procedure. The person that has audited the company's annual report for the past three years cannot be appointed as a special auditor.

(2) In respect of the obligations of the management or supervisory bodies and companies connected through a concern of companies in relation to the extraordinary auditor, the provisions of Article 319 of this Act shall apply *mutatis mutandis*. The auditor that audited the company's annual report shall have the same obligations in relation to the extraordinary auditor.

Article 324
(Extraordinary auditor's report)

(1) The extraordinary auditor shall draw up a written report on the findings of the extraordinary audit (hereinafter: extraordinary audit report).

(2) If in the course of the extraordinary audit the extraordinary auditor establishes that individual items in the financial statements have been significantly overstated or that the provisions on the content of the annual report have been violated, the extraordinary audit report shall also include such findings.

(3) If, during the audit, the extraordinary auditor establishes that the contested items have been significantly understated, the

poročilu pojasniti:

1. do kolikšne najnižje vrednosti bi morale biti ovrednotene posamezne postavke sredstev ali s kakšnim najvišjim zneskom bi morale biti ovrednotene posamezne postavke obveznosti do virov sredstev;
2. za kakšen znesek bi bil letni dobiček višji ali letna izguba manjša ob upoštevanju ugotovitve iz prejšnje točke.

(4) Če izredni revizor pri opravljanju revizije ugotovi, da izpodbijane postavke niso ali so le neznatno podcenjene, mora v izrednem revizorjevem poročilu izjaviti, da izpodbijane postavke niso bistveno podcenjene.

(5) Če izredni revizor ugotovi, da priloge k računovodskim izkazom, ki so sestavni del izpodbijanega letnega poročila, niso vsebovale predpisanih pojasnil ali so bile nepopolne in poslovodstvo na skupščini delničarjem ni dalo manjkajočih pojasnil, čeprav so delničarji zahtevali dodatna pojasnila in zahtevali, da se njihova vprašanja vnesejo v zapisnik, mora izredno revizorjevo poročilo vsebovati manjkajoče podatke. Če priloge k računovodskim izkazom, ki so sestavni del izpodbijanega letnega poročila, niso vsebovale podatkov o odmikih metod vrednotenja in oblikovanja popravkov vrednosti, ki bi jih družba morala uporabiti v skladu z zakonom, računovodskimi standardi in svojimi računovodskimi usmeritvami, mora revizor v pojasnjevalnem odstavku svojega poročila navesti ugotovljiv znesek, za katerega bi bil višji ali nižji letni dobiček ali letna izguba, če bi bile uporabljene ustrezne metode.

(6) Če izredni revizor ugotovi, da priloge k računovodskim izkazom, ki so sestavni del izpodbijanega letnega poročila, vsebujejo vsa predpisana pojasnila in niso nepopolne, mora v izrednem revizorjevem poročilu izjaviti, da vsebuje izpodbijano letno poročilo vse predpisane podatke.

(7) Izredni revizor podpiše izredno revizorjevo poročilo in ga nemudoma predloži poslovodstvu in sodišču.

(8) Poslovodstvo mora predložiti izredno revizorjevo poročilo nadzornemu svetu in ga uvrstiti na dnevni red naslednje skupščine.

extraordinary audit report shall provide the following clarifications:

1. the minimum valuation amount at which individual asset items should have been valued or the maximum valuation amount at which individual liability items should have been valued;
2. by what amount the annual profit would increase or the annual loss decrease, considering the findings referred to in the preceding point.

(4) If, during the audit, the extraordinary auditor finds out that the contested items are not understated, or are only slightly understated, the extraordinary audit report shall state that the contested items have not been significantly understated.

(5) If the extraordinary auditor finds out that the notes to financial statements, which are a constituent part of the contested annual report, do not contain the required explanations or that they are incomplete and that the management has failed to provide the missing explanations to the shareholders at the general meeting even though the shareholders have requested such explanations and that their questions be recorded in the minutes, the extraordinary audit report shall contain the missing data. If the notes to the financial statements, which are a constituent part of the contested annual report, do not contain information on the deviations of the valuation methods and on the formulation of valuation corrections that the company should have used in accordance with the an Act, the accounting standards and its internal accounting policies, in the explanatory paragraph of the auditor's report the auditor shall indicate an identifiable amount by which the annual profit or loss would be higher or lower if appropriate methods had been applied.

(6) If the extraordinary auditor establishes that the notes to financial statements, which are a constituent part of the contested annual report, contain all the required explanations and are not incomplete, the extraordinary auditor shall include a statement in the extraordinary audit report that the contested annual report contains all required data.

(7) The extraordinary auditor shall sign the extraordinary audit report and immediately submit it to the management and the court.

(8) The management shall submit the extraordinary audit report to the supervisory board of the company and put it on the agenda of the next general meeting.

(9) Poslovodstvo mora ugotovitve izrednega revizorja objaviti v skladu z določbo 185. člena tega zakona. Vsakemu delničarju je treba na njegovo zahtevo najpozneje naslednji delovni dan brezplačno dati prepis izrednega revizorjevega poročila.

(10) Glede odškodninske odgovornosti izrednega revizorja se smiselno uporabljajo določbe tretjega odstavka 57. člena tega zakona.

325. člen
(izpodbijanje ugotovitev izrednega revizijskega poročila)

(1) V primeru iz tretjega ali četrtega odstavka prejšnjega člena lahko družba ali delničarji, katerih skupni deleži znašajo najmanj desetino osnovnega kapitala družbe ali katerih nominalni znesek ali pripadajoči znesek osnovnega kapitala znaša najmanj 400.000 eurov, pri sodišču, ki je imenovalo izrednega revizorja, z ugovorom izpodbijajo ugotovitve izrednega revizorjevega poročila o višini ovrednotenja izpodbijanih postavk.

(2) Delničarji iz prvega odstavka tega člena morajo dokazati, da so bili imetniki delnic vsaj tri mesece pred dnem zasedanja skupščine delniške družbe, na kateri je bilo izpodbijano letno poročilo. Prav tako morajo ostati imetniki delnic do odločbe o ugovoru, sicer se šteje, da so ugovor umaknili.

(3) V ugovoru mora biti naveden znesek, s katerim naj bi bile postavke, na katere se nanaša ugovor, ovrednotene v izrednem revizorjevem poročilu.

(4) Družba lahko v ugovoru zahteva tudi, da sodišče ugotovi, da računovodski izkazi, ki so sestavni del izpodbijanega letnega poročila, ne vsebujejo bistveno podcenjenih postavk.

326. člen

(9) The management shall publish the findings of the extraordinary auditor pursuant to Article 185 of this Act. Each shareholder shall be given a gratuitous copy of the extraordinary audit report upon request on the following business day at the latest.

(10) The provisions of paragraph three of Article 57 of this Act shall apply *mutatis mutandis* with regard to the damage liability of extraordinary auditors.

Article 325
(Contesting the findings of the extraordinary audit report)

(1) In cases referred to in paragraphs three or four of the preceding Article, the company or shareholders whose combined interests account for at least one tenth of the share capital or whose nominal value or corresponding amount of share capital amounts to at least EUR 400,000, may contest the findings of the extraordinary audit report with an objection regarding the valuation amount of the contested items at the competent court that appointed the extraordinary auditor.

(2) The shareholders referred to in paragraph one of this Article shall be required to prove they held the shares at least three months prior to the general meeting of the public limited company at which the annual report was contested. Additionally, they shall retain their capacity as holders of shares until a decision on the objection has been issued; otherwise, it shall be deemed that the objection has been withdrawn.

(3) The objection shall indicate the amount at which the items to which the objection relates should have been valued in the extraordinary audit report.

(4) The company may also request in its objection that the court establishes that the financial statements, which are a constituent part of the contested annual report, include no significantly understated items.

Article 326

(upoštevanje ugotovitev izrednega revizorjevega poročila)

Če proti ugotovitvam izrednega revizijskega poročila v 30 dneh po objavi v skladu z devetim odstavkom 324. člena tega zakona ni bil vložen ugovor ali je bil ugovor pravnomočno zavrnjen, mora poslovodstvo v prvem letnem poročilu po izdelavi izrednega revizorjevega poročila ali pravnomočnosti odločbe, s katero je bil ugovor zavrnjen, upoštevati ugotovitve izrednega revizorjevega poročila in postavke ovrednotiti z vrednostmi ali zneski, ugotovljenimi v izrednem revizorjevem poročilu.

3. odsek

Tožba za povrnitev škode

327. člen
(vložitev tožbe za povrnitev škode)

(1) Poslovodstvo družbe mora v šestih mesecih od dneva skupščine vložiti tožbo za povrnitev škode, ki so jo družbi v zvezi z ustanovitvijo povzročili ustanovitelji ali za povrnitev škode v zvezi z vodenjem posameznih poslov družbe, ki je družbi nastala kot posledica kršitve dolžnosti članov organov vodenja ali nadzora, če tako sklene skupščina z navadno večino glasov.

(2) Če je tožbo iz prejšnjega odstavka treba vložiti proti osebi, ki med odločanjem skupščine še vedno opravlja naloge člana organa vodenja ali nadzora, mora skupščina imenovati posebnega zastopnika.

(3) Posebni zastopnik zastopa družbo v postopku pred sodiščem, ki odloča o utemeljenosti odškodninskega zahtevka in postopku v zvezi z izvršitvijo sodne odločbe, s katero je bilo odločeno o utemeljenosti takega zahtevka.

(Considering the findings of the extraordinary audit report)

If no objection is filed against the findings of the extraordinary audit report in accordance with the provisions of paragraph nine of Article 324 of this Act within 30 days of publication or if such objection has been dismissed and the decision is final, the management shall take into consideration the findings of the extraordinary audit report and evaluate the account items by using the amounts established by the extraordinary audit report in the first annual report following the drawing up of such extraordinary audit report, or when the decision dismissing such objection is final.

Section 3

Action for compensation of damage

Article 327
(Filing an action for compensation of damage)

(1) The company's management shall file an action for the compensation of damage in respect of damage caused to the company in relation to its formation by the founders or in respect of the damage incurred by the company in relation to the conducting of business as a result of the members of the management and supervisory board violating their obligations within six months of the date of the general meeting, if so decided by the general meeting by simple majority.

(2) If the action referred to in the preceding paragraph is to be filed against a person who still performs the duties of a member of the management or supervisory body during the deliberation on the decision by the general meeting, the general meeting shall appoint a special representative.

(3) The special representative shall represent the company in proceedings at the court which shall decide on the merits of the compensation claim and in the procedure concerning the enforcement of the court decision by which the merits of such claim were decided.

328. člen
(vložitev tožbe v imenu družbe na zahtevo manjšine)

(1) Če predlog za vložitev tožbe iz prvega odstavka prejšnjega člena na skupščini ni sprejet ali če skupščina v skladu z drugim odstavkom prejšnjega člena ne imenuje posebnega zastopnika ali če poslovodstvo ali posebni zastopnik ne ravnata v skladu s sklepom skupščine iz prvega odstavka prejšnjega člena, lahko tako tožbo v svojem imenu in za račun družbe vložijo delničarji, katerih skupni deleži znašajo najmanj desetino osnovnega kapitala ali katerih nominalni znesek ali pripadajoči znesek osnovnega kapitala znašajo najmanj 400.000 eurov.

(2) Delničarji iz prvega odstavka tega člena morajo dokazati, da so bili imetniki delnic vsaj tri mesece pred dnem zasedanja skupščine, ki je zavrnila njihov predlog. Prav tako morajo ostati imetniki delnic do odločbe sodišča o tožbenem zahtevku, sicer se šteje, da so tožbo umaknili.

(3) Za stroške postopka in stroške posebnega zastopnika se smiselno uporabljajo določbe šestega odstavka 318. člena in 321. člen tega zakona.

6. oddelek

SPREMEMBE STATUTA IN POVEČANJE ALI ZMANJŠANJE OSNOVNEGA KAPITALA

1. pododdelek

Spremembe statuta

Article 328
(Filing an action on behalf of the company at the request of the minority)

(1) If the proposal to file an action referred to in paragraph one of the preceding Article is rejected by the general meeting, or if the general meeting fails to appoint a special representative in accordance with paragraph two of the preceding Article, or if the management or the special representative fail to act in accordance with the general meeting's resolution referred to in paragraph one of the preceding Article, shareholders whose combined interests account for at least one tenth of the share capital or whose nominal value or the corresponding amount of share capital amounts to at least EUR 400,000 may file such action in their own name and on behalf of the company.

(2) Shareholders referred to in paragraph one of this Article shall be required to prove they held the shares for at least three months prior to the general meeting which dismissed their proposal. Additionally, they shall retain their capacity as holders of shares until a court decision on the claim has been issued; otherwise, it shall be deemed that the action has been withdrawn.

(3) The provisions of paragraph six of Article 318 and Article 321 of this Act shall apply *mutatis mutandis* to the costs of the procedure and the costs of the special representative.

Section 6

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND INCREASE OR REDUCTION OF SHARE CAPITAL

Subsection 1

Amendments to the articles of association

329. člen
(skupščinski sklep)

(1) Za vsako spremembo statuta je potreben sklep skupščine. Skupščina lahko prenese pooblastilo za spremembo statuta, ki se nanaša zgolj na uskladitev njegovega besedila z veljavno sprejetimi odločitvami, na nadzorni svet ali upravni odbor.

(2) Za sklep skupščine je potrebna večina najmanj treh četrtin pri sklepanju zastopanega osnovnega kapitala. Statut lahko določa drugačno kapitalsko večino, vendar ne manj kot večino pri sklepanju zastopanega osnovnega kapitala, če je pri sklepanju zastopana najmanj polovica osnovnega kapitala. To pa ne velja za spremembo dejavnosti družbe in za primere, za katere je z zakonom predpisana višja kapitalska večina. Statut lahko določa tudi druge zahteve.

(3) Za veljavnost skupščinskega sklepa iz prejšnjega odstavka, s katerim se dosedanje razmerje več razredov delnic spremeni v škodo enega razreda, je potrebno soglasje delničarjev tega razreda. O soglasju morajo prizadeti delničarji sprejeti izredni sklep. Za sprejetje tega sklepa veljajo določbe prejšnjega odstavka.

330. člen
(prenos najmanj 25% premoženja družbe)

(1) Za sklenitev pogodb in drugih pravnih poslov, s katerimi se delniška družba zaveže prenesti najmanj 25% premoženja družbe, pri čemer ne gre za prenos po določbah tega zakona o statusnih preoblikovanjih, je potreben sklep skupščine, sprejet z večino, določeno v drugem odstavku 329. člena tega zakona. Ta omejitev nima pravnega učinka proti tretjim osebam.

Article 329
(Resolution of the general meeting)

(1) Any changes to the articles of association shall require a resolution by the general meeting. The general meeting may transfer the power to amend the articles of association to the supervisory board or to the board of directors only for amendments solely intended to align the content of the articles of association with the duly adopted decisions.

(2) The general meeting's resolutions shall require a majority of at least three-quarters of the share capital represented at the meeting to be passed. The articles of association may stipulate a different majority of the capital but not less than a majority of the share capital represented at the meeting if at least one half of the share capital is represented at the meeting where the resolution is being decided on. This shall not apply to amendments regarding the company's activity and cases for which a higher majority of the capital is required by an Act. The articles of association may also set other requirements.

(3) The validity of a general meeting's resolution referred to in the preceding paragraph, under which the current ratio between several classes of shares is changed to the detriment of a particular class of shares, shall be subject to the consent of the shareholders of that particular class. The shareholders concerned shall adopt an extraordinary resolution to grant their consent. The provisions of the preceding paragraph shall apply to the adoption of this resolution.

Article 330
(Transfer of at least 25% of the company's assets)

(1) Contracts and other legal transactions under which a public limited company undertakes to transfer at least 25% of its assets, which do not constitute a transfer in accordance with the provisions of this Act on changes of legal status, shall require that a resolution of the general meeting be passed with a majority vote specified in paragraph two of Article 329 of this Act. This restriction shall have no legal effect against third parties.

(2) Vsaj mesec dni pred dnem zasedanja skupščine, ki bo odločala o soglasju za prenos premoženja družbe, je treba delničarjem na sedežu družbe omogočiti vpogled v pogodbo. Vsakemu delničarju je treba na njegovo zahtevo najpozneje naslednji delovni dan brezplačno zagotoviti prepis pogodbe.

(3) Na zasedanju skupščine je treba predložiti pogodbo, s katero se družba zaveže prenesti najmanj 25% premoženja družbe. Poslovodstvo družbe mora na začetku obravnave na skupščini ustno obrazložiti vsebino pogodbe. Pogodba se priloži zapisniku skupščine.

(4) Če zaradi prenosa najmanj 25% premoženja družbe družba preneha, je treba predlogu za vpis prenehanja priložiti izvirnik pogodbe ali notarsko overjen prepis pogodbe.

331. člen
(soglasje delničarjev)

(1) Za veljavnost sklepa, s katerim se nalagajo delničarjem dodatne obveznosti v skladu s tem zakonom in statutom, je potrebno soglasje vseh prizadetih delničarjev.

(2) Določba prejšnjega odstavka velja tudi za sklep, s katerim se za prenos imenskih delnic ali začasnic zahteva soglasje družbe.

332. člen
(vpis spremembe statuta)

(1) Poslovodstvo mora spremembo statuta prijaviti za vpis v register. Prijavi se priloži prečiščeno besedilo statuta, ki mu mora biti priloženo notarjevo potrdilo, da se spremenjene določbe statuta ujemajo s sklepom o spremembi statuta. Če je za spremembo statuta potrebno dovoljenje državnega organa, se prijavi priloži tudi ta listina.

(2) The contract shall be made available for inspection by the shareholders at the registered office of the company at least one month before the general meeting that will decide on consent to the transfer of the company's assets. Each shareholder shall be given a gratuitous copy of the contract upon request on the next business day at the latest.

(3) The contract by which the company undertakes to transfer at least 25% of its assets shall be submitted at the general meeting. At the beginning of the discussion at the general meeting, the management of the company shall give an oral explanation of the content of the contract. The contract shall be attached as a supplement to the minutes.

(4) If the company is dissolved as a result of the transfer of at least 25% of its assets, the original contract or a notarised copy thereof shall be attached to the application for entry of the dissolution of the company in the register.

Article 331
(Consent of shareholders)

(1) The validity of the resolution which imposes additional obligations on shareholders in accordance with this Act and the articles of association shall require the consent of all shareholders concerned.

(2) The provision of the preceding paragraph shall also apply to a resolution which requires the company's consent for the transfer of registered shares or interim certificates.

Article 332
(Registration of the amendment to the articles of association)

(1) An application regarding an amendment to the articles of association shall be submitted by the management for entry in the register. The application shall be accompanied by a copy of the consolidated text of the articles of association, to which a notarial certificate verifying that the amended provisions of the articles of association correspond to the resolution to amend the articles of association. If the amendment to the articles of association requires the

(2) Če se sprememba ne nanaša na podatke iz 201. člena tega zakona, zadostuje pri vpisu sklicevanje na listine, vložene pri registrskem organu. Če se sprememba nanaša na določbe, katerih vsebino je treba objaviti, se objavi tudi vsebina sprememb.

(3) Sprememba statuta začne veljati z vpisom v register.

2. pododdelek

Ukrepi za povečanje osnovnega kapitala

1. odsek

Povečanje osnovnega kapitala z vložki

333. člen
(pogoji)

(1) O povečanju osnovnega kapitala z vložki se odloča z večino najmanj treh četrtin pri sklepanju zastopanega osnovnega kapitala, če s statutom ni določena drugačna kapitalska večina, vendar ne manj kot večino pri sklepanju zastopanega kapitala. Za izdajo prednostnih delnic brez glasovalne pravice lahko statut določi le višjo kapitalsko večino in dodatne zahteve.

(2) Osnovni kapital se lahko poveča samo z izdajo novih delnic. Pri družbah s kosovnimi delnicami se mora skupno število delnic povečati v enakem razmerju kot osnovni kapital.

(3) Če obstaja več razredov delnic, je za veljavnost skupščinskega sklepa potrebno soglasje vsakega razreda delnic. O

authorisation of a state authority, such document shall also be attached to the application.

(2) If the amendment does not concern the data specified in Article 201 of this Act, it shall be sufficient to refer, at the time of entry in the register, to the documents submitted to the registration authority. If the amendment concerns provisions whose content should be published, the content of the amendment shall also be published.

(3) An amendment to the articles of association shall come into force on the day on which it is entered in the register.

Subsection 2

Measures for increasing the share capital

Section 1

Increase of share capital through contributions

Article 333
(Conditions)

(1) A decision to increase share capital through contributions shall require a majority of at least three-quarters of the share capital represented at the meeting, unless the articles of association stipulate a different majority of the capital; however, not less than a majority of the share capital represented at the meeting. The articles of association may only stipulate a larger majority of the capital and additional requirements for the issue of non-voting preference shares.

(2) The share capital may only be increased through the issue of new shares. In companies with no-par value shares, the total number of shares shall be increased in the same proportion as the share capital.

(3) If there is more than one class of shares, the consent of each share class shall be required for a resolution of the general meeting

soglasju morajo delničarji vsakega razreda delnic sprejeti izredni sklep v skladu z določbami prvega odstavka tega člena.

(4) Če je emisijski znesek delnic višji od najmanjšega emisijskega zneska, se v sklepu o povečanju osnovnega kapitala določi najnižji znesek, ki mora biti plačan ob nakupu delnice.

(5) Osnovnega kapitala ni mogoče povečati, dokler dosedanji vložki niso v celoti plačani, razen če je ostal nevplačan le neznaten znesek.

334. člen
(povečanje osnovnega kapitala s stvarnimi vložki)

(1) Če se vlagajo stvarni vložki, je treba v sklepu o povečanju osnovnega kapitala določiti predmet vložka, osebo, od katere družba pridobi predmet, in število delnic, pri delnicah z nominalnim zneskom pa tudi nominalni znesek delnic, ki jih je treba zagotoviti za stvarni vložek. Sklep o tem se sme sprejeti le, če so bili sprejem stvarnega vložka in podatki iz prejšnjega stavka objavljeni v skladu z 296. členom in tretjim odstavkom 298. člena tega zakona.

(2) Če 334.a člen tega zakona ne določa drugače, mora povečanje osnovnega kapitala s stvarnimi vložki pregledati en ali več revizorjev, pri čemer se smiselno uporabljajo določbe 194. in 195. do 197. člena tega zakona.

(3) Registrski organ lahko zavrne vpis povečanja osnovnega kapitala, če je vrednost stvarnega vložka bistveno nižja od najmanjšega emisijskega zneska delnic, ki jih je treba zanj zagotoviti.

334.a člen
(povečanje osnovnega kapitala s stvarnimi vložki brez revizije)

to be valid. In order to give their consent, shareholders of each share class shall adopt an extraordinary resolution in accordance with the provisions of paragraph one of this Article.

(4) If the issue price of the shares is higher than the minimum issue price, the resolution on the increase of the share capital shall establish the minimum amount to be paid on the purchase of shares.

(5) No increase of the share capital shall be carried out until the existing contributions have been paid up in full unless only an insignificant sum remains unpaid.

Article 334
(Increase of share capital through non-cash contributions)

(1) In the case of an increase of share capital through non-cash contributions, the resolution on the increase of the share capital shall determine the subject of the contribution, the person from whom the subject is being acquired by the company, the number of shares and, in the case of shares with a nominal value, also the nominal value of shares to be provided for a non-cash contribution. A resolution to this effect may only be adopted if the acceptance of a non-cash contribution and the details referred to in the preceding sentence are published in accordance with Article 296 and paragraph three of Article 298 of this Act.

(2) Unless otherwise provided by Article 334a of this Act, the increase of the share capital through non-cash contributions shall be examined by one or more auditors, subject to the application *mutatis mutandis* of the provisions of Articles 194 and 195 to 197 of this Act.

(3) The registration authority may reject the entry of the increase of the share capital in the register if the value of the non-cash contribution is significantly lower than the minimum issue price of shares for which the contribution is being provided.

Article 334a
(Increase of share capital through non-cash contributions without audit)

(1) Za povečanje osnovnega kapitala s stvarnimi vložki, ki ga revizorju ni treba pregledati, se smiselno uporabljajo določbe prvega do četrtega odstavka in prvega do tretjega stavka petega odstavka 194.a člena tega zakona. Pri tem:

1. se namesto izraza »ustanovitveni revizor« ali »ustanovitveni revizorji« uporablja izraz »revizor« ali »revizorji«,
2. se namesto izraza »ustanovitev« uporablja izraz »povečanje osnovnega kapitala s stvarnimi vložki«,
3. se namesto izraza »statut« uporablja izraz »sklep o povečanju osnovnega kapitala«,
4. se namesto izraza »ustanovitvena revizija« uporablja izraz »revizija«,
5. mora biti tehtano povprečje enotnega tečaja določeno za najmanj šest mesečno obdobje, ki se konča dva meseca pred dnem sprejema sklepa o povečanju osnovnega kapitala.

(2) V dnevnem redu zasedanja skupščine mora biti navedeno, da revizorju ni treba pregledati povečanja osnovnega kapitala. Organi vodenja in nadzora morajo v objavi dnevnega reda navesti predloge sklepov; sklep o povečanju osnovnega kapitala pa mora poleg podatkov iz prvega stavka prvega odstavka prejšnjega člena določiti tudi, da revizorju ni treba pregledati povečanja osnovnega kapitala.

(3) Pridobitev predmeta stvarnega vložka je neveljavna, če je ta družbi izročen pred petim delovnim dnem od dneva sprejema sklepa o povečanju osnovnega kapitala.

(4) Če v primeru iz prvega odstavka tega člena v zvezi z drugo ali tretjo alinejo prvega odstavka 194.a člena tega zakona en ali več revizorjev ne pregleda povečanja osnovnega kapitala s stvarnimi vložki kljub nastanku novih okoliščin iz petega odstavka 194.a člena tega zakona, imenuje sodišče na predlog delničarjev, katerih skupni deleži znašajo najmanj dvajsetino osnovnega kapitala na dan sprejema sklepa o povečanju osnovnega kapitala, revizorja, ki pregleda povečanje osnovnega kapitala s stvarnimi vložki. Predlog lahko delničarji iz prejšnjega stavka vložijo do dneva izročitve predmeta stvarnega vložka. Delničarji morajo ostati imetniki delnic do vložitve predloga.

(1) The increase of share capital through non-cash contributions which do not need to be examined by an auditor shall be subject *mutatis mutandis* to the provisions of paragraphs one to four and the first to third sentences of paragraph five of Article 194a of this Act. In this context:

1. The term "formation auditor" or "formation auditors" shall be replaced by the term "auditor" or "auditors",
2. The term "formation" shall be replaced by the term "increase of the share capital through non-cash contributions",
3. The term "articles of association" shall be replaced by the term "resolution on increase of the share capital",
4. The term "formation audit" shall be replaced by the term "audit",
5. The price-weighted average of the single-price shall be determined for at least a six-month period ending two months before the date of adoption of the resolution on the increase of the share capital.

(2) The agenda of the general meeting shall include a notice that the share capital need not be examined by an auditor. The management and supervisory bodies shall indicate resolution proposals in the published agenda of the general meeting; in addition to the information specified in the first sentence of the preceding paragraph, the resolution on the increase of the share capital shall also determine that the share capital increase need not be examined by an auditor.

(3) The acquisition of the subject of a non-cash contribution shall not be valid if it is delivered to the company before the fifth business day from the date of the resolution on the increase of the share capital.

(4) When in the case referred to in paragraph one of this Article, in connection with indents two and three of paragraph one of Article 194a of this Act, one or more auditors fail to examine the increase of share capital through non-cash contributions notwithstanding the occurrence of new circumstances referred to in paragraph five of Article 194a of this Act, the court shall appoint an auditor to examine the increase of share capital through non-cash contributions on the proposal of shareholders whose combined interests account for at least one-twentieth of the share capital on the date of the resolution on the increase of the share capital. The shareholders referred to in the preceding paragraph may file their proposal until the day on which the subject of the non-cash contribution is delivered. The shareholders shall retain their

335. člen
(prijava sklepa za vpis v register)

(1) Poslovodstvo in predsednik nadzornega sveta morata prijaviti sklep o povečanju osnovnega kapitala za vpis v register. K prijavi se priloži:

- poročilo o reviziji stvarnih vložkov, če je povečanje osnovnega kapitala pregledal en ali več revizorjev;
- v primeru iz prvega odstavka prejšnjega člena v zvezi s prvo alinejo prvega odstavka 194.a člena tega zakona potrdilo o tehtanem povprečju enotnega tečaja iz drugega odstavka 194.a člena tega zakona.

(2) V prijavi se navede, kateri vložki v dosedanji osnovni kapital še niso plačani in zakaj se ne dajo pridobiti.

336. člen
(vpisovanje novih delnic)

(1) Nove delnice se vpisujejo s pisno izjavo (v nadaljnjem besedilu: vpisno potrdilo), iz katere je razviden njihov delež po številu, pri delnicah z nominalnim zneskom tudi po nominalnem znesku, če je izdanih več razredov, pa tudi razred delnic. Vpisno potrdilo se izda v dvojniku. Vsebovati mora:

- dan, ko je bil sprejet sklep o povečanju osnovnega kapitala;
- emisijski znesek delnic, znesek plačil in dodatne obveznosti;
- podatke iz prvega odstavka 334. člena tega zakona, in če je izdanih več razredov, vsakemu razredu delnic pripadajoč znesek osnovnega kapitala, in
- trenutek, ko postane vpis neobvezujoč, če do takrat ni vpisana izvedba povečanja osnovnega kapitala.

capacity as holders of shares until filing the proposal.

Article 335
(Application for entering the resolution in the register)

(1) The management and the president of the supervisory board shall submit an application for entering the resolution on the increase of the share capital in the register. The application shall be accompanied by the following:
- the audit report regarding non-cash contributions if the increase of the share capital has been examined by one or more auditors;
- in the case referred to in paragraph one of the preceding Article, in connection with indent one of paragraph one of Article 194a of this Act, a certificate of price-weighted average of the single price specified in paragraph two of Article 194a of this Act.

(2) The application shall indicate the unpaid contributions to the existing share capital and the reason for non-payment.

Article 336
(Subscription for new shares)

(1) New shares shall be subscribed by drawing up a written statement (hereinafter: share subscription certificate) from which their proportion can be made out based on their number, while in the case of shares with a nominal value being issued, the nominal value shall also be included. When several share classes are to be issued the share class shall also be shown. The share subscription certificate shall be issued in duplicate. It shall contain the following information:
- the date of adoption of the resolution on the increase of the share capital;
- the issue price of shares, the amount of payments and any additional obligations;
- the information referred to in paragraph one of Article 334 of this Act and, where more than one share class is issued, the corresponding amount of the share capital for each respective class, and
- the point in time when the subscription becomes non-binding if the increase of the share capital has not yet been registered by that time.

(2) Vpisna potrdila, ki ne vsebujejo popolnih podatkov iz prejšnjega odstavka, so nična.

(3) Omejitev, ki ni določena na vpisnem potrdilu, je proti družbi neveljavna.

337. člen
(prednostna pravica do novih delnic)

(1) Dosedanji delničarji imajo v sorazmerju s svojimi deleži v osnovnem kapitalu prednostno pravico do vpisa novih delnic. Rok za uveljavitev te pravice je najmanj 14 dni.

(2) Poslovodstvo mora objaviti emisijski znesek novih delnic ali merila, po katerih se ta znesek izračuna, in rok iz prejšnjega odstavka. Če se objavijo samo merila, po katerih se izračuna emisijski znesek, mora poslovodstvo objaviti emisijski znesek najkasneje tri dni pred iztekom roka za uveljavitev prednostne pravice.

(3) Prednostna pravica se lahko v celoti ali delno izključi samo s sklepom o povečanju osnovnega kapitala. V tem primeru je za sklep poleg zakonskih ali statutarnih zahtev za povečanje kapitala potrebna večina najmanj treh četrtin pri sklepanju zastopanega osnovnega kapitala. Statut lahko določi višjo kapitalsko večino in druge zahteve.

(4) Sklep o popolni ali delni izključitvi prednostne pravice se lahko sprejme le, če je bila izključitev objavljena v skladu z 296. členom in tretjim odstavkom 298. člena tega zakona. Poslovodstvo mora skupščini predložiti pisno poročilo o utemeljenem razlogu za popolno ali delno izključitev prednostne pravice; v poročilu je treba utemeljiti predlagani emisijski znesek.

(5) Ne šteje se za izključitev prednostne pravice, če po sklepu prevzame nove delnice finančna organizacija z obveznostjo, da jih bo ponudila delničarjem. Poslovodstvo v glasilu ali elektronskem mediju

(2) Share subscription certificates lacking the full information specified in the preceding paragraph shall be void.

(3) A restriction not indicated in the share subscription certificate shall not be valid in relation to the company.

Article 337
(Pre-emption right to new shares)

(1) Existing shareholders shall have a pre-emption right to subscribe for new shares in proportion to their interests. This right may be exercised in no less than 14 days.

(2) The management shall publish the issue price of the new shares or the criteria by which the price is calculated and the time limit referred to in the preceding paragraph. If only the criteria by which the issue price is calculated are published, the management board shall publish the issue price not later than three days before the expiry of the time limit in which the pre-emption right may be exercised.

(3) The pre-emption right may only be excluded in part or in full by a resolution on the increase of the share capital. In this case, in addition to legal requirements or requirements laid down by the articles of association regarding the increase of capital, the resolution shall require at least a three-quarter majority of the share capital represented at the meeting. The articles of association may also stipulate a larger majority of the capital and other requirements.

(4) A resolution fully or partially excluding the pre-emption right may only be adopted if the exclusion is publicly announced in accordance with Article 296 of this Act and paragraph one of Article 298 of this Act. The management shall submit a written report to the general meeting on the well-founded reasons for a full or partial exclusion of the pre-emption right. The report shall also substantiate the proposed issue price of shares.

(5) If the new shares are acquired by a financial organisation with the obligation of offering them to the shareholders, it shall not be considered an exclusion of the pre-emption right. The management shall

družbe objavi ponudbo finančne organizacije z navedbo plačila za delnice in rok, določen za sprejetje ponudbe; enako velja, če delnice prevzame kdo drug z obveznostjo, da jih bo ponudil delničarjem.

338. člen
(zagotovitev opcij in drugih upravičenj do vpisa novih delnic)

(1) Opcije in druga upravičenja do vpisa novih delnic se lahko zagotovijo samo ob upoštevanju določb tega zakona o prednostni pravici delničarjev do novih delnic.

(2) Če so opcije ali druga upravičenja do vpisa novih delnic zagotovljena pred sprejetjem ustreznega sklepa o povečanju osnovnega kapitala, je taka zagotovitev v razmerju do družbe brez pravnega učinka.

339. člen
(prijava in vpis povečanja osnovnega kapitala)

(1) Poslovodstvo in predsednik nadzornega sveta morata prijaviti izvedbo povečanja osnovnega kapitala za vpis v register.

(2) Za prijavo za vpis v register se smiselno uporabljajo določbe prvega odstavka 199. člena tega zakona.

(3) Prijavi se priložijo:
- dvojniki vpisnih potrdil in seznam vpisnikov, ki ga podpiše poslovodstvo in na katerem so navedeni delnice vsakega vpisnika in njegova vplačila;
- če gre pri povečanju kapitala za stvarne vložke:
  1. pogodbe, na katerih temeljijo podatki iz 334. člena tega zakona ali ki so bile sklenjene za njihovo izvedbo;

  2. v primerih iz prvega odstavka 334.a člena v zvezi s prvim

publish the financial organisation's offer in the company's internal newsletter or electronic media, including the amount required in order to pay for the shares and the time limit for the acceptance of the offer. The same shall apply if anyone else acquires the shares with the obligation of offering them to the shareholders.

Article 338
(Securing of options and other entitlements to subscribe for new shares)

(1) Options and other entitlements to subscribe for new shares shall take account of the provisions of this Act concerning the pre-emption right of shareholders in relation to new shares.

(2) If options or other entitlements to subscribe for new shares are provided before adopting an appropriate resolution on the increase of the share capital, the provision of such entitlements shall have no legal effect in relation to the company.

Article 339
(Application for registration and entry of an increase of the share capital in the register)

(1) The management and the president of the supervisory board shall submit an application for entering the implementation of the increase of the share capital in the register.

(2) The provisions of paragraph one of Article 199 of this Act shall apply *mutatis mutandis* to the application for registration.

(3) The application shall be accompanied by:
- duplicates of the share subscription certificates and a list of subscribers signed by the management, indicating the shares of each subscriber and their payments;
- if capital is increased through non-cash contributions:
  1. contracts which serve as the basis for the data referred to in Article 334 of this Act or contracts concluded for their implementation;
  2. in the cases referred to in paragraph one of Article 334a in

odstavkom 194.a člena tega zakona izjavo organov vodenja in nadzora, da delničarji iz četrtega odstavka 334.a člena tega zakona niso predlagali imenovanja revizorja;

- obračun stroškov, ki bodo za družbo nastali z izdajo novih delnic, in

- dovoljenje državnega organa, če je to potrebno za povečanje osnovnega kapitala.

(4) Predloženi dokumenti se shranijo pri registrskem organu v izvirniku ali overjenem prepisu.

340. člen
(začetek veljavnosti povečanja osnovnega kapitala)

Povečanje osnovnega kapitala začne veljati z dnem vpisa v register.

341. člen
(objava)

V objavi vpisa povečanja osnovnega kapitala se poleg njegove vsebine navedejo emisijski znesek delnic, podatki, predvideni za povečanje osnovnega kapitala s stvarnimi vložki, in poročilo o reviziji stvarnih vložkov, če ga je bilo treba izdelati. Pri objavi teh podatkov zadostuje sklicevanje na listine, predložene registrskem organu.

342. člen
(prepoved izdaje delnic in začasnic)

Pred vpisom povečanja osnovnega kapitala se pravice do novih deležev ne morejo prenesti, nove delnice in začasnice pa ne izdati. Pred tem izdane delnice in začasnice so nične. Za škodo iz take izdaje so izdajatelji imetnikom odgovorni kot solidarni dolžniki.

connection with paragraph one of Article 194a of this Act, a statement by the management and supervisory bodies that the shareholders referred to in paragraph four of Article 334a of this Act did not propose the appointment of an auditor;

- a calculation of expenses to be incurred by the company in connection with the issue of new shares; and
- authorisation of a state authority where it is required for the increase of the share capital.

(4) The originals or certified copies of the submitted documents shall be kept by the registration authority.

Article 340
(Effective date of the share capital increase)

The increase of the share capital shall become effective on the date it is entered in the register.

Article 341
(Publication)

In addition to the content of the increase of the share capital, the publication regarding the entry of the increase in the register shall also include the issue price of shares, the data required for increasing the share capital through non-cash contributions, and an audit report regarding non-cash contributions if so required. In the publication of this information, it shall be sufficient to refer to the documents submitted to the registration authority.

Article 342
(Prohibition to issue shares and interim certificates)

Prior to entering the increase of the share capital in the register, no rights to new interests may be transferred and no new shares or interim certificates may be issued. The shares and interim certificates issued before such registration shall be void. Liability for the damage suffered by holders of shares and interim certificates issued in this way shall be assumed by the issuers as joint and several liability.

2. odsek

Pogojno povečanje osnovnega kapitala

343. člen
(pogoji)

(1) Skupščina lahko sklene pogojno povečati osnovni kapital le zaradi:

- uresničitve pravice imetnikov zamenljivih obveznic do zamenjave za delnice ali uresničitve prednostne pravice do nakupa novih delnic;

- priprave na združitev več družb ali zaradi zagotovitve odpravnine delničarjem v zvezi s statusnimi preoblikovanji družb, če se po tem zakonu odpravnina lahko zagotovi v delnicah, in

- uresničitve pravic delavcev družbe za prejem novih delnic v zameno za vložek denarnih terjatev, ki delavcem pripadajo iz udeležbe pri dobičku, ki jim jo družba zagotavlja, in zagotovitve opcijskih upravičenj do nakupa delnic, ki jih je družba zagotovila članom organov vodenja ali nadzora in delavcem družbe ali z njo povezane družbe.

(2) Najmanjši emisijski znesek delnic, izdanih v postopku pogojnega povečanja osnovnega kapitala, ne sme preseči polovice osnovnega kapitala, ki obstaja med sklepanjem o pogojnem povečanju kapitala. Za zagotovitev opcijskih upravičenj do nakupa delnic lahko pogojno povečanje osnovnega kapitala dosega le 10 % od osnovnega kapitala, ki obstaja med sklepanjem o pogojnem povečanju kapitala.

(3) Sklep skupščine, ki je sprejet v nasprotju s prejšnjimi odstavki, je ničen.

(4) Določbe tega zakona o prednostni pravici do nakupa novih delnic se smiselno uporabljajo tudi za zamenljive obveznice.

Section 2

Conditional increase of the share capital

Article 343
(Conditions)

(1) The general meeting may decide to conditionally increase the share capital only for the following reasons:

- due to holders of convertible bonds exercising their right to convert such bonds for shares or exercising their pre-emption right to purchase new shares;
- due to preparation for the merger of several companies or payment of consideration to shareholders in connection with changes in the legal status of companies if, according to this Act, consideration may be provided in shares; and
- due to company employees exercising their right to receive new shares in exchange for their receivables stemming from participation in the profits which has been made available to them by the company, and in order to provide option entitlements for the purchase of shares which are granted by the company to the members of the management or supervisory bodies, employees of the company or its affiliated company.

(2) The minimum issue price of shares issued in the procedure of the conditional increase of share capital shall not exceed one half of the share capital existing during the meeting regarding the conditional increase of share capital. To ensure share purchase options the conditional increase of the share capital may only reach 10% of the share capital existing during the meeting regarding the conditional increase of the share capital.

(3) Resolutions of the general meeting passed in violation of the preceding paragraphs shall be void.

(4) The provisions of this Act concerning the exercise of the pre-emption right to purchase new shares shall also apply *mutatis*

mutandis to convertible bonds.

344. člen
(veljavnost sklepa)

(1) Za veljavnost sklepa o pogojnem povečanju osnovnega kapitala je potrebna večina najmanj treh četrtin pri sklepanju zastopanega osnovnega kapitala. Statut lahko določi tudi višjo kapitalsko večino in druge zahteve ter soglasje v skladu s tretjim odstavkom 333. člena tega zakona.

(2) S sklepom se določijo tudi:
- namen pogojnega povečanja osnovnega kapitala;
- upravičenci, in
- emisijski znesek ali merila, po katerih se ta znesek izračuna.

345. člen
(pogojno povečanje osnovnega kapitala s stvarnimi vložki)

(1) Pri stvarnih vložkih se v sklepu o pogojnem povečanju osnovnega kapitala določi predmet vložka, oseba, od katere družba pridobiva predmet, število delnic, pri delnicah z nominalnim zneskom pa tudi nominalni znesek delnic, zagotovljenih za stvarni vložek. Sklep se sprejme le, če je bila pridobitev stvarnega vložka objavljena v skladu z 296. členom in tretjim odstavkom 298. člena tega zakona.

(2) Za stvarni vložek se ne štejejo denarne terjatve, ki pripadajo delavcem družbe iz udeležbe pri dobičku, ki jim jo zagotavlja družba, in izročitev zamenljivih obveznic v zameno za delnice.

(3) Če 345.a člen tega zakona ne določa drugače, mora povečanje osnovnega kapitala s stvarnimi vložki pregledati en ali več revizorjev, pri čemer se smiselno uporabljajo določbe 194. in 195. do 197. člena tega zakona.

Article 344
(Validity of the resolution)

(1) The validity of a resolution on the conditional increase of the share capital shall require the majority of at least three-quarters of the share capital represented at the general meeting. A larger majority of the capital and other requirements as well as the consent referred to in paragraph three of Article 333 of this Act may be laid down by the articles of association.

(2) The resolution shall also determine:
- the purpose of the conditional increase of the share capital;
- the entitled persons, and
- the issue price or the criteria by which the issue price is calculated.

Article 345
(Conditional increase of share capital through non-cash contributions)

(1) A resolution on the conditional increase of the share capital shall define the subject of non-cash contributions, the persons from whom the subject is being acquired by the company, the number of shares, and in the case of shares with a nominal value, the nominal value of shares provided for non-cash contributions. The resolution shall only be adopted if the acquisition of a non-cash contribution has been published in accordance with Article 296 and paragraph three of Article 298 of this Act.

(2) Receivables of company employees that stem from their participation in the profits made available to them by the company, and the delivery of convertible bonds in exchange for shares shall not be deemed non-cash contributions.

(3) Unless otherwise provided by Article 345a of this Act, the increase of the share capital through non-cash contributions shall be examined by one or more auditors, subject to the application *mutatis mutandis* of the provisions of Articles 194 and 195 to 197 of this Act.

(4) Registrski organ lahko zavrne vpis, če je vrednost stvarnega vložka bistveno nižja od najmanjšega emisijskega zneska delnic, ki jih je treba zagotoviti.

345.a člen
(pogojno povečanje osnovnega kapitala s stvarnimi vložki brez revizije)

Za pogojno povečanje osnovnega kapitala s stvarnimi vložki, ki ga revizorju ni treba pregledati, se smiselno uporabljajo določbe 334.a člena tega zakona.

346. člen
(prijava sklepa)

(1) Poslovodstvo in predsednik nadzornega sveta morata prijaviti sklep o pogojnem povečanju osnovnega kapitala za vpis v register.

(2) Prijavi se priložijo:
- če gre pri povečanju kapitala za stvarne vložke:
  1. pogodbe, ki so bile sklenjene za pridobitev stvarnih vložkov;
  2. v primeru iz prvega odstavka prejšnjega člena v zvezi s prvo alinejo prvega odstavka 194.a člena tega zakona potrdilo o tehtanem povprečju enotnega tečaja iz drugega odstavka 194.a člena tega zakona;
  3. v primerih iz prvega odstavka prejšnjega člena v zvezi s prvim odstavkom 194.a člena tega zakona izjavo organov vodenja in nadzora, da delničarji iz četrtega odstavka 345.a člena tega zakona niso predlagali imenovanja revizorja;
  4. poročilo revizorja, če je revizor pregledal povečanje osnovnega kapitala;
- obračun stroškov, ki jih bo družba imela z izdajo delnic, in

(4) The registration authority may reject the entry in the register if the value of the non-cash contribution is significantly lower than the minimum issue price of shares for which the contribution is being provided.

Article 345a
(Conditional increase of share capital through non-cash contributions without audit)

A conditional increase of the share capital through non-cash contributions that need not be examined by an auditor shall be subject *mutatis mutandis* to the provisions of Article 334a of this Act.

Article 346
(Application for entry of the resolution)

(1) The management and the chair of the supervisory board shall submit an application for entry of the resolution on the conditional increase of the share capital in the register.

(2) The application shall be accompanied by the following:
- if the share capital is increased through non-cash contributions;
  1. the contracts concluded for the acquisition of non-cash contributions;
  2. in the case referred to in paragraph one of the preceding paragraph in connection with the indent one of paragraph one of Article 194a of this Act, a certificate of the price-weighted average of the single-price specified in paragraph two of Article 194a of this Act;
  3. in the cases referred to in paragraph one of the preceding Article in connection with paragraph one of Article 194a of this Act, a statement by the management and supervisory bodies that the shareholders referred to in paragraph four of Article 345a of this Act have not proposed the appointment of an auditor;
  4. the auditor's report if the auditor examined the increase of the share capital;
- a calculation of expenses to be incurred by the company in connection with the issue of shares; and

- dovoljenje državnega organa, če je to potrebno za povečanje osnovnega kapitala.

(3) Predloženi dokumenti se hranijo pri registrskem organu v izvirniku ali overjenem prepisu.

347. člen
(objava vpisa)

V objavi vpisa sklepa o pogojnem povečanju osnovnega kapitala se poleg njegove vsebine navedejo podatki iz drugega odstavka 344. člena tega zakona, podatki iz 345. člena tega zakona pri pridobitvi stvarnega vložka in obvestilo o opravljeni reviziji stvarnih vložkov, če jo je bilo treba opraviti. Za podatke iz 345. člena tega zakona zadostuje sklicevanje na listine, predložene registrskemu organu.

348. člen
(prepovedana izdaja delnic)

Do vpisa sklepa o pogojnem povečanju osnovnega kapitala v register se delnice ne smejo izdati, upravičenec pa ne more uveljavljati svoje pravice do prednostnega nakupa novih delnic. Pred tem izdane delnice so nične. Za škodo iz take izdaje so izdajatelji imetnikom odgovorni kot solidarni dolžniki.

349. člen
(izjava o uresničitvi prednostne pravice)

(1) Prednostna pravica se uresničuje s pisno izjavo, ki se izda v dvojniku. V njej morajo biti navedeni število delnic, pri delnicah z nominalnim zneskom tudi njihov nominalni znesek, in če je izdanih več razredov, razred delnic, podatki iz drugega odstavka 344. člena tega zakona in pri prejemu stvarnega vložka iz 345. člena tega zakona ter dan, ko je bil sprejet sklep o pogojnem povečanju osnovnega kapitala.

- the authorisation of a state authority where it is required for the increase of the share capital.

(3) The originals or certified copies of the submitted documents shall be kept by the registration authority.

Article 347
(Publication of the entry in the register)

The publication of the entry of the resolution on the conditional increase of the share capital in the register shall include the content of the resolution as well as the information referred to in paragraph two of Article 344 of this Act, and in Article 345 of this Act for the purposes of acquiring a non-cash contribution, and a notification regarding the audit of non-cash contributions if it was required. For the purpose of the information referred to in Article 345 of this Act, it shall be sufficient to refer to the documents submitted to the registration authority.

Article 348
(Prohibition on issuing shares)

No shares shall be issued and the beneficiaries may not exercise their pre-emption right to buy new shares until the resolution on the conditional increase of the share capital has been entered in the register. Shares issued before such registration shall be void. Liability for the damage suffered by holders of shares issued in this way shall be assumed by the issuers as joint and several liability.

Article 349
(Statement regarding the exercise of pre-emption rights)

(1) Pre-emption rights shall be exercised by means of a written statement made in duplicate. The statement shall include the number of shares, and for shares with a nominal value their nominal value and, if there is more than one share class, also the class of shares, the information referred to in paragraph two of Article 344 of this Act and in the case of receipt of a non-cash contribution the information referred to in Article 345 of this Act, and the date of adoption of the resolution on the

(2) Izjava iz prejšnjega odstavka ima enak učinek kot vpisna izjava. Izjave, katerih vsebina ne ustreza določbi prejšnjega odstavka ali ki vsebujejo omejitve upravičenčeve obveznosti, so nične.

(3) Vsaka omejitev, ki ni navedena v izjavi, je proti družbi neveljavna.

350. člen
(izdaja delnic)

(1) Poslovodstvo sme ob upoštevanju določb drugega odstavka 333. člena tega zakona izdati delnice le za namen, določen v sklepu o pogojnem povečanju osnovnega kapitala, in šele po polnem plačilu delnic.

(2) Poslovodstvo sme izdati delnice v zameno za zamenljive obveznice le, če se razlika med emisijskim zneskom obveznic, namenjenih zamenjavi, in višjim najmanjšim emisijskim zneskom delnic, ki jih je treba zanje zagotoviti, krije iz drugih rezerv iz dobička, ki se lahko uporabijo v ta namen, ali z doplačilom, ki ga opravi imetnik zamenljive obveznice.

351. člen
(začetek veljavnosti pogojnega povečanja osnovnega kapitala)

Z izdajo delnic je osnovni kapital povečan.

352. člen
(prijava izdaje delnic)

(1) Poslovodstvo mora v enem mesecu po izteku poslovnega leta prijaviti za vpis v register skupni znesek pogojno povečanega kapitala.

conditional increase of the share capital.

(2) The statement referred to in the preceding paragraph shall have the same effect as a subscription statement. Statements whose content does not conform to the requirements of the preceding paragraph or contains restrictions regarding the obligations of the beneficiaries' obligations shall be void.

(3) Any restriction not indicated in the statement shall have no effect in relation to the company.

Article 350
(Issuing of shares)

(1) Taking into account the provisions of paragraph two of Article 333 of this Act, the management may issue shares solely for the purpose specified in the resolution on conditional increase of the share capital and only after the shares have been paid in full.

(2) The management may only issue shares in exchange for convertible bonds provided that the difference between the issue price of bonds intended for conversion and the higher minimum issue price of shares which are to be provided for such conversion, is offset by other revenue reserves that may be used for this purpose, or by additional payments made by the holder of a convertible bond.

Article 351
(Effective date of the conditional increase of the share capital)

Share capital shall be deemed to be increased upon the issue of shares.

Article 352
(Application for entering the issuing of shares)

(1) The management shall submit an application for entering the total amount of the conditionally increased share capital in the register within one month of the expiry of the financial year.

(2) Prijavi se priložijo dvojniki vpisnih potrdil in seznam oseb, ki so uresničile prednostno pravico ali pravico do zamenjave obveznic. Seznam podpiše poslovodstvo, navajati pa mora delnice, ki pripadajo vsakemu delničarju, in zanje vplačane vložke.

(3) V prijavi mora poslovodstvo izjaviti, da so bile delnice izdane le za namen, določen v sklepu o pogojnem povečanju kapitala, in ne pred polnim plačilom delnic.

(4) Predloženi dokumenti se shranijo pri registrskem organu v izvirniku ali overjenem prepisu.

3. odsek
Odobreni kapital

353. člen
(pogoji)

(1) Statut lahko pooblasti poslovodstvo za najdlje pet let po vpisu družbe v register, da osnovni kapital poveča do določenega zneska (odobreni kapital) z izdajo novih delnic za vložke.

(2) Pooblastilo je lahko dano tudi s spremembo statuta za najdlje pet let po vpisu spremembe statuta v register. Za veljavnost sklepa je potrebna večina najmanj treh četrtin pri sklepanju zastopanega osnovnega kapitala. Statut lahko določi višjo kapitalsko večino in druge zahteve ter soglasje v skladu z določbo tretjega odstavka 333. člena tega zakona.

(3) Znesek odobrenega kapitala ne sme preseči polovice osnovnega kapitala, ki obstaja v času, ko je bilo pooblastilo dano. Nove delnice se izdajo samo s soglasjem nadzornega sveta.

(2) The application shall be accompanied by copies of the share subscription certificates and lists of persons who have exercised their pre-emption right or their right to convert bonds. The list shall be signed by the management and shall indicate the shares belonging to each shareholder and the payments of corresponding contributions.

(3) The application shall include the management's statement that the shares have been issued solely for the purpose specified in the resolution on the conditional increase of the share capital and not before the shares have been paid in full.

(4) The originals or certified copies of the submitted documents shall be kept by the registration authority.

Section 3
Authorised share capital

Article 353
(Conditions)

(1) The articles of association may give the management the authorisation to increase the share capital up to a certain amount for a maximum period of five years from the date on which the company was entered in the register (authorised share capital) through the issuing of new shares.

(2) This authorisation may also be conferred by making amendments to the articles of association for a maximum period of five years from the date on which the amendments to the articles of association were entered in the register. The validity of the resolution shall require a majority of at least three quarters of the share capital represented at the general meeting. A larger majority of the capital and other requirements as well as the consent referred to in Article 333 of this Act may be stipulated by the articles of association.

(3) The amount of authorised share capital shall not exceed one half of the share capital available at the time the authorisation is granted. New shares shall only be issued with the consent of the

(4) Statut lahko določi, da se nove delnice izdajo delavcem družbe.

354. člen
(izdaja novih delnic)

(1) Če ta zakon ne določa drugače, se za izdajo novih delnic smiselno uporabljajo določbe drugega odstavka 333. člena in 336. do 342. člena tega zakona. Nove delnice se izdajo na podlagi pooblastila brez izrednega sklepa skupščine.

(2) V pooblastilu je lahko določeno, da poslovodstvo odloča o izključitvi prednostne pravice do novih delnic. Če se pooblastilo, ki to določa, podeli s spremembo statuta, se smiselno uporabljajo določbe četrtega odstavka 337. člena tega zakona.

(3) Nove delnice se ne izdajo, dokler se v celoti ne vplačajo še neporavnani vložki v dosedanji osnovni kapital. Če je neporavnanih vložkov sorazmerno malo, se nove delnice kljub temu lahko izdajo. V prijavi izvedbe povečanja osnovnega kapitala se navede, kateri vložki v dosedanji osnovni kapital še niso plačani in zakaj.

(4) Določbe prejšnjih odstavkov ne veljajo za izdajo delnic delavcem družbe.

355. člen
(pogoji za izdajo delnic)

(1) O vsebini pravic iz delnic in pogojih za izdajo delnic odloča poslovodstvo, ki mora za svojo odločitev pridobiti soglasje nadzornega sveta. Soglasje nadzornega sveta je potrebno tudi za odločitev poslovodstva iz drugega odstavka prejšnjega člena o izključitvi prednostne pravice do novih delnic.

supervisory board.

(4) The articles of association may lay down that new shares be issued to the company's employees.

Article 354
(Issuing of new shares)

(1) Unless otherwise provided by this Act, the provisions of paragraph two of Article 333 and Articles 336 to 342 of this Act shall apply *mutatis mutandis* to the issuing of new shares. New shares shall be issued on the basis of authorisation without an extraordinary resolution of the general meeting.

(2) The authorisation may stipulate that the management shall decide on the exclusion of the pre-emption right to new shares. If such authorisation is conferred by making amendments to the articles of association, the provisions of paragraph four of Article 337 of this Act shall apply *mutatis mutandis*.

(3) No new shares shall be issued until the outstanding contributions have been paid in full. If the outstanding contributions are relatively few, new shares may nevertheless be issued. The application regarding the increase of the share capital shall indicate which contributions are still outstanding and the reasons why.

(4) The provisions of the preceding paragraphs shall not apply to the issuing of shares to a company's employees.

Article 355
(Conditions for issuing shares)

(1) The content of the rights derived from shares and the conditions for issuing shares shall be decided by the management, subject to the consent of the supervisory board. The consent of the supervisory board shall also be required for the management's decision referred to in paragraph two of the preceding Article concerning exclusion of the pre-emption right to new shares.

(2) Če obstajajo prednostne delnice brez glasovalne pravice, se lahko prednostne delnice, ki imajo pri razdelitvi dobička ali premoženja družbe prednost pred njimi ali so z njimi izenačene, izdajo le, če to določa pooblastilo.

356. člen
(izdaja delnic za stvarne vložke)

(1) Za stvarne vložke se izdajo delnice le, če to določa pooblastilo in če poslovodstvo pridobi soglasje nadzornega sveta.

(2) Poslovodstvo mora določiti predmet stvarnega vložka, osebo, od katere družba predmet pridobiva, število delnic in pri delnicah z nominalnim zneskom tudi nominalni znesek delnic, ki jih je treba zagotoviti za vložek, če to že ni določeno v pooblastilu. Vsi ti podatki morajo biti vneseni v vpisno potrdilo.

(3) Če 356.a člen tega zakona ne določa drugače, mora izdajo delnic za stvarne vložke pregledati en ali več revizorjev, pri čemer se smiselno uporabljajo določbe 194. in 195. do 197. člena tega zakona.

(4) Registrski organ lahko zavrne vpis, če je vrednost stvarnega vložka bistveno nižja od najmanjšega emisijskega zneska delnic, ki jih je treba zanj zagotoviti.

(5) Določbe drugega in tretjega odstavka tega člena se ne uporabljajo za vložek denarnih terjatev, ki delavcem družbe pripadajo na podlagi udeležbe pri dobičku, ki jim jo družba zagotavlja.

356.a člen
(izdaja delnic za stvarne vložke brez revizije)

(2) In the case that there are non-voting preference shares, the preference shares that have priority over such shares or are given equal treatment regarding the distribution of the company's profits or assets shall be issued only if so stipulated by the authorisation.

Article 356
(Issuing of shares for non-cash contributions)

(1) Shares may be issued for non-cash contributions only if so provided by the authorisation and provided that the management obtains the consent of the supervisory board.

(2) The management shall define the subject of the non-cash contribution, the person from whom the subject of the non-cash contribution is being acquired by the company, the number of shares and, in the case of shares with a nominal value, also the nominal value of shares to be provided for such contribution unless it has already been stipulated by the authorisation. All the data shall be entered in the share subscription certificate.

(3) Unless otherwise provided by Article 356a of this Act, the issue of shares for non-cash contributions shall be examined by one or more auditors, subject to the application *mutatis mutandis* of the provisions of Articles 194 and 195 to 197 of this Act.

(4) The registration authority may reject the entry in the register if the value of the non-cash contribution is significantly lower than the minimum issue price of shares for which the contribution is being provided.

(5) The provisions of paragraphs two and three of this Article shall not be applied to the receivables of company employees that stem from their participation in the profits made available to them by the company.

Article 356a
(Issuing of shares for non-cash contributions without audit)

(1) Za izdajo delnic za stvarne vložke, ki je revizorju ni treba pregledati, se smiselno uporabljajo določbe prvega do četrtega odstavka in prvega do tretjega stavka petega odstavka 194.a člena tega zakona. Pri tem se:

1. namesto izraza »ustanovitveni revizor« ali »ustanovitveni revizorji« uporablja izraz »revizor« ali »revizorji«,
2. namesto izraza »ustanovitev« uporablja izraz »izdaja delnic za stvarne vložke«,
3. namesto izraza »statut« uporablja izraz »sklep o izdaji delnic«,
4. namesto izraza »ustanovitvena revizija« uporablja izraz »revizija«,
5. pri smiselni uporabi določb četrtega odstavka 194.a člena tega zakona upošteva četrti odstavek tega člena.

(2) V primeru iz drugega odstavka 353. člena tega zakona mora biti v dnevnem redu zasedanja skupščine navedeno, da revizorju ni treba pregledati izdaje delnic za stvarne vložke. Organi vodenja in nadzora morajo v objavi dnevnega reda navesti predloge za sprejemanje sklepov.

(3) Pooblastilo mora določiti, da revizorju ni treba pregledati izdaje delnic.

(4) Člani organov vodenja ali nadzora morajo najmanj pet delovnih dni pred dnem izročitve predmeta stvarnega vložka predložiti registrskemu organu ter na spletni strani AJPES in glasilu ali elektronskem mediju družbe, če ga družba ima, objaviti obvestilo, ki vsebuje datum sklepa o izdaji delnic in podatke iz prvega odstavka tega člena v zvezi s prvo do četrto alinejo četrtega odstavka 194.a člena tega zakona. Člani organov vodenja ali nadzora morajo v roku enega meseca od izročitve predmeta stvarnega vložka predložiti registrskemu organu in na način iz prejšnjega stavka objaviti izjavo, da od predložitve in objave obvestila iz prejšnjega stavka niso nastale nove okoliščine iz prvega odstavka tega člena v zvezi s prvim ali drugim stavkom petega odstavka 194.a člena tega zakona.

(1) The issue of shares for non-cash contributions that does not require the examination of an auditor shall be subject *mutatis mutandis* to the provisions of paragraphs one to four and to the first to third sentences of paragraph five of Article 194a of this Act. In this case:

1. the term “formation auditor” or “formation auditors” shall be replaced by the term “auditor” or “auditors”,
2. the term “formation” shall be replaced by the term “issue of shares for non-cash contributions”,
3. the term “articles of association” shall be replaced by the term “resolution to issue shares”,
4. the term “formation audit” shall be replaced by the term “audit”, and
5. the application of the provisions of paragraph four of Article 194a of this Act *mutatis mutandis* shall take into consideration paragraph four of this Article.

(2) In the case referred to in paragraph two of Article 353 of this Act, the agenda of the general meeting shall include an indication that the issue of shares for non-cash contributions need not be examined by an auditor. The management and supervisory bodies shall indicate the proposals for resolutions in the published agenda of the general meeting.

(3) The authorisation shall lay down that the auditor need not examine the issue of shares.

(4) Members of the management or supervisory bodies shall submit to the registration authority an announcement detailing the date of the resolution to issue shares and the data referred to in paragraph one of this Article in connection with indents one to four of paragraph four of Article 194a of this Act, and publish it at the website of AJPES and in the company's internal newsletter or electronic media, if any, at least five business days prior to the date of delivery of the subject of a non-cash contribution. Members of the management or supervisory bodies shall, within one month of delivery of the subject of a non-cash contribution, submit to the registration authority, and publish in the manner specified in the preceding sentence, a statement that no new circumstances referred to in paragraph one of this Article in connection with the first or the second sentence of paragraph five of Article 194a of this Act have arisen since the publication of the announcement referred to in the preceding sentence.

(5) Če v primeru iz prvega odstavka tega člena v zvezi z drugo ali tretjo alinejo prvega odstavka 194.a člena tega zakona en ali več revizorjev ne pregleda izdaje delnic za stvarne vložke kljub nastanku novih okoliščin iz prvega odstavka tega člena v zvezi s prvim ali drugim stavkom petega odstavka 194.a člena tega zakona, imenuje sodišče na predlog delničarjev, katerih skupni deleži znašajo najmanj dvajsetino osnovnega kapitala na dan sprejema sklepa o izdaji delnic, revizorja, ki pregleda izdajo delnic za stvarne vložke. Predlog lahko delničarji vložijo do dneva izročitve predmeta stvarnega vložka. Delničarji morajo ostati imetniki delnic do vložitve predloga. Če revizor pregleda izdajo delnic za stvarne vložke, se izjava iz drugega stavka prejšnjega odstavka ne predloži registrskemu organu in ne objavi.

357. člen
(pogodbe o stvarnih vložkih pred vpisom družbe)

Če so bile pred vpisom družbe sklenjene pogodbe, po katerih je treba za odobreni kapital plačati stvarni vložek, mora statut vsebovati določbe o prevzemu stvarnih vložkov. Za prevzem se smiselno uporabljajo določbe tretjega in petega odstavka 187. člena, 193. do 197., 199. ter 200. člena tega zakona.

4. odsek

Povečanje osnovnega kapitala iz sredstev družbe

358. člen
(pogoji)

(5) When, in the case referred to in paragraph one of this Article in connection with indents two or three of paragraph one of Article 194a of this Act, one or more auditors fail to examine the issue of shares for non-cash contributions, even though new circumstances referred to in paragraph one of this Article had arisen, in connection with the first or second sentence of paragraph five of Article 194a of this Act, the court shall appoint an auditor to examine the issue of shares for non-cash contributions, on the proposal of shareholders whose combined interests account for at least one-twentieth of the share capital on the date when the resolution to issue shares was adopted. The shareholders may file the proposal before delivery of the subject of the non-cash contribution. The shareholders shall retain their capacity as holders of shares until filing the proposal. If the auditor examines the issue of shares for non-cash contributions, the statement referred to in the second sentence of the preceding paragraph shall not be submitted to the registration authority and shall not be published.

Article 357
(Contracts for non-cash contributions prior to the company being entered in the register)

If, prior to the company being entered in the register, contracts for the payment of a non-cash contribution to the company's authorised share capital have been concluded, the articles of association shall include provisions for the acceptance of non-cash contributions. The acquiring of non-cash contributions shall be subject to the application *mutatis mutandis* of paragraphs three and five of Article 187, Articles 193 to 197, and Articles 199 and 200 of this Act.

Section 4

Increase of the share capital from the company's own capital

Article 358
(Conditions)

(1) Skupščina lahko sklene, da se osnovni kapital poveča s preoblikovanjem drugih postavk lastnega kapitala v osnovni kapital.

(2) Za sklep in prijavo sklepa se smiselno uporabljajo določbe prvega odstavka 333. člena in prvega odstavka 335. člena tega zakona. Družbe s kosovnimi delnicami lahko povečajo osnovni kapital tudi brez izdaje novih delnic, pri čemer mora sklep o povečanju navajati način povečanja.

(3) Skupščina lahko odloča o povečanju osnovnega kapitala šele, ko je bilo sprejeto letno poročilo za zadnje poslovno leto, ki se je končalo pred odločanjem o povečanju osnovnega kapitala.

359. člen
(rezerve in dobiček, ki se lahko preoblikujejo v osnovni kapital)

(1) V osnovni kapital se lahko preoblikujejo naslednje postavke lastnega kapitala in v naslednjem obsegu:

1. kapitalske rezerve iz 4., 5. in 6. točke prvega odstavka 64. člena tega zakona;
2. kapitalske rezerve iz 1. do 3. točke prvega odstavka 64. člena tega zakona v znesku, v katerem te skupaj z zakonskimi rezervami presegajo delež osnovnega kapitala iz tretjega odstavka 64. člena tega zakona pred njegovim povečanjem;
3. statutarne rezerve, če statut določa, da jih je dovoljeno uporabiti za ta namen;
4. druge rezerve iz dobička;
5. preneseni dobiček;
6. Revalorizacijske rezerve

(2) Postavke lastnega kapitala, ki se preoblikujejo v osnovni kapital, morajo biti izkazane v zadnji letni bilanci stanja ali vmesni bilanci stanja. Vmesna bilanca stanja iz prejšnjega stavka mora biti sestavljena v skladu z določbami tega zakona o sestavi letne bilance stanja.

(3) Preoblikovanje drugih postavk lastnega kapitala v osnovni

(1) The general meeting may decide to increase the share capital by converting other own capital items into share capital.

(2) The provisions of paragraph one of Article 333 and paragraph one of Article 335 of this Act shall apply *mutatis mutandis* to the resolution and to the application for entering the resolution in the register. Companies with no-par value shares may also increase their share capital without issuing new shares; in this case, the resolution on the increase of the share capital shall indicate the method of such increase.

(3) The general meeting may decide to increase the share capital only after the adoption of the annual report for the last financial year that ended before deciding on the increase of the share capital.

Article 359
(Reserves and profits that can be converted into share capital)

(1) The following own capital items may be converted into share capital and to the following extent:

1. capital surplus referred to in points 4, 5 and 6 of paragraph one of Article 64 of this Act;
2. capital surplus referred to in points 1 to 3 of paragraph one of Article 64 of this Act in an amount which together with legal reserves exceeds the proportion of the share capital referred to in paragraph three of Article 64 of this Act before its increase;
3. reserves provided for by the articles of association if the articles of association stipulate that they may be used for this purpose;
4. other revenue reserves;
5. profit brought forward;
6. revaluation reserves.

(2) Own capital items converted into share capital shall be shown in the latest annual balance sheet or interim balance sheet. The interim balance sheet referred to in the preceding paragraph shall be prepared in accordance with the provisions of this Act concerning the preparation of the balance sheet.

(3) Conversion of other own capital items into share capital

kapital ni dopustno, če je v bilanci stanja, ki je podlaga za preoblikovanje, izkazana prenesena izguba ali čista izguba poslovnega leta.

360. člen
(bilanca stanja kot osnova)

(1) Sklep o povečanju osnovnega kapitala mora temeljiti na bilanci stanja iz drugega odstavka prejšnjega člena, katere bilančni presečni dan je največ osem mesecev pred vložitvijo predloga za vpis povečanja osnovnega kapitala v register in ki jo je pregledal revizor ter o njej dal mnenje brez pridržka.

(2) Če skupščina ne imenuje drugega revizorja, opravi revizijo tisti, ki ga je za revizorja zadnjih letnih računovodskih izkazov izvolila skupščina ali ga je imenovalo sodišče.

361. člen
(prijava in vpis sklepa)

(1) Prijavi sklepa za vpis v register se priložita bilanca stanja, na podlagi katere je bil osnovni kapital povečan, z revizorjevim mnenjem brez pridržka, in zadnje letno poročilo, če še ni predloženo. Prijavitelji morajo registrskemu organu dati izjavo, da po njihovi vednosti od dne za osnovo vzete bilance stanja do dneva prijave ni prišlo do zmanjšanja premoženja, ki bi nasprotovalo povečanju osnovnega kapitala, če bi se o tem odločalo na dan prijave.

(2) Registrski organ vpiše sklep o povečanju osnovnega kapitala v register, če so izpolnjeni pogoji iz prvega odstavka prejšnjega člena.

(3) Pri vpisu sklepa v register se navede, da gre za povečanje osnovnega kapitala iz sredstev družbe.

shall not be allowed if the balance sheet that serves as the basis for conversions shows loss brought forward or net loss for the financial year.

Article 360
(Balance sheet as the basis for share capital increase)

(1) The resolution on the increase of the share capital shall be based on the balance sheet that is referred to in paragraph two of the preceding Article, and whose cut-off date is no more than eight months before the date the proposed application for entry of the share capital increase in the register is submitted. This balance sheet shall be examined by an auditor and shall receive an unqualified auditor's opinion.

(2) If no other auditor is appointed by the general meeting, the audit shall be performed by the auditor who was elected to audit the previous annual financial statements by the general meeting or appointed by the court.

Article 361
(Application for registration and entry of the resolution in the register)

(1) The application for entering the resolution in the register shall be accompanied by the balance sheet on the basis of which the share capital is increased, the unqualified auditor's opinion and the latest annual report, unless it has already been submitted. The applicants shall submit to the registration authority a statement that from the date of the balance sheet on which the registration is based and until the date on which the application was submitted, no reduction in the company's assets that could impede the increase of the share capital occurred, if the increase of the share capital was to be decided on the date on which the application was submitted.

(2) The registration authority shall enter the resolution on the increase of the share capital in the register provided that the conditions referred to in paragraph one of the preceding Article are met.

(3) The entry of the resolution in the register shall specify the increase of the share capital from the company's assets as the subject of

362. člen
(začetek veljavnosti povečanja osnovnega kapitala)

(1) Z vpisom sklepa o povečanju osnovnega kapitala v register je osnovni kapital povečan.

(2) Ko je sklep iz prejšnjega odstavka vpisan v register, se šteje, da so nove delnice polno vplačane.

363. člen
(upravičenci iz povečanja osnovnega kapitala)

Delničarjem pripadajo nove delnice v sorazmerju z njihovimi deleži v dosedanjem osnovnem kapitalu družbe. Drugačen skupščinski sklep je ničen.

364. člen
(delne pravice)

(1) Če pri povečanju osnovnega kapitala na delež v dosedanjem osnovnem kapitalu odpade le del nove delnice, je tako delno pravico mogoče samostojno prenašati in podedovati.

(2) Pravice iz nove delnice, vključno z zahtevo po izstavitvi delniškega potrdila, se uresničujejo le, če so delne pravice, ki skupaj oblikujejo polno pravico, združene pri enem delničarju ali če se združi več upravičencev, katerih delne pravice oblikujejo skupaj polno delnico.

365. člen
(poziv delničarjem)

(1) Po vpisu sklepa o povečanju osnovnega kapitala z izdajo novih delnic v register mora poslovodstvo takoj objaviti poziv delničarjem,

registration.

Article 362
(Effective date of the share capital increase)

(1) The increase of the share capital shall become effective on the date the resolution on the increase of the share capital is entered in the register.

(2) When the resolution referred to in the preceding paragraph has been entered in the register, new shares shall be considered to have been paid in full.

Article 363
(Beneficiaries of the share capital increase)

Shareholders shall be entitled to new shares in proportion to their interests in the company's existing share capital. Any other resolution by the general meeting shall be void.

Article 364
(Partial rights)

(1) If only part of a new share accounts for the existing interest in the share capital as a result of the increase of the share capital, such partial rights can be transferred and inherited independently.

(2) The rights derived from a new share, including the request for issuance of a share certificate, shall only be exercised if the partial rights that jointly form an integral right are concentrated in a single shareholder or if several beneficiaries whose partial rights jointly form a full share join their efforts.

Article 365
(Call to shareholders)

(1) After the resolution on the increase of the share capital through the issuing of new shares has been entered in the register, the

naj prevzamejo nove delnice. V pozivu se navedeta:

- znesek povečanja osnovnega kapitala, in
- razmerje med novimi in starimi delnicami.

Poziv mora vsebovati opozorilo, da ima družba pravico delnice, ki jih delničarji niso prevzeli eno leto po objavi poziva, po trikratnem opozorilu prodati za račun delničarjev.

(2) Po izteku enega leta od objave poziva mora družba javno opozoriti na prodajo neprevzetih delnic. Opozorilo se objavi trikrat v vsaj enomesečnih presledkih. Zadnja objava mora iziti pred iztekom 18 mesecev od objave poziva.

(3) Po izteku enega leta od zadnje objave opozorila mora družba prodati neprevzete delnice za račun delničarjev po uradni borzni ceni s pomočjo borznega posrednika ali na javni dražbi, če ni borzne cene.

(4) **(črtan)**.

366. člen
(lastne delnice in delno vplačane delnice)

(1) Lastne delnice so udeležene pri povečanju osnovnega kapitala.

(2) Delno vplačane delnice so udeležene pri povečanju osnovnega kapitala v sorazmerju z njihovim deležem v osnovnem kapitalu, pri čemer se povečanje ne sme opraviti z izdajo novih delnic.

(3) Povečanje osnovnega kapitala se pri delno vplačanih delnicah z nominalnim zneskom izvede s povečanjem nominalnega zneska delnic. Če poleg delno vplačanih delnic obstajajo polno vplačane delnice, se pri polno vplačanih delnicah z nominalnim zneskom povečanje kapitala lahko izvede s povečanjem nominalnega zneska delnic ali z izdajo novih delnic; sklep o povečanju osnovnega kapitala mora določati način povečanja. Če se osnovni kapital poveča s povečanjem

management shall immediately publish a call to the shareholders to acquire the new shares. The call shall include:

- the amount of the share capital increase, and
- the ratio between the new and old shares.

The call shall also include a warning that the company shall be entitled to sell the shares that the shareholders failed to acquire even after being called upon to do so three times, in one year after the publication of the call, on behalf of the shareholders.

(2) After one year has passed since the publication of the call, the company shall publicly announce the sale of unacquired shares. This announcement shall be published three times at intervals of at least one month. The last announcement shall be published before 18 months have elapsed since the call had been published.

(3) After one year has passed since the last publication of the announcement, the company shall sell the unacquired shares on behalf of the shareholders at the official stock exchange price through a stockbroker or by public auction in the absence of a stock exchange price.

(4) **(Deleted)**.

Article 366
(Own shares and partly paid shares)

(1) Own shares shall participate in the increase of the share capital.

(2) Partly paid shares shall participate in the increase of the share capital in proportion to their interest in the share capital, where the increase shall not be carried out through the issuing of new shares.

(3) For partly paid shares with a nominal value, an increase of the share capital shall be carried out by increasing the nominal value of the shares. When there are both fully paid shares and partly paid shares, the share capital increase for fully paid shares with a nominal value may be carried out by increasing the nominal value of shares or by issuing new shares; in this case, the resolution on the increase of the share capital shall define the method of such increase. If the share capital is

nominalnega zneska delnic, se povečanje izvede tako, da na nobeno delnico z nominalnim zneskom ne odpadejo zneski, ki se ne dajo pokriti s takšnim povečanjem.

367. člen
(varstvo pravic delničarjev in tretjih oseb)

(1) Razmerja pravic iz delnic se s povečanjem osnovnega kapitala ne spremenijo.

(2) Če se posamezne pravice delno vplačanih delnic določajo po vložku, plačanem na delnico, te pravice pripadajo delničarjem do plačila še neporavnanih vložkov glede na višino plačanega vložka, povečanega za odstotek povečanja osnovnega kapitala; z nadaljnjimi plačili se pravice ustrezno povečajo.

368. člen
(začetek udeležbe pri dobičku)

(1) Če ni določeno drugače, nove delnice sodelujejo pri dobičku celega poslovnega leta, v katerem je bil sprejet sklep o povečanju osnovnega kapitala.

(2) V sklepu o povečanju osnovnega kapitala se lahko določi, da nove delnice sodelujejo že pri dobičku zadnjega poslovnega leta, preteklega pred sklepanjem o povečanju kapitala. V tem primeru se sklep o povečanju osnovnega kapitala sprejme pred sprejetjem sklepa o uporabi dobička zadnjega poslovnega leta, preteklega pred sklepanjem o povečanju osnovnega kapitala. Sklep o uporabi dobička začne veljati šele, ko je osnovni kapital povečan in so dodatne delnice izdane. Sklep o povečanju osnovnega kapitala in sklep o uporabi dobička sta nična, če sklep o povečanju osnovnega kapitala v treh mesecih po sprejetju ni vpisan v register. Ta rok ne teče, dokler teče na sodišču izpodbojna ali ničnostna tožba ali dokler še ni izdano dovoljenje državnega organa, če je to potrebno za povečanje osnovnega.

increased by increasing the nominal value of shares, the increase shall be carried out so that no share with a nominal value shall account for the amounts that cannot be offset by such an increase.

Article 367
(Protection of shareholder rights and the rights of third parties)

(1) Share ownership rights shall not change due to an increase in the share capital.

(2) If individual rights derived from partly paid shares are determined according to the contribution which was paid for each share, shareholders shall be entitled to such rights until the payment of outstanding contributions in accordance with the amount of the contribution which was paid in to which the percentage of the increase of the share capital was added; these rights shall be increased in proportion to any subsequent payments.

Article 368
(Beginning of participation in profits)

(1) Unless otherwise provided, new shares shall participate in the profits for the entire financial year in which the resolution on the increase of the share capital is adopted.

(2) The resolution on the increase of the share capital may determine that new shares may participate in the profits for the last financial year preceding the resolution on the increase of the share capital. In this case, the resolution on the increase of the share capital shall be adopted before the adoption of the resolution on the appropriation of the profits for the last financial year preceding the resolution on the increase of the share capital. The resolution on the appropriation of profits shall only come into effect after the increase of the share capital has been carried out and additional shares have been issued. The resolution on the increase of the share capital and the resolution on the appropriation of profits shall be void if the resolution on the increase of the share capital has not been entered in the register within three months of its adoption. This deadline shall not expire as long as there are actions for the declaration of voidness or challenging actions

369. člen
(pogojni kapital)

Pogojni kapital se poveča v enakem razmerju kot osnovni kapital. Če je bil sklep o pogojnem kapitalu sprejet za zagotovitev pravic imetnikom zamenljivih obveznic, je treba oblikovati druge rezerve iz dobička za pokrivanje razlike med skupnim emisijskim zneskom obveznic in višjim skupnim najmanjšim emisijskim zneskom delnic, ki jih je treba zanje zagotoviti, če ni dogovorjeno, da bodo razliko doplačali upravičenci do zamenjave.

370. člen
(prepoved izdaje delnic in začasnic)

Nove delnice in začasnice se ne smejo izdati pred vpisom sklepa o povečanju osnovnega kapitala v register.

5. odsek
Zamenljive obveznice in dividendne obveznice

371. člen
(vrste in izdaja obveznic)

(1) Obveznice, s katerimi se imetnikom zagotovi pravica do zamenjave z delnicami (zamenljive obveznice) ali pravica do prednostnega nakupa delnic in obveznice, s katerimi se pravice imetnikov obveznic povezujejo z dividendami delničarjev (dividendne obveznice), se lahko izdajo le na podlagi sklepa skupščine. Za veljavnost sklepa je potrebna večina najmanj treh četrtin pri sklepanju zastopanega osnovnega kapitala. Statut lahko določi drugačno kapitalsko večino in druge zahteve ter soglasje v skladu z določbo tretjega odstavka 333. člena tega zakona.

(2) Pooblastilo poslovodstvu za izdajo zamenljivih obveznic se

pending, or until an authorisation for the increase of the share capital has been issued by a competent state authority, if necessary.

Article 369
(Conditional capital)

Conditional capital shall be increased in the same proportion as the share capital. If the resolution on conditional capital has been adopted in order to ensure rights to the holders of convertible bonds, other revenue reserves need to be created in order to offset the difference between the total issue price of bonds and the higher minimum issue price of shares to be provided, unless it has been agreed that the difference will be covered by the persons entitled to conversion.

Article 370
(Prohibition to issue shares and interim certificates)

New shares and interim certificates shall not be issued prior to entry of the resolution on the increase of the share capital in the register.

Section 5
Convertible bonds and dividend bonds

Article 371
(Types of bonds and their issue)

(1) Bonds that give holders the right to convert them into shares (convertible bonds) or the pre-emption right to buy shares and bonds that link the bondholders' rights to shareholders' dividends (dividend bonds) may only be issued on the basis of a resolution of the general meeting. The validity of the resolution shall require a majority of at least three-quarters of the share capital represented at the general meeting. A larger majority of the capital and other requirements as well as the consent referred to in Article 333 of this Act may be stipulated by the articles of association.

(2) The authorisation to issue convertible bonds may be

lahko da za največ pet let. Poslovodstvo in predsednik nadzornega sveta morata sklep o izdaji zamenljivih obveznic in izjavo o njihovi izdaji prijaviti za vpis v register. Obvestilo o sklepu in izjavi se objavi.

(3) Določbe prvega odstavka tega člena se smiselno uporabljajo za zagotovitev posebnih pravic do udeležbe pri dobičku.

(4) Delničarji družbe imajo prednostno pravico do nakupa obveznic iz prvega odstavka tega člena, pri čemer se smiselno uporabljajo določbe 337. člena tega zakona.

3. pododdelek
Ukrepi za zmanjšanje osnovnega kapitala

1. odsek
Redno zmanjšanje osnovnega kapitala

372. člen
(pogoji)

(1) Za veljavnost sklepa o zmanjšanju osnovnega kapitala je potrebna večina najmanj treh četrtin pri sklepanju zastopanega osnovnega kapitala. Statut lahko določi višjo kapitalsko večino in druge zahteve.

granted to the management for a maximum of five years. The management and the president of the supervisory board shall submit an application for the entry of the resolution to issue convertible bonds and the statement regarding their issue in the register. A notification regarding the resolution and the statement on the issue of bonds shall be published.

(3) The provisions of paragraph one of this Article shall apply *mutatis mutandis* to the provision of special rights regarding participation in the profits.

(4) The shareholders of the company shall have the pre-emption right to buy the bonds referred to in paragraph one of this Article, subject to the application *mutatis mutandis* of the provisions of Article 337 of this Act.

Subsection 3
Measures for the reduction of the share capital

Section 1
Regular reduction of share capital

Article 372
(Conditions)

(1) The validity of the resolutions to reduce the share capital shall require a majority of at least three-quarters of the share capital represented at the general meeting. A larger majority of the capital and other requirements may be stipulated by the articles of association.

(2) Če obstaja več razredov delnic, je za veljavnost skupščinskega sklepa potrebno soglasje delničarjev vsakega razreda delnic. O soglasju morajo delničarji vsakega razreda sprejeti izredni sklep v skladu s prejšnjim odstavkom.

(2) If there is more than one class of shares, the consent of shareholders of each share class shall be required for the resolution of the general meeting to be valid. In order to give their consent, shareholders of each share class shall adopt an extraordinary resolution in accordance with the provisions of the preceding paragraph.

(3) Zmanjšanje osnovnega kapitala se pri delnicah z nominalnim zneskom izvede z zmanjšanjem nominalnega zneska delnic.

(3) For partly paid shares with a nominal value, the reduction in the share capital shall be carried out by reducing the nominal value of shares.

(4) Če najmanjši emisijski znesek delnic po zmanjšanju osnovnega kapitala ne bi dosegal zneska iz drugega ali tretjega odstavka 172. člena tega zakona, se zmanjšanje izvede z združevanjem delnic.

(4) If, after the reduction of the share capital, the minimum issue price of shares remains lower than the amount referred to in paragraph two or three of Article 172 of this Act, the share capital shall be reduced through the consolidation of shares.

(5) V sklepu se določita razlog in način zmanjšanja osnovnega kapitala.

(5) The resolution shall indicate the reason and the manner of the share capital reduction.

373. člen
(prijava sklepa)

Poslovodstvo in predsednik nadzornega sveta morata sklep o zmanjšanju osnovnega kapitala prijaviti za vpis v register.

Article 373
(Application for entering the resolution in the register)

The management and the president of the supervisory board shall submit an application for entering the resolution to reduce the share capital in the register.

374. člen
(začetek veljavnosti zmanjšanja kapitala)

Z vpisom sklepa o zmanjšanju osnovnega kapitala v register je osnovni kapital zmanjšan. Sklep se objavi.

Article 374
(Effective date of the share capital reduction)

A reduction of the share capital shall become effective on the date that the resolution to reduce the share capital is entered in the register. The resolution shall be published.

375. člen

Article 375

(varstvo upnikov)

(1) Upnikom, katerih terjatve so nastale pred objavo vpisa sklepa o zmanjšanju osnovnega kapitala v register, je treba dati zavarovanje, če v šestih mesecih po objavi terjatve prijavijo in ne bi mogli biti poplačani. Upnike je treba v objavi vpisa opozoriti na to pravico. Pravice zahtevati zavarovanje nimajo tisti upniki, ki imajo ob morebitnem stečajnem postopku pravico do prednostnega poplačila.

(2) Plačila delničarjem se opravijo na podlagi zmanjšanja osnovnega kapitala šele potem, ko je od objave vpisa preteklo šest mesecev in potem ko je bilo upnikom, ki so se pravočasno javili, zagotovljeno poplačilo ali zavarovanje.

(3) Upniki lahko zahtevajo zavarovanje tudi, če delničarji niso izplačani.

(4) Upniki, ki imajo pri družbi nepoplačane zapadle terjatve, in upniki, katerim je treba dati zavarovanje v skladu s tem členom, lahko ugovarjajo vpisu sklepa o zmanjšanju osnovnega kapitala tudi iz razlogov kršitev tega člena. Registrski organ mora vpis zavrniti, če je zahteva upnikov upravičena. V primeru spora o obstoju terjatev upnikov ali o ustreznosti zagotovljenega zavarovanja upnikov registrski organ prekine postopek odločanja o vpisu zmanjšanja osnovnega kapitala do pravnomočne odločitve o tožbenem zahtevku družbe ali upnikov, pod pogojem, da je tožba vložena najpozneje v roku 30 dni od izdaje sklepa o prekinitvi postopka.

(5) Ne glede na določbe prejšnjega odstavka registrski organ opravi vpis, če družba dokaže obstoj utemeljenih razlogov, pri čemer se smiselno uporabljajo določbe četrtega in petega odstavka 590. člena tega zakona. V tem primeru lahko zaradi morebitnih izvršenih izplačil delničarjem upniki uveljavljajo terjatev družbe iz drugega odstavka 233. člena tega zakona tudi še v roku enega leta po pravnomočnosti sodbe, s katero je ugotovljena utemeljenost zahtevka upnikov po prejšnjem odstavku, ne glede na potek zastaralnega roka iz 233. člena tega zakona.

(Protection of creditors)

(1) Creditors whose claims arise prior to the publication of the registration of the resolution to reduce the share capital shall be provided with security if they lodge their claims within six months of the publication, and cannot be expected to receive payment. The publication of the registration shall call the attention of creditors to this right. Creditors who are entitled to preference regarding their payment in the case of bankruptcy proceedings shall not be entitled to request security.

(2) Payments to shareholders shall be made on the basis of the reduction of the share capital only after six months have passed since the date of publication of the registration and after security or payment has been assured to the creditors who came forward on time.

(3) Creditors may also request security if no payment has been made to shareholders.

(4) Creditors who have unpaid claims which have fallen due against the company, and creditors who should be granted security under this Article may object to the entry of resolution to reduce the share capital in the register, whereby they may also object on the basis of violation of the provisions of this Article. The registration authority shall reject the entry in the register if the creditors' claim is justified. In the case of a dispute over the existence of the creditors' claims or adequacy of the provided security, the registration authority shall stay the procedure in which the registration of the reduction of the share capital is to be decided, until a final decision is issued regarding a claim which was filed by the company or a creditor, provided, however, that the claim was filed no later than within 30 days of when the decision to stay the procedure was issued.

(5) Notwithstanding the provisions of the preceding paragraph, the registration authority shall perform the registration if the company proves the existence of well-founded reasons, where the provisions of paragraphs four and five of Article 590 of this Act shall apply *mutatis mutandis.* In this case, due to the fact that potential payments were made to shareholders, creditors may also pursue the company's claims specified in paragraph two of Article 233 of this Act within one year of the court ruling assessing the merits of the claim becoming final, notwithstanding the expiry of the limitation period referred to in Article

233 of this Act.

376. člen
(pravna skupnost)

(1) Z združevanjem delnic ni mogoče izključiti delničarja iz družbe, temveč je treba oblikovati pravno skupnost teh delničarjev na delnici z določenim najbližjim nominalnim zneskom delnice, ki izhaja iz znižanega osnovnega kapitala.

(2) Osebe, udeležene v pravni skupnosti, mora družba pozvati, naj v roku enega meseca od prejema poziva določijo tisto izmed njih, ki bo delnico prevzela. Poziv za prevzem delnice mora vsebovati opozorilo, da bodo delnice, ki ne bodo na ta način prevzete, prodane za račun oseb, udeleženih v pravni skupnosti, po uradni borzni ceni s pomočjo borznega posrednika ali na javni dražbi, če ni borzne cene. Do prodaje lahko pride le, če je bil poziv objavljen tako, kot je določeno v prvem odstavku 224. člena tega zakona za podaljšan rok.

377. člen
(prijava)

(1) Poslovodstvo mora zmanjšanje osnovnega kapitala prijaviti za vpis v register.

(2) Prijava in vpis zmanjšanja osnovnega kapitala se lahko združita s prijavo in vpisom sklepa o zmanjšanju. Če se osnovni kapital zmanjša z združitvijo delnic, se lahko vloži prijava zmanjšanja osnovnega kapitala in opravi vpis v register šele po končanem postopku združitve delnic v skladu z določbo prejšnjega člena tega zakona.

378. člen
(zmanjšanje pod najnižji nominalni znesek)

Article 376
(Legal community)

(1) The consolidation of shares may not result in the exclusion of a shareholder from the company, instead legal communities of shareholders shall be created on the basis of the share with the closest nominal amount in relation to the share, which is derived from the reduced share capital.

(2) The company shall be obliged to call on the persons from the legal community to appoint a person from among themselves to acquire the share within one month of being called upon. The call shall include a warning that shares which are not acquired in this way, shall be sold on behalf of the persons who are a part of the legal community at the official stock exchange price through a stockbroker or by public auction in the absence of a stock exchange price. The sale may only occur if the call was published in accordance with paragraph one of Article 224 of this Act regarding the extended deadline.

Article 377
(Application for entry)

(1) The management shall submit an application for entering the reduction of the share capital in the register.

(2) The submission of the application and the entering of the reduction of the share capital in the register may be combined with the submission of the application and the entering of the resolution to reduce the share capital in the register. If the share capital is reduced through the consolidation of shares, an application regarding the reduction of the share capital may be submitted and the registration made only after the share consolidation process has been completed in accordance with the provision of the preceding Article of this Act.

Article 378
(Reduction below the minimum nominal amount)

Osnovni kapital se lahko zmanjša pod najnižji znesek iz 171. člena tega zakona, če se ta ponovno doseže s povečanjem osnovnega kapitala, o čemer mora biti sprejet sklep hkrati z zmanjšanjem osnovnega kapitala in pri katerem povečanje ni mogoče s stvarnimi vložki.

Share capital may be reduced below the minimum amount referred to in Article 171 of this Act, provided that it is attained again through an increase of the share capital; for this purpose, a resolution shall be adopted simultaneously with the reduction of the share capital where the share capital can no longer be increased through non-cash contributions.

2. odsek
Poenostavljeno zmanjšanje osnovnega kapitala

Section 2
Simplified reduction of the share capital

379. člen
(pogoji)

(1) Zmanjšanje osnovnega kapitala, ki je namenjeno kritju prenesene izgube ali čiste izgube poslovnega leta ali prenosu zneskov v kapitalske rezerve, se lahko izvede tudi poenostavljeno. V sklepu o zmanjšanju osnovnega kapitala mora biti naveden namen zmanjšanja osnovnega kapitala.

(2) Poenostavljeno zmanjšanje osnovnega kapitala je dopustno, če:
- ne obstajajo ali se prej sprostijo rezerve iz dobička ter kapitalske rezerve, razen zakonske in kapitalske rezerve iz 1. do 3. točke prvega odstavka 64. člena tega zakona, katerih vsota je enaka 10% ali v statutu določenem višjem odstotku po zmanjšanju preostalega osnovnega kapitala, in
- čisti dobiček poslovnega leta ter preneseni dobiček ne obstaja več.

(3) Za zmanjšanje osnovnega kapitala v skladu s prejšnjima odstavkoma se smiselno uporabljajo določbe 372. do 374. in 376. do 378. člena tega zakona.

Article 379
(Conditions)

(1) A reduction of the share capital that is intended to offset the loss brought forward or the net loss for the financial year or the allocation of amounts to capital surplus may also be carried out in a simplified manner. The resolution to reduce the share capital shall indicate the purpose of the reduction of the share capital.

(2) A simplified reduction of the share capital shall be permitted in the following cases:
- in the absence or early release of revenue reserves and capital surplus, except the legal reserves and capital surplus referred to in points 1 to 3 of paragraph one of Article 64 of this Act, the total amount of which equals 10 % or more if so prescribed in the articles of association after the reduction of the remaining share capital, and
- when the net profit for the financial year and the profit brought forward no longer exist.

(3) The provisions of Articles 372 to 374 and 376 to 378 of this Act shall apply *mutatis mutandis* to the reduction of the share capital in accordance with the two preceding paragraphs.

380. člen
(omejitve uporabe dobička po poenostavljenem zmanjšanju osnovnega kapitala)

Article 380
(Restrictions on the appropriation of profits following a simplified reduction of share capital)

Po poenostavljenem zmanjšanju osnovnega kapitala se bilančni dobiček ne sme razdeliti delničarjem ali uporabiti za druge namene, določene v statutu, dokler skupni znesek kapitalskih rezerv iz 1. do 3. točke prvega odstavka 64. člena tega zakona in zakonskih rezerv ne doseže deleža osnovnega kapitala iz tretjega odstavka 64. člena tega zakona po njegovem zmanjšanju. Do takrat omejitev višine deleža čistega dobička, ki ga je dovoljeno letno odvesti v zakonske rezerve iz četrtega odstavka 64. člena tega zakona, ne velja.

After a simplified reduction of share capital, distributable profits shall not be distributed to the shareholders or appropriated for other purposes specified by the articles of association until the total amount of capital surplus referred to in points 1 to 3 of paragraph one of Article 64 of this Act and the total legal reserves reach the amount which is proportional to the share capital referred to in paragraph three of Article 64 of this Act after the reduction of the share capital. Until then, no restrictions regarding the proportion of net profit which may be allocated annually to the legal reserves referred to in paragraph four of Article 64 of this Act shall apply.

3. odsek
Zmanjšanje osnovnega kapitala z umikom delnic

Section 3
Reduction of share capital through the withdrawal of shares

381. člen
(pogoji)

Article 381
(Conditions)

(1) Družba lahko umakne delnice prisilno ali s pridobitvijo s strani družbe. Prisilni umik je dopusten le, če je bil določen ali dovoljen v prvotnem statutu ali s spremembo statuta pred prevzemom ali vpisom delnic.

(1) A company may withdraw shares on a compulsory basis or through acquisition by a company. Compulsory withdrawal shall only be permitted provided that it has been defined or permitted by the original articles of association or amendments to the articles of association prior to the acquisition or subscription of shares.

(2) Za prisilni umik se uporabljajo določbe o rednem zmanjšanju osnovnega kapitala. V statutu ali skupščinskem sklepu se določijo pogoji za prisilni umik in podrobnosti izvedbe. Za plačilo povračila, ki je zagotovljeno delničarjem pri prisilnem umiku ali pridobitvi delnic zaradi umika, se smiselno uporabljajo določbe drugega odstavka 375. člena tega zakona.

(2) The provisions on the regular reduction of the share capital shall apply to compulsory withdrawal. The articles of association or a general meeting resolution shall set the conditions for the compulsory withdrawal of shares and its detailed implementation. The provisions of paragraph two of Article 375 of this Act shall apply *mutatis mutandis* to the payment of compensation to shareholders for the compulsory withdrawal or acquisition of shares due to the withdrawal.

(3) Določbe o rednem zmanjšanju osnovnega kapitala se ne uporabljajo, če so delnice, za katere je v celoti vplačan emisijski znesek:

- dane družbi na razpolago neodplačno, ali
- v breme bilančnega dobička ali statutarnih rezerv ali drugih rezerv iz dobička, če jih je dovoljeno uporabiti za te namene.

(3) The provisions concerning the regular reduction of the share capital shall not apply if the shares for which the issue price has been paid in full:

- are placed at the company's disposal free of charge, or
- are debited to the company's distributable profit or reserves provided for by the articles of association or other revenue reserves if they are allowed to be used for such purposes.

(4) O zmanjšanju osnovnega kapitala z umikom delnic v primerih iz prejšnjega odstavka odloča skupščina. Za veljavnost sklepa je potrebna navadna večina glasov. Statut lahko določa višjo večino in druge zahteve. V sklepu se navede namen zmanjšanja kapitala. Poslovodstvo in predsednik nadzornega sveta morata prijaviti sklep za vpis v register.

(5) V primerih iz tretjega odstavka tega člena se v kapitalske rezerve odvede znesek, ki je enak skupnemu najmanjšemu emisijskemu znesku umaknjenih delnic.

(6) Skupščinski sklep ni potreben, če je prisilni umik delnic določen s statutom. Pri uporabi določb o rednem zmanjšanju osnovnega kapitala namesto skupščinskega sklepa zadostuje odločitev poslovodstva o umiku.

382. člen
(začetek veljavnosti zmanjšanja osnovnega kapitala)

Osnovni kapital je zmanjšan za skupni najmanjši emisijski znesek umaknjenih delnic z dnem vpisa sklepa v register ali dnem umika delnic. Če gre za prisilni umik, določen s statutom, in če o zmanjšanju kapitala ne odloča skupščina, se osnovni kapital zmanjša s prisilnim umikom. Za umik delnic je potrebno dejanje družbe, ki razveljavi pravice iz delnic.

383. člen
(prijava zmanjšanja)

Za prijavo zmanjšanja osnovnega kapitala za vpis v sodni register se smiselno uporabljajo določbe 372. do 374. in 376. do 378. člena tega zakona.

(4) The reduction of share capital through the withdrawal of shares in the cases referred to in the preceding paragraph shall be decided on by the general meeting. The validity of the resolution shall require a simple majority of votes. A larger majority of the capital and other requirements may be stipulated by the articles of association. The resolution shall also indicate the purpose of the reduction of the share capital. The management and the president of the supervisory board shall submit an application for entering the resolution in the register.

(5) In the cases referred to in paragraph three of this Article, the amount that equals the total minimum issue price of the withdrawn shares shall be allocated to capital surplus.

(6) A general meeting resolution is not needed if the compulsory withdrawal of shares is defined by the articles of association. When applying the provisions on the regular reduction of the share capital instead of a general meeting resolution, a decision by the management to withdraw shares shall suffice.

Article 382
(Effective date of the share capital reduction)

Share capital shall be reduced by the total minimum issue price of the withdrawn shares as of the date on which the resolution was entered in the register or as of the date on which the shares have been withdrawn. In the case of a compulsory withdrawal defined by the articles of association and if the reduction of the share capital is not decided on by the general meeting, the share capital shall be reduced through the compulsory withdrawal. The withdrawal of shares shall require the company to perform an action whereby the rights deriving from the shares are cancelled.

Article 383
(Application for entering the share capital reduction in the register)

The provisions of Articles 372 to 374 and 376 to 378 of this Act shall apply *mutatis mutandis* to the application for entering the reduction in the share capital in the register.

7. oddelek
POSEBNE DOLOČBE O OBRAVNAVI MANJŠINSKIH DELNIČARJEV

1. pododdelek
Izključitev manjšinskih delničarjev iz družbe

384. člen
(prenos delnic proti plačilu denarne odpravnine)

(1) Skupščina delniške družbe lahko na predlog delničarja, ki je imetnik delnic družbe, ki predstavljajo najmanj 90% osnovnega kapitala družbe (v nadaljnjem besedilu: glavni delničar), sprejme sklep o prenosu delnic preostalih delničarjev (v nadaljnjem besedilu: manjšinski delničar) na glavnega delničarja za plačilo primerne denarne odpravnine.

(2) Za ugotavljanje deleža delnic, ki pripadajo glavnemu delničarju družbe, se smiselno uporabljajo določbe drugega in četrtega odstavka 528. člena tega zakona.

385. člen
(denarna odpravnina)

(1) Višino denarne odpravnine določi glavni delničar ob smiselni uporabi določb petega in šestega stavka drugega odstavka 556. člena tega zakona. Poslovodstvo družbe mora dati glavnemu delničarju na razpolago vse za to potrebne informacije in dokazila.

(2) Pred sklicem skupščine mora glavni delničar poslovodstvu družbe predložiti izjavo banke, s katero je banka solidarno odgovorna za izpolnitev obveznosti glavnega delničarja, da bo nemudoma po vpisu sklepa o prenosu delnic v register v korist manjšinskih delničarjev plačal odpravnino za pridobljene delnice.

Section 7
SPECIAL PROVISIONS ON THE TREATMENT OF MINORITY SHAREHOLDERS

Subsection 1
Squeeze out of minority shareholders from the company

Article 384
(Transfer of shares against payment of cash consideration)

(1) On the proposal of the shareholder who holds shares which represent at least 90% of the company's share capital (hereinafter: main shareholder), the general meeting of a public limited company may adopt a resolution to transfer shares of the other shareholders (hereinafter: minority shareholders) to the main shareholder against the payment of an appropriate cash consideration.

(2) The provisions of paragraphs two and four of Article 528 of this Act shall apply *mutatis mutandis* when determining the proportion of shares which belong to the company's main shareholder.

Article 385
(Cash consideration)

(1) The amount of cash consideration shall be determined by the main shareholder by applying *mutatis mutandis* the provisions of the fifth and sixth sentence of paragraph two of Article 556 of this Act. The company's management shall make available to the main shareholder all the information and evidence necessary for this purpose.

(2) Prior to convening the general meeting, the main shareholder shall submit to the company's management a statement by which a bank assumes joint and several liability for the fulfilment of the main shareholder's obligation to pay minority shareholders a consideration for the acquired shares immediately upon entry of the resolution to transfer shares in the register.

386. člen
(priprava in izvedba skupščine)

(1) Objava dnevnega reda skupščine, ki bo odločala o prenosu delnic na glavnega delničarja, mora vsebovati:

- firmo in sedež ali ime in priimek ter prebivališče glavnega delničarja, in
- višino denarne odpravnine, ki jo ponuja glavni delničar.

(2) Glavni delničar pripravi za skupščino pisno poročilo, v katerem pojasni predpostavke za prenos delnic in primernost višine denarne odpravnine. Primernost višine denarne odpravnine, ki jo ponuja glavni delničar, mora pregledati en ali več revizorjev, ki jih na predlog glavnega delničarja imenuje sodišče. Za revizijo primernosti višine denarne odpravnine se smiselno uporabljajo določbe 583. člena tega zakona. Glavni delničar in revizorji v poročilih niso dolžni razkriti informacij zaradi razlogov iz prve in tretje alineje drugega odstavka 305. člena tega zakona. Revizorjevo poročilo ni potrebno, če se vsi manjšinski delničarji z izjavo odpovejo poročilu. Izjava o odpovedi mora biti dana v obliki notarskega zapisa.

(3) Pred zasedanjem skupščine je na sedežu družbe delničarjem treba omogočiti vpogled v:

- predlog sklepa o prenosu delnic;
- letna poročila družbe za zadnja tri poslovna leta;
- pisno poročilo glavnega delničarja iz drugega odstavka tega člena, in

- revizorjevo poročilo iz drugega odstavka tega člena.

(4) Vsakemu delničarju je treba na njegovo zahtevo najpozneje naslednji delovni dan brezplačno dati prepis listin iz prve, tretje in četrte alineje prejšnjega odstavka.

Article 386
(Preparation and holding of the general meeting)

(1) The announcement of the agenda of the general meeting that will decide on the transfer of shares to the main shareholder shall include the following:
- the company name and registered office, or the name, surname and place of residence of the main shareholder, and
- the amount of cash consideration offered by the main shareholder.

(2) The main shareholder shall prepare a written report for the general meeting explaining the assumptions for the transfer of shares and the appropriateness of the amount of cash consideration. The appropriateness of the amount of cash consideration offered by the main shareholder shall be examined by one or more auditors appointed by the court on the proposal of the main shareholder. The provisions of Article 583 of this Act shall apply *mutatis mutandis* to the audit concerning the appropriateness of the amount of cash consideration. The main shareholder and the auditors shall not be required to disclose the information for the reasons referred to in indents one and three of paragraph two of Article 305 of this Act in the reports. No auditor's report shall be necessary if all minority shareholders submit a statement renouncing their right to have the report. The statement of renunciation shall be drawn up in the form of a notarial record.

(3) Prior to the general meeting, the shareholders shall be allowed to inspect the following documents at the company's registered office:
- the resolution proposal for the transfer of shares;
- the company's annual reports for the previous three financial years;
- a written report by the main shareholder referred to in paragraph two of this Article, and
- the auditor's report referred to in paragraph two of this Article.

(4) A copy of the documents referred to in indents one, three and four of the preceding paragraph shall be provided gratuitously to each shareholder, at their request and no later than on the next business day following such request.

(5) Na zasedanju skupščine je treba predložiti listine iz tretjega odstavka tega člena. Na začetku obravnave na skupščini mora glavni delničar ustno obrazložiti predlog sklepa o prenosu delnic in način izračuna višine denarne odpravnine. Pred odločanjem o soglasju za prenos delnic na glavnega delničarja mora glavni delničar manjšinske delničarje obvestiti o vseh pomembnih spremembah premoženja družbe v obdobju od sestave predloga sklepa o prenosu delnic do zasedanja skupščine. Za pomembno se šteje zlasti tista sprememba, zaradi katere bi bila primerna drugačna denarna odpravnina.

387. člen
(vpis sklepa o prenosu delnic; pravne posledice)

(1) Poslovodstvo družbe mora vložiti predlog za vpis sklepa o prenosu delnic v register. Predlogu se priloži notarsko overjen prepis zapisnika zasedanja skupščine, ki je odločala o izključitvi manjšinskih delničarjev, in priloge.

(2) Za predlog za vpis sklepa o prenosu delnic na glavnega delničarja, njegove priloge in postopek odločanja o njem se smiselno uporabljajo določbe 1. točke drugega odstavka in tretjega do petega odstavka 590. člena tega zakona.

(3) Z vpisom sklepa o prenosu delnic v register preidejo vse delnice manjšinskih delničarjev na glavnega delničarja. Delnice v nematerializirani obliki klirinškodepotna družba deponira na posebnem računu tako, da z njimi manjšinski delničarji ne morejo več razpolagati.

(4) Manjšinski delničar ohrani pravni interes, če je vložil tožbo, za katero se zahteva pravni interes, ki izhaja iz lastništva delnic družbe, do dne skupščine, ki odloča o prenosu delnic na glavnega delničarja.

(5) The documents referred to in paragraph three of this Article shall be presented to the general meeting. At the beginning of the discussion at the general meeting, the main shareholder shall give an oral explanation regarding the resolution proposal for the transfer shares and the method of calculating the cash consideration. Prior to deciding on whether to give consent to the transfer of shares to the main shareholder, the main shareholder shall notify the minority shareholders of all significant changes to the company's assets during the period between the drafting of the resolution proposal for the transfer of shares and the date of the general meeting. A significant change shall mean in particular any change that requires a different appropriate cash consideration.

Article 387
(Registration of the resolution to transfer shares; legal consequences)

(1) A company's management shall file an application for entering the resolution to transfer shares in the register. The application shall be accompanied by a notarised copy of the minutes of the general meeting that decided on the squeeze out of minority shareholders and attachments.

(2) The proposal concerning the submission of the application for entering the resolution to transfer shares to the main shareholder in the register, attachments thereto and the relating decision-making process shall be subject to the application *mutatis mutandis* of the provisions of point 1 of paragraph two and paragraphs three to five of Article 590 of this Act.

(3) All shares held by minority shareholders shall pass to the main shareholder when the resolution to transfer shares is entered in the register. The Central Securities Clearing Corporation shall deposit shares in dematerialised form into a special account in order to prevent the free disposal of such shares by minority shareholders.

(4) A minority shareholder shall retain legal interest by filing an action for which legal interest deriving from the share ownership is required until the date of the general meeting that will decide on the transfer of shares to the main shareholder.

388. člen
(sodni preizkus denarne odpravnine)

(1) Sklepa skupščine o soglasju za prenos delnic na glavnega delničarja ni mogoče izpodbijati, če denarna odpravnina iz 385. člena tega zakona, ki jo ponudi glavni delničar, ni primerna, če ni bila ponujena ali če ni bila pravilno ponujena.

(2) Če ponujena odpravnina ni primerna, lahko vsak manjšinski delničar predlaga, da sodišče določi primerno odpravnino. Enako velja, če glavni delničar ni ponudil odpravnine ali če je ni ponudil pravilno. Za postopek sodne določitve primerne denarne odpravnine se smiselno uporabljajo določbe drugega odstavka in 1. točke tretjega odstavka 605. člena ter 606. do 615. člena tega zakona.

2. pododdelek
Pravica manjšinskih delničarjev do izstopa iz družbe

389. člen
(zahtevek za odkup vseh preostalih delnic; primerna denarna odpravnina)

(1) Glavni delničar mora na zahtevo enega ali več manjšinskih delničarjev v mesecu dni po prejemu zahtevka ponuditi temu posameznemu ali več manjšinskim delničarjem primerno denarno nadomestilo za odkup vseh preostalih delnic posameznega manjšinskega delničarja.

(2) Za določitev višine primernega denarnega nadomestila se smiselno uporabljajo določbe prvega odstavka 385. člena in drugega odstavka 388. člena tega zakona.

8. oddelek

Article 388
(Judicial review of the cash consideration)

(1) A resolution of the general meeting in which consent is given with regard to the transfer of shares to the main shareholder may not be challenged if the cash consideration referred to in Article 385 of this Act which has been offered by the main shareholder is not appropriate, has not been offered, or has not been offered correctly.

(2) If the offered cash consideration is not appropriate, each minority shareholder may propose that the court determine the appropriate level of consideration. The same shall apply if the main shareholder offers no compensation or if the consideration was offered incorrectly. The provisions of paragraph two and point 1 of paragraph three of Article 605 and Articles 606 to 615 of this Act shall apply *mutatis mutandis* to the process of judicial determination of the appropriate cash consideration.

Subsection 2
Withdrawal right of minority shareholders

Article 389
(Request to purchase all remaining shares; appropriate cash consideration)

(1) At the request of one or more minority shareholders, the main shareholder shall offer such minority shareholders appropriate cash compensation for the purchase of all of the remaining shares of an individual minority shareholder within one month of receipt of the request.

(2) The provisions of paragraph one of Article 385 and paragraph two of Article 388 of this Act shall apply *mutatis mutandis* to the determining of the appropriate cash compensation.

Section 8

390. člen
(ničnostni razlogi)

Sklep skupščine je poleg primerov, določenih v prvem in drugem odstavku v zvezi s tretjim odstavkom 343. člena, v 363. členu in drugem odstavku 368. člena tega zakona, ničen tudi:

- če je bil sprejet na skupščini, ki ni bila sklicana v skladu z drugim odstavkom 295. člena tega zakona, ali če je bila pri sklicu kršena prva, druga ali četrta alineja prvega odstavka 296. člena tega zakona, ali če skupščina ni bila sklicana v skladu s četrtim do šestim odstavkom 296. člena in prvim odstavkom 297. člena tega zakona, razen če so se zasedanja skupščine udeležili vsi delničarji ali so bili veljavno zastopani;
- če ni potrjen v skladu s prvim in drugim odstavkom 304. člena tega zakona;
- če ni združljiv z bistvom družbe ali če je po svoji vsebini v nasprotju s tistimi določbami tega zakona, ki se uporabljajo izključno ali pretežno za zaščito upnikov družbe ali so sicer v javnem interesu;

- če je po svoji vsebini v nasprotju z moralo ali javnim redom;
- sklep skupščine iz 378. člena tega zakona je ničen, če v šestih mesecih po njegovem sprejetju sklep o povečanju osnovnega kapitala in izvedba povečanja osnovnega kapitala nista vpisana v register; ta rok ne teče, dokler pred sodiščem teče postopek zaradi uveljavljanja ničnosti ali izpodbojnosti.

391. člen
(roki za uveljavljanje ničnosti)

(1) Ničnosti skupščinskega sklepa zaradi razloga iz druge alineje prejšnjega člena ni več mogoče uveljavljati, potem ko je bil sklep vpisan v register.

(2) Ničnosti skupščinskega sklepa zaradi razlogov iz prve, tretje, četrte in pete alineje prejšnjega člena ni več mogoče uveljavljati po

Article 390
(Grounds for nullity)

In addition to the cases referred to in paragraphs one and two in connection with paragraph three of Article 343, Article 363 and paragraph two of Article 368 of this Act, a resolution of the general meeting shall also be void in the following cases:
- if it is adopted at a general meeting that has not been convened in accordance with paragraph two of Article 295 of this Act, or if the convening was in violation of indents one, two or four of paragraph one of Article 296 of this Act, or if the general meeting has not been convened in accordance with paragraphs four to six of Article 296 and paragraph one of Article 297 of this Act, unless all shareholders participate in the general meeting or are duly represented at it;
- if it has not been confirmed in accordance with paragraphs one and two of Article 304 of this Act;
- if it is incompatible with the essence of the company or if its substance is contrary to the provisions of this Act applied solely or principally to the protection of the company's creditors or which are otherwise in the public interest;
- if its substance is contrary to public order or morality;
- the general meeting's resolution referred to in Article 378 of this Act shall be void if the resolution to increase the share capital and the increase in the share capital are not entered in the register within six months following its adoption; this deadline shall not expire as long as there are proceedings concerning voidness or challengeability filed with the court.

Article 391
(Deadlines for claiming voidness of resolutions)

(1) No claim for the voidness of a general meeting's resolution for the reason referred to in indent two of the preceding Article may be pursued after the resolution has been entered in the register.

(2) No claim for the voidness of the general meeting's resolution referred to in indents one, three, four and five of the preceding

preteku treh let od vpisa sklepa v register, če v tem roku ni bila vložena tožba za ugotovitev ničnosti sklepa.

392. člen
(ničnost volitev)

Volitve članov nadzornega sveta ali upravnega odbora so poleg primerov iz 390. člena tega zakona nične tudi, če:

- je nadzorni svet ali upravni odbor sestavljen v nasprotju z zakonom ali statutom;
- skupščina izvoli osebo, ki ni bila predlagana v skladu z zakonom ali statutom, ali
- je izvoljenih več članov, kot je to določeno z zakonom ali statutom.

393. člen
(postopek ugotavljanja ničnosti)

Postopek ugotavljanja ničnosti je hiter.

394. člen
(pravne posledice ničnosti)

Nični sklep nima nobenih pravnih posledic. Tisti, ki je karkoli prejel na podlagi ničnega sklepa, mora vrniti družbi celotno vrednost skupaj s stroški.

395. člen
(razlogi za izpodbojnost; konvalidacija izpodbojnih sklepov)

(1) Sklep skupščine je izpodbojen, če:

1. je vsebina sklepa v nasprotju z zakonom ali statutom, ali

2. je bil pri sprejetju sklepa kršen zakon ali statut in te kršitve vplivajo na

Article may be pursued three years after the resolution was entered in the register unless an action for the declaration of voidness has been filed in the same deadline.

Article 392
(Voidness of elections)

In addition to the cases referred to in Article 390 of this Act, elections of the members of the supervisory board or of the board of directors shall also be void if:

- the supervisory board or the board of directors is composed contrary to an Act or articles of association;
- the general meeting elects a person who was not proposed as a candidate in accordance with an Act or the articles of association, or
- more members than set out in an Act or the articles of association are elected.

Article 393
(Voidness assessment procedure)

The voidness assessment procedure shall be expeditious.

Article 394
(Legal consequences of voidness)

A void resolution shall have no legal consequences. Whoever receives any benefit on the basis of a void resolution shall return to the company the entire amount of such benefit plus costs.

Article 395
(Reasons for challengeability and the convalidation of challengeable resolutions)

(1) A general meeting resolution shall be challengeable if:

1. the content of the decision is contrary to an Act or the articles of association, or
2. the adoption of the resolution violated an Act or the articles of

veljavnost sklepa (na primer, ker za sprejetje sklepa ni glasovala zadostna večina).

(2) Ne glede na 2. točko prejšnjega odstavka je sklep skupščine vedno izpodbojen, če je bila v zvezi s sprejetjem sklepa kršena delničarjeva pravica do obveščenosti iz 305. člena tega zakona.

(3) Izpodbijanje se lahko opira tudi na to, da je delničar z uresničevanjem glasovalne pravice zase ali v korist tretjega poskušal pridobiti posebne ugodnosti na škodo družbe ali drugih delničarjev, če je na podlagi sprejetega sklepa skupščine ta namen mogoče doseči. To pa ne velja, če je drugim delničarjem na podlagi sklepa zagotovljeno primerno nadomestilo za tako škodo.

(4) Izpodbijanje sklepa skupščine se ne more opirati na kršitev določb petega odstavka 309. člena tega zakona.

(5) Sklepa skupščine ni več mogoče razveljaviti, če je skupščina izpodbojni sklep potrdila z novim sklepom in če proti temu novemu sklepu v izpodbojnem roku ni bila vložena tožba za njegovo razveljavitev ali ugotovitev ničnosti ali če je bila taka tožba umaknjena ali če je bil tožbeni zahtevek za razveljavitev novega sklepa ali ugotovitev njegove ničnosti pravnomočno zavrnjen.

(6) Ne glede na prejšnji odstavek lahko oseba iz sedmega odstavka tega člena, ki izkaže pravni interes, da se sklep za čas do sprejetja novega (potrditvenega) sklepa razveljavi, od sodišča zahteva, da ugotovi, da izpodbojni sklep do sprejetja novega (potrditvenega) sklepa ni veljal.

(7) Sklep skupščine lahko izpodbijajo:
- vsak delničar pod pogoji, ki jih določa ta zakon,
- poslovodstvo,
- vsak član organa vodenja ali nadzora, če bi člani z uresničitvijo sklepa skupščine storili kaznivo dejanje ali ravnali v nasprotju z zakonom.

association and such violations affect the validity of the resolution (for instance, if an insufficient majority voted for the adoption of the resolution).

(2) Notwithstanding point 2 of the preceding paragraph a resolution of the general meeting shall always be challengeable if the shareholders' right to be informed under Article 305 of this Act is violated in connection with the adoption of the resolution.

(3) A resolution may also be challengeable if, in exercising their voting right, a shareholder attempted to secure special benefits for themselves or for a third party to the detriment of the company or the other shareholders, if such purpose can be achieved on the basis of the resolution adopted by the general meeting. However, this shall not apply where appropriate compensation for such damage is provided to other shareholders pursuant to the resolution.

(4) A general meeting resolution may not be challengeable on the basis of a violation of the provisions of paragraph five of Article 309 of this Act.

(5) A general meeting's resolution may no longer be annulled once the general meeting has confirmed the challengeable resolution with a new resolution, provided that no action has been filed regarding the new resolution within the time limit in which it may be challenged, or if such action has been withdrawn, or if the claim for annulment of the new resolution or for declaring its voidness has been finally dismissed.

(6) Notwithstanding the preceding paragraph, a person referred to in paragraph seven of this Article who demonstrates a legal interest in having the resolution annulled for the period until the adoption of a new (confirming) resolution, may request the court declares that the challengeable resolution was not valid prior to the adoption of the new (confirming) resolution.

(7) A resolution of the general meeting may be challenged by:
- any shareholder under the conditions specified by this Act,
- the management,
- any member of the management or supervisory body if, by implementing the general meeting's resolution, such member would be committing a criminal offence or acting contrary to an Act.

396. člen
(izpodbojna tožba)

(1) Izpodbojna tožba se vloži v enem mesecu. Ta rok začne teči:
- če se je tožnik udeležil skupščine, z dnem, ko se je skupščina končala;
- če se je ni udeležil, z dnem, ko je izvedel za sklep ali bi zanj moral izvedeti.

(2) Če je bil sklep objavljen, začne teči rok z dnem objave.

397. člen
(napoved izpodbijanja)

(1) Delničar, ki je bil navzoč na skupščini, lahko izpodbija sklep samo, če je na skupščini takoj zapisniško obvestil skupščino o nameravani tožbi; delničar, ki ni bil navzoč pa le, če mu je bilo protipravno preprečeno, da bi prisostvoval skupščini, ali če ni bil pravilno vabljen na skupščino, ali če je skupščina odločila o zadevi, ki ni bila na dnevnem redu.

(2) Poslovodstvo mora objaviti, da je vložena izpodbojna tožba na enak način, kot mora biti objavljen izpodbijani sklep.

398. člen
(učinek razveljavljenega sklepa)

Če sodišče razveljavi sklep skupščine ali ga razglasi za ničnega, učinkuje sodba proti vsem delničarjem ter članom organov vodenja ali nadzora. Če gre za sklep, ki se vpiše v register, se vsebina sodbe vpiše po uradni dolžnosti. Poslovodstvo mora objaviti vsebino sodbe.

Article 396
(Challenging action)

(1) A challenging action shall be filed within one month. This time limit shall commence as follows:
- if the plaintiff participated in the general meeting: on the closing date of the general meeting;
- if the plaintiff did not take part in the general meeting: on the date they became or should have become aware of the resolution.

(2) If the resolution was published, the one-month period shall commence on the date of publication.

Article 397
(Notifying the intention to challenge the resolution)

(1) The shareholders who attended the general meeting may only challenge a resolution if they immediately notify the general meeting through entry in the minutes, that they intend to file such action; shareholders who did not attend the meeting may challenge a resolution only if they were unlawfully prevented from attending it, or if they were not properly invited, or if the general meeting decided on a matter that was not on the agenda.

(2) The management must publish the fact that a challengeable action has been filed in the same way as it must publish the challenged resolution.

Article 398
(Effect of an annulled resolution)

If the court annuls a general meeting resolution or declares it void, the court ruling shall apply to all shareholders and members of the management or supervisory bodies. In the case of a resolution that is entered in the register, the content of the court ruling shall be recorded *ex officio*. The management must publish the contents of the court ruling.

399. člen
(izpodbojnost sklepa o uporabi bilančnega dobička)

(1) Sklep skupščine o uporabi bilančnega dobička se lahko izpodbija, če je v nasprotju z zakonom ali statutom ali če je skupščina odločila, da se delničarjem dobiček ne deli najmanj v višini 4% osnovnega kapitala, če to po presoji dobrega gospodarstvenika ni bilo nujno glede na okoliščine, v katerih družba posluje.

(2) Tožbo zaradi izpodbijanja sklepa skupščine o uporabi bilančnega dobička lahko vložijo delničarji, katerih skupni deleži delnic dosegajo dvajsetino osnovnega kapitala ali katerih skupni najmanjši emisijski znesek dosega 400.000 eurov. Če sodišče ugotovi, da obstajajo okoliščine, ki upravičujejo delitev bilančnega dobička, na zahtevo delničarjev spremeni sklep skupščine.

400. člen
(izpodbijanje sklepa o povečanju osnovnega kapitala)

(1) Sklep o povečanju osnovnega kapitala z vložki se lahko izpodbija po določbah 395. člena tega zakona.

(2) Če je bila prednostna pravica delničarjev v celoti ali delno izključena, se izpodbijanje lahko opira tudi na to, da je emisijski znesek ali najnižji znesek, pod katerim se nove delnice ne smejo izdati, v sklepu o povečanju osnovnega kapitala določen nesorazmerno nizko. To ne velja, če nove delnice prevzame tretja oseba z obveznostjo, da jih bo ponudila delničarjem.

401. člen

Article 399
(Challengeability of the resolution on the appropriation of distributable profits)

(1) A general meeting resolution on the appropriation of distributable profits may be challenged if it is contrary to an Act or the articles of association, or if the general meeting decides not to distribute the profits to the shareholders in the amount corresponding to at least 4% of the share capital, if according to the diligence of a good businessperson this is unnecessary given the circumstances in which the company operates.

(2) A challengeable action against the general meeting's resolution on the appropriation of distributable profits may be filed by the shareholders whose combined interests account for at least one-twentieth of the share capital or whose combined minimum issue price amounts to EUR 400,000. If the court establishes that there are circumstances that justify the appropriation of distributable profits, it shall modify the resolution adopted by the general meeting at the request of the shareholders.

Article 400
(Challenging the resolution to increase the share capital)

(1) A resolution on the increase of the share capital through contributions may be challenged in accordance with the provisions of Article 395 of this Act.

(2) If the shareholders' pre-emption right has been excluded in whole or in part, the resolution may also be challenged on the basis that the issue price or the minimum issue price below which new shares may not be issued has been set disproportionally low by the resolution on the increase of the share capital. This shall not apply if the new shares are acquired by a third party which assumes the obligation of offering them to shareholders.

Article 401

(ničnost letnega poročila in izpodbojnost sklepa o sprejetju letnega poročila)

(1) Letno poročilo je nično, če:
- je njegova vsebina v nasprotju s tistimi določbami tega zakona, ki se uporabljajo izključno ali pretežno za zaščito upnikov družbe ali so sicer v javnem interesu;
- bi moralo biti po tem zakonu revidirano, pa revizija ni bila opravljena ali je bila opravljena v nasprotju z načinom in pogoji, določenimi z zakonom, ki ureja revidiranje, ali
- so bile pri sprejetju letnega poročila kršene določbe tega zakona ali statuta o oblikovanju (povečanju) ali uporabi (zmanjšanju) kapitalskih rezerv in rezerv iz dobička.

(2) Letno poročilo, o sprejetju katerega so odločili organi vodenja ali nadzora, je nično tudi, če nadzorni svet pri sprejetju letnega poročila ni ravnal v skladu z določbami prvega in drugega odstavka 282. člena tega zakona.

(3) Če je skupščina pri sprejetju letnega poročila v skladu z določbami drugega stavka tretjega odstavka 293. člena tega zakona spremenila sestavljeno letno poročilo, je letno poročilo nično tudi, če v dveh tednih od njegovega sprejetja sprememb letnega poročila ni pregledal revizor ali če revizor, ki je pregledal spremembe letnega poročila, o njih ni dal pritrdilnega mnenja.

(4) Letno poročilo, ki ga je sprejela skupščina, je nično tudi, če je sklep skupščine o sprejetju letnega poročila ničen zaradi razlogov iz prve ali druge alineje 390. člena tega zakona.

(5) Sklep skupščine o sprejetju letnega poročila se lahko izpodbija po določbah 395. člena tega zakona, pri čemer se izpodbijanje ne more opirati na neskladnost vsebine letnega poročila z zakonom in statutom.

9. oddelek

(Voidness of the annual report and challengeability of the resolution to adopt the annual report)

(1) The annual report shall be void if:
- its content is contrary to the provisions of this Act which are applied solely or principally to the protection of the company's creditors or are otherwise in the public interest;
- it should have been audited under this Act, but an audit has not been performed or has not been performed in compliance with the method and the conditions specified by the Act governing auditing; or
- the provisions of this Act or the articles of association concerning the creation (increase) or use (reduction) of capital surplus and revenue reserves have been violated in the procedure for the adoption of the annual report.

(2) An annual report whose adoption has been decided by the management or the supervisory bodies shall also be void if the supervisory board did not act in accordance with paragraphs one and two of Article 282 of this Act when adopting the annual report.

(3) If, when adopting the annual report, the general meeting has amended the compiled annual report in accordance with the second sentence of paragraph three of Article 293, the annual report shall also be void if the amendments to the annual report are not examined by an auditor within two weeks of the adoption of the annual report, or if the auditor who has examined the amendments to the annual report has not given a positive opinion in respect of these amendments.

(4) An annual report that has been adopted by the general meeting shall also be void if the general meeting's resolution on the adoption of the annual report is void for the reasons laid down in indents one or two of Article 390 of this Act.

(5) The general meeting's resolution to adopt the annual report may be challenged in accordance with the provisions of Article 395 of this Act, but may not be challenged due to the lack of conformity of the content of the annual report with the an Act or the articles of association.

Section 9

PRENEHANJE DRUŽBE

1. pododdelek

Redno prenehanje

402. člen
(razlogi prenehanja)

(1) Družba preneha:
- s pretekom časa, za katerega je bila ustanovljena;
- s sklepom skupščine, ki mora biti sprejet z najmanj tričetrtinsko večino zastopanega osnovnega kapitala; statut lahko določi višjo večino in druge zahteve;

- če poslovodstvo ne deluje več kot šest mesecev;
- če sodišče ugotovi ničnost kapitalske družbe;
- s stečajem;
- na podlagi sodne odločbe;
- z združitvijo v kakšno drugo družbo,
- če se zmanjša osnovni kapital družbe pod minimum iz 171. člena tega zakona, razen v primeru iz 378. člena tega zakona, ali

- če nima delničarjev ali če ima družba samo lastne delnice.

(2) Statut lahko določi tudi druge razloge za prenehanje družbe.

(3) Delničarji, katerih skupni deleži dosegajo dvajsetino osnovnega kapitala, ter vsak član organa vodenja ali nadzora lahko s tožbo zahtevajo, da sodišče odloči o prenehanju družbe, če menijo, da ni mogoče v zadostni meri doseči ciljev družbe ali da obstajajo kakšni drugi utemeljeni razlogi za prenehanje družbe, zlasti pomanjkljivosti določb statuta o višini osnovnega kapitala, opredelitvi delnic ali dejavnosti družbe, ki niso v skladu s tem zakonom. Če se pomanjkljivosti lahko odpravijo, se

DISSOLUTION OF A COMPANY

Subsection 1

Regular dissolution

Article 402
(Grounds for dissolution)

(1) A company shall be dissolved:
- upon the expiry of the period of time for which it was incorporated;
- by a resolution of the general meeting, which shall be adopted with a majority of at least three quarters of the share capital represented at the general meeting; a larger majority of the capital and other requirements may be stipulated by the articles of association;
- if the management has been inactive for more than six months;
- if the court establishes the voidness of a company limited by shares;
- in the case of bankruptcy;
- by a court decision;
- by a merger with another company,
- if the company's share capital is reduced below the minimum amount referred to in Article 171 of this Act, except in the case referred to in Article 378 of this Act, or
- if it does not have shareholders or if the company only has own shares.

(2) The articles of association may also lay down other grounds for the dissolution of the company.

(3) Shareholders whose combined interests account for at least one twentieth of the share capital, and each member of the management or supervisory body, may file an action requesting the court to decide on the dissolution of the company if they believe that that the company's goals cannot sufficiently be achieved, or that other well-founded reasons exist for the dissolution of the company, in particular, deficiencies in the provisions of the articles of association concerning the

lahko tožba vloži šele, ko je upravičenec do tožbe družbo pozval, da odpravi pomanjkljivosti in ta v treh mesecih ni ukrepala ali nepravilnosti niso odpravljene v enem letu.

403. člen
(sprejetje sklepa o prenehanju družbe in začetku likvidacije)

(1) V primerih iz prve in druge alineje prvega odstavka prejšnjega člena sprejme sklep o prenehanju družbe in začetku likvidacije (sklep o likvidaciji) skupščina.

(2) V primeru iz prve alineje prvega odstavka prejšnjega člena mora skupščina sprejeti sklep o likvidaciji najpozneje v 30 dneh po preteku v statutu določenega časa.

(3) V primerih iz tretje, četrte, šeste in devete alineje prvega odstavka prejšnjega člena izda sklep o likvidaciji sodišče.

404. člen
(začetek likvidacijskega postopka)

(1) Na podlagi sklepa o likvidaciji iz razlogov iz prve in druge alineje prvega odstavka 402. člena tega zakona izvede družba postopek za svojo likvidacijo.

(2) V primerih iz tretjega odstavka prejšnjega člena izvede postopek likvidacije sodišče.

(3) V primeru iz tretje alineje prvega odstavka 402. člena tega zakona lahko vložijo pri sodišču predlog za prisilno likvidacijo družbe upnik ali delničarji, ki predstavljajo vsaj eno desetino osnovnega kapitala.

amount of share capital, the definition of the company's shares or the company's activity that are not in conformity with this Act. If the deficiencies can be remedied, an action may only be filed after the person entitled to file such action has called on the company to remedy the deficiencies and the company has not taken any action within three months, or the deficiencies have not been remedied within one year.

Article 403
(Adoption of a resolution to dissolve the company and commence wind-up proceedings)

(1) In the cases referred to in indents one and two of paragraph one of the preceding Article, a resolution to dissolve the company and commence winding-up proceedings (resolution for winding-up) shall be adopted by the general meeting.

(2) In the case referred to in indent one of paragraph one of the preceding Article, the general meeting shall adopt a resolution for winding-up within 30 days of the expiry of the period set out in the articles of association.

(3) In the cases referred to in indents three, four, six and nine of paragraph one of the preceding Article, the resolution for winding-up shall be issued by the court.

Article 404
(Commencement of winding-up proceedings)

(1) The process of winding-up a company shall be carried out by the company based on the resolution for winding-up for reasons stated in indents one and two of paragraph one of Article 402 of this Act.

(2) In the cases referred to in paragraph three of the preceding Article, the winding-up proceedings shall be carried out by the court.

(3) In the case referred to in indent three of paragraph one of Article 402 of this Act, a proposal for the compulsory winding-up of the company may be lodged with the court by creditors or shareholders who account for at least one-tenth of the company's share capital.

(4) V primeru iz šeste alineje prvega odstavka 402. člena tega zakona lahko upnik ali vsak delničar vloži pri sodišču predlog za prisilno likvidacijo. Sodišče sprejme sklep o likvidaciji, če delničarji ne zagotovijo osnovnega kapitala v višini zakonskega minimuma v roku, ki ga določi sodišče in ki ne sme biti krajši od treh mesecev.

(5) V primeru iz tretje in osme alineje prvega odstavka 402. člena tega zakona izvede postopek likvidacije sodišče po uradni dolžnosti. Stroški likvidacije se pokrijejo iz premoženja družbe, če to ne zadostuje, pa tudi iz premoženja ustanoviteljev.

(6) V primeru iz devete alineje prvega odstavka 402. člena tega zakona lahko vloži pri sodišču predlog za prisilno likvidacijo družbe poleg oseb iz četrtega odstavka tega člena tudi pristojni organ, ki kršitev ugotovi v postopku nadzora.

405. člen
(vsebina sklepa o likvidaciji)

(1) Sklep o likvidaciji vsebuje te podatke:

- firmo in sedež družbe;
- organ, ki je sprejel sklep;
- razlog za prenehanje;
- rok za prijavo terjatev upnikov in delničarjev, ki imajo delnice na prinosnika; rok ne sme biti krajši od 30 dni od objave sklepa, in

- ime, priimek in prebivališče ali firmo in sedež likvidacijskega upravitelja.

(2) Sklep o likvidaciji lahko vsebuje tudi druge podatke v zvezi s prenehanjem in likvidacijo družbe.

(3) Organ, ki sprejme sklep o likvidaciji, pošlje sklep registrskemu organu, da vpiše začetek likvidacije v register.

(4) In the case referred to in indent six of paragraph one of Article 402 of this Act, a creditor or any shareholder may lodge a proposal for the compulsory winding-up of the company with the court. The court shall issue a decision to wind-up the company if the shareholders fail to provide share capital in the amount of the legal minimum within the time limit set by the court, which may not be shorter than three months.

(5) In the case referred to in indents three and eight of paragraph one of Article 402 of this Act, the winding-up procedure shall be carried out by the court *ex officio*. Costs of the winding-up shall be covered by the company's assets; and if this is not enough, also by the assets of its founders.

(6) In the case referred to in indent nine of paragraph one of Article 402 of this Act, the competent authority may in addition to the persons referred to in paragraph four of this Article lodge a proposal for the compulsory winding-up of the company with the court if the violation is established during a control procedure.

Article 405
(Content of the resolution for winding-up)

(1) The resolution for winding-up shall include the following information:
- the company name and registered office;
- the body which adopted the resolution;
- the grounds for dissolution;
- the time limit within which creditors and shareholders holding bearer shares shall notify their claims; this time limit may not be shorter than 30 days from the date of the publication of the resolution, and
- the name, surname and place of residence, or company name and registered office of the liquidator.

(2) A resolution for winding-up may also contain other details relating to the dissolution and winding-up of the company.

(3) The body that adopts the resolution for winding-up shall send the resolution to the registration authority for entering the

406. člen
(postopek likvidacije)

(1) Po vpisu začetka likvidacije v register se opravi postopek likvidacije.

(2) Če v tem oddelku ni posebnih določb, se za družbo do konca likvidacije še naprej uporabljajo določbe tega zakona, ki veljajo za družbo pred sprejetjem sklepa o likvidaciji.

407. člen
(oznaka v firmi)

Po vpisu začetka likvidacijskega postopka v register mora družba v svoji firmi uporabljati pristavek »v likvidaciji«.

408. člen
(organi likvidacijskega postopka)

(1) Likvidacijo opravi en ali več likvidacijskih upraviteljev.

(2) Likvidacijski upravitelji so člani poslovodstva, če statut, skupščina ali sklep o likvidaciji ne določajo drugače.

(3) Na predlog nadzornega sveta ali upravnega odbora ali delničarjev, ki predstavljajo eno dvajsetino osnovnega kapitala, iz utemeljenih razlogov imenuje likvidacijskega upravitelja sodišče.

(4) Za odločanje likvidacijskih upraviteljev se smiselno uporabljajo določbe tega zakona in statuta, ki veljajo za odločanje poslovodstva, če s sklepom o likvidaciji ni določeno drugače.

commencement of the winding-up proceedings in the register.

Article 406
(Winding-up proceedings)

(1) Winding-up proceedings shall be carried out upon entering the commencement of such proceedings in the register.

(2) If there are no specific provisions in this Section, the provisions of this Act applicable to the company before the adoption of the resolution for winding-up shall continue to apply to the company until the end of the winding-up proceedings.

Article 407
(Designation in the company name)

After the commencement of the winding-up proceedings has been entered in the register, the company shall add the words "in liquidation" after its company name.

Article 408
(Bodies of the winding-up proceedings)

(1) Winding-up shall be carried out by one or more liquidators.

(2) Liquidators shall be members of the management, unless otherwise provided by the articles of association, the general meeting or the resolution on winding-up.

(3) On the proposal of the supervisory board, the board of directors or shareholders accounting for one-twentieth of the share capital, a liquidator shall be appointed by the court when well-founded reasons exist.

(4) The provisions of this Act and the articles of association concerning the decision-making by the management shall apply *mutatis mutandis* to the decision-making of liquidators unless otherwise provided by the resolution on winding-up.

409. člen
(likvidacijsko podjetje)

Za likvidacijskega upravitelja se lahko določi tudi pravna oseba (likvidacijsko podjetje).

410. člen
(izjava likvidacijskega upravitelja)

Likvidacijski upravitelj mora dati pisno izjavo, da bo vestno in pošteno opravljal vse naloge v zvezi z likvidacijo.

411. člen
(razrešitev likvidacijskega upravitelja)

Organ, ki je imenoval likvidacijskega upravitelja, ga lahko kadarkoli in brez obrazložitve razreši.

412. člen
(pooblastila likvidacijskega upravitelja)

Likvidacijski upravitelj:
- zastopa in predstavlja družbo;
- sestavi začetno likvidacijsko bilanco;
- konča začete posle;
- poplača terjatve upnikom;
- objavi poziv upnikom, naj mu prijavijo svoje terjatve v roku, ki ne sme biti krajši od 30 dni od dneva objave;
- izterja terjatve družbe;
- unovči likvidacijsko maso, če je to potrebno za poplačilo upnikov;
- pripravi predlog poročila o poteku likvidacijskega postopka in razdelitvi premoženja;
- predlaga izbris družbe iz registra, in
- opravlja druge naloge v zvezi z likvidacijo, ki so določene v zakonu, statutu ali sklepu o likvidaciji družbe.

Article 409
(Liquidator company)

A legal person may also be appointed as liquidator (liquidator company).

Article 410
(Statement by the liquidator)

A liquidator shall declare in writing that they will carry out all duties relating to the winding-up conscientiously and honestly.

Article 411
(Release of the liquidator)

The body which appointed the liquidator may release them at any time and shall not be required to state the grounds for doing so.

Article 412
(Powers of liquidators)

Liquidators shall:
- represent the company and act on its behalf;
- draw up an opening liquidation balance sheet;
- conclude unfinished operations;
- repay the claims of creditors;
- publish a call to creditors to notify their claims within a time limit which is not shorter than 30 days from the date of publication;
- recover the company's claims;
- realise the liquidation estate to the extent necessary to repay the creditors;
- prepare a draft report on the progress of the winding-up proceedings and the distribution of assets;
- propose the striking off of the company from the register, and
- perform other tasks relating to the winding-up as provided by an Act, the articles of association or the resolution for winding-up the

company.

413. člen
(nadaljevanje dejavnosti)

Likvidacijski upravitelj je upravičen nadaljevati dejavnost s sklepanjem novih poslov le s soglasjem organa, ki je sprejel sklep o likvidaciji.

414. člen
(ustavitev postopka likvidacije in nadaljevanje postopka stečaja)

Če likvidacijski upravitelj na podlagi prijavljenih terjatev ugotovi, da premoženje družbe ne zadošča za poplačilo vseh terjatev upnikov v celoti z zakonskimi obrestmi, mora nemudoma ustaviti postopek likvidacije in dati predlog za začetek stečajnega postopka.

415. člen
(poročilo o poteku postopka in predlog za razdelitev premoženja)

Po plačilu dolgov družbe likvidacijski upravitelj pripravi poročilo o poteku likvidacije in predlog za razdelitev premoženja, če v sklepu o likvidaciji ni določeno drugače.

416. člen
(sprejetje poročila o poteku postopka in razdelitvi premoženja)

(1) O predlogu poročila o poteku likvidacijskega postopka in predlogu za razdelitev premoženja sklepa organ, ki je sprejel sklep o likvidaciji, če v njem ni določeno drugače.

(2) Če je za sprejetje poročila in sklepa o razdelitvi pristojna

Article 413
(Continuation of activities)

The liquidator shall be entitled to continue the company's activities by entering into new transactions only with the consent of the body that adopted the resolution for winding-up.

Article 414
(Termination of winding-up proceedings and continuation of bankruptcy proceedings)

If, on the basis of notified claims, the liquidator establishes that the company's assets are insufficient to repay all of the claims of the creditors in full, including the statutory default interest, the liquidator shall terminate the winding-up proceedings without delay and propose the commencement of bankruptcy proceedings.

Article 415
(Report on the progress of the proceedings and proposal for the distribution of assets)

After the company's debts have been paid, the liquidator shall prepare a report on the progress of the winding-up proceedings and a proposal for the distribution of assets, unless otherwise provided by the resolution for winding-up.

Article 416
(Adoption of a report on the progress of the proceedings and on the distribution of assets)

(1) The body that adopted the resolution for winding-up shall decide on the proposed report on the progress of the winding-up procedure and the proposal for the distribution of assets, unless otherwise specified in the resolution.

(2) If the general meeting is responsible for adopting the report

skupščina, ki se kljub dvakratnemu sklicu ni sestala ali ni bila sklepčna, se šteje, da je predlog, ki ga pripravi likvidacijski upravitelj, sprejet s sklepom skupščine.

417. člen
(rok za razdelitev premoženja)

(1) Na podlagi sklepa o razdelitvi premoženja likvidacijski upravitelj razdeli premoženje v 30 dneh.

(2) Če je sklep iz prejšnjega odstavka sprejelo sodišče, začne rok teči z dnem pravnomočnosti sklepa.

418. člen
(razdelitev premoženja)

(1) Po poplačilu vseh obveznosti družbe se preostalo premoženje razdeli med delničarje v sorazmerju z njihovimi deleži. Še nevplačani deleži se morajo pred razdelitvijo vplačati v skladu s statutom.

(2) Po končani razdelitvi likvidacijski upravitelj izroči registrskemu organu na skupščini sprejeto poročilo o poteku likvidacijskega postopka in sklep skupščine o razdelitvi premoženja, izjavi, da je vse premoženje razdeljeno v skladu s sklepom o razdelitvi, in predlaga izbris družbe iz registra.

419. člen
(odškodninska odgovornost)

(1) Po izbrisu družbe iz registra ni mogoče izpodbijati dejanj likvidacijskega upravitelja, lahko pa se od njega zahteva povrnitev škode.

and the resolution on the distribution of assets, and yet the general meeting has not been held in spite of being convened twice, or has failed to obtain a quorum, it shall be deemed that the proposal drawn up by the liquidator has been adopted by a resolution of the general meeting.

Article 417
(Time limit for the distribution of assets)

(1) Pursuant to the resolution on the distribution of assets, the liquidator shall distribute the assets within 30 days.

(2) If the resolution referred to in the preceding paragraph is adopted by the court, the 30 day time limit shall commence on the date when the resolution becomes final.

Article 418
(Distribution of assets)

(1) When all of the company's obligations have been repaid, the remaining assets shall be distributed among the shareholders in proportion to their interests. Interests which have not yet been paid in shall be paid in before distribution in accordance with the articles of association.

(2) Once the distribution of assets has been completed, the liquidator shall deliver to the registration body a report on the progress of the winding-up proceedings which has been adopted at the general meeting and the general meeting's resolution on the distribution of assets, and shall declare that all the assets have been distributed in accordance with the resolution on the distribution of assets and propose the striking off of the company from the register.

Article 419
(Liability for damages)

(1) The liquidator's actions may not be challenged after the striking off of the company from the register; however, compensation for damage may be claimed from them.

(2) Likvidacijski upravitelj je odgovoren za škodo, ki jo je med likvidacijskim postopkom povzročil upniku, do vrednosti petkratnega plačila, ki ga je prejel za svoje delo. Če to ne zadošča za poplačilo škode, so solidarno odgovorni vsi delničarji do višine izplačanih deležev iz likvidacijske mase. Ne šteje se za škodo, če upnik ni dobil poplačila svoje terjatve zato, ker je ni pravočasno prijavil, likvidacijskemu upravitelju pa ni bila, niti ni mogla biti, znana.

(3) Določbe prejšnjega odstavka se ne uporabljajo za škodo, ki jo je likvidacijski upravitelj povzročil delničarjem. Za tako škodo je odgovoren likvidacijski upravitelj po splošnih pravilih o odškodninski odgovornosti.

(4) Odškodninska terjatev proti likvidacijskemu upravitelju zastara v enem letu od dneva izbrisa družbe iz registra.

(5) Če je likvidacijskih upraviteljev več, so odgovorni solidarno.

420. člen
(terjatve delničarjev)

Delničarji lahko v postopku likvidacije uveljavljajo svoje terjatve iz pravnih poslov z družbo.

421. člen
(varstvo upnikov)

(1) Premoženja ni mogoče razdeliti med delničarje, dokler ne preteče šest mesecev od zadnje objave po 405. členu tega zakona.

(2) Likvidacijski upravitelj mora zagotoviti ustrezno zavarovanje za poplačilo terjatev, ki še niso dospele, in znanih terjatev, ki jih upnik ni prijavil.

(2) The liquidator shall be liable for the damage caused to a creditor during winding-up proceedings up to five times the value of the payment which they received for their work. If this amount is insufficient to cover the damage caused, all shareholders shall be jointly and severally liable up to the amount of the proportions of the liquidation estate which have been paid out to them. If a creditor has not received payment due to the fact that they failed to notify their claims in time and the liquidator was not and could not have been aware of such claims, it shall not be considered that damage has been caused.

(3) The provisions of the preceding paragraph shall not apply to damage caused by the liquidator to the shareholders. The liquidator shall be liable for such damage in accordance with the general rules on damage liability.

(4) A claim for the compensation of damage filed against the liquidator shall fall under the statute of limitations in one year from the date on which the company was struck off from the register.

(5) When there is more than one liquidator, they shall assume joint and several liability.

Article 420
(Shareholders' claims)

Shareholders may pursue their claims arising from legal transactions with the company in the winding-up proceedings.

Article 421
(Protection of creditors)

(1) Assets may not be distributed among the shareholders until six months have passed from the date of publication of the final publication referred to in Article 405 of this Act.

(2) The liquidator shall be provide appropriate security for the repayment of claims which have not yet fallen due and identified claims not notified by creditors.

422. člen
(nadaljevanje družbe)

(1) Če je bil sprejet sklep o likvidaciji iz razlogov iz prve ali druge alineje prvega odstavka 402. člena tega zakona, lahko skupščina pred začetkom delitve premoženja med delničarje z najmanj tričetrtinsko večino zastopanega osnovnega kapitala odloči, da družba deluje dalje.

(2) Likvidacijski upravitelj mora v takšnem primeru predlagati registru izbris vpisa začetka likvidacije in predlogu priložiti sklep skupščine.

423. člen
(nagrada likvidacijskemu upravitelju)

(1) Likvidacijski upravitelj ima pravico do povrnitve stroškov in plačila za svoje delo iz premoženja družbe. Višino plačila določi skupščina ali sodišče.

(2) Plačilo za delo in povrnitev stroškov se likvidacijskemu upravitelju izplača po izplačilu obveznosti upnikom, vendar pa pred razdelitvijo premoženja med delničarje.

424. člen
(shranjevanje poslovnih knjig)

(1) Poslovne knjige, knjigovodska dokumentacija in dokumentacija o likvidacijskem postopku morajo biti shranjene pri enem od delničarjev, ki ga določi likvidacijski upravitelj, ali pri organizaciji, določeni z zakonom.

(2) Upniki in delničarji imajo pravico do vpogleda v listine iz prejšnjega odstavka še tri leta po končanem likvidacijskem postopku.

Article 422
(Continuation of the company)

(1) If the resolution for winding-up is adopted on the grounds set out in indents one or two of paragraph one of Article 402 of this Act, the general meeting may, prior to carrying out the distribution of assets among the shareholders, decide that the company continues its operation by a majority of at least three-quarters of the share capital represented at the meeting.

(2) In this case, the liquidator shall propose the striking off of the entry regarding the commencement of winding-up proceedings from the register and attach the general meeting's resolution to the proposal.

Article 423
(Liquidators' compensation)

(1) The liquidator shall be entitled to the reimbursement of costs and for remuneration to be paid to them from the company's assets. The amount of payment shall be determined by the general meeting or by the court.

(2) The remuneration and the reimbursement of costs shall be paid to the liquidator after the payment of obligations to creditors but before the distribution of assets to shareholders.

Article 424
(Storage of books of account)

(1) Books of account, accounting and winding-up documents shall be stored by one of the shareholders to be determined by the liquidator, or by an organisation designated by an Act.

(2) Creditors and shareholders shall have the right to inspect the documents referred to in the preceding paragraph for three years after the conclusion of the winding-up proceedings.

(3) V registru mora biti vpisano, pri kom so listine iz prvega odstavka tega člena.

2. pododdelek

Prenehanje družbe po skrajšanem postopku

425. člen
(pogoji)

(1) Družba lahko preneha po skrajšanem postopku brez likvidacije, če vsi delničarji predlagajo registrskemu organu izbris družbe iz registra brez likvidacije in predlogu priložijo sklep o prenehanju po skrajšanem postopku ter notarsko overjeno izjavo vseh delničarjev, da so poplačane vse obveznosti družbe, da so urejena vsa razmerja z delavci in da prevzemajo obveznost plačila morebitnih preostalih obveznosti družbe.

(2) Upniki lahko uveljavljajo terjatve do delničarjev, ki so dali izjavo iz prejšnjega odstavka, v dveh letih po objavi izbrisa družbe iz registra.

(3) Za obveznosti iz prejšnjega odstavka so delničarji odgovorni solidarno z vsem svojim premoženjem.

(4) Registrski organ lahko zahteva od delničarjev dokazila o resničnosti izjave iz prvega odstavka tega člena. Za prevzeto obveznost plačila dolgov lahko registrski organ zahteva tudi druge oblike zavarovanja.

426. člen
(vsebina sklepa o prenehanju družbe po skrajšanem postopku)

(3) An entry must be made in the register indicating with whom the documents referred to in paragraph one of this Article are stored.

Subsection 2

(Dissolution of the company under a simplified procedure)

Article 425
(Conditions)

(1) A company may be dissolved under simplified procedure without winding-up if all the shareholders propose to the registration body the striking off of the company from the register without winding-up, and accompany their proposal with a resolution for the dissolution of the company under simplified procedure and a notarised copy of the statement in which all the shareholders have declared that all of the company's obligations have been met, that all relations with employees have been settled, and that the shareholders are assuming the obligation to pay the company's potential remaining obligations.

(2) Creditors may pursue their claims towards the shareholders who made the statement referred to in the preceding paragraph within two years of the publication of the striking off of the company from the register.

(3) The shareholders shall assume joint and several liability for the obligations referred to in the preceding paragraph with all their assets.

(4) The registration authority may require that shareholders submit evidence regarding the truthfulness of their statement referred to in paragraph one of this Article. The registration authority may also require other forms of security for the assumed obligation to repay debts.

Article 426
(Content of the resolution to dissolve the company under a simplified procedure)

Sklep o prenehanju družbe po skrajšanem postopku vsebuje firmo in sedež družbe, organ, ki je sprejel sklep o prenehanju, podatek, da gre za prenehanje po skrajšanem postopku, število delničarjev in njihova imena in priimke s prebivališči ter predlog o delitvi premoženja.

427. člen
(objava sklepa o prenehanju in prevzemu odgovornosti delničarjev)

(1) Sklep o prenehanju registrski organ objavi z navedbo imen, priimkov in prebivališč ali firm in sedežev vseh delničarjev, ki so prevzeli obveznost plačila morebitnih preostalih obveznosti upnikom.

(2) V objavi mora biti navedeno tudi, da je zoper sklep o prenehanju dopusten ugovor v 15 dneh in da bo registrski organ sicer sprejel sklep o izbrisu družbe iz registra.

428. člen
(ugovor proti sklepu o prenehanju)

(1) Zoper sklep o prenehanju družbe po skrajšanem postopku lahko delničarji, upniki ali pristojni državni organi vložijo ugovor v 15 dneh od dneva objave.

(2) O ugovoru odloča registrski organ. Če registrski organ ugotovi, da je ugovor utemeljen in da bi bili oškodovani upniki ali delničarji, razveljavi sklep o prenehanju po skrajšanem postopku in o tem obvesti organe družbe, ki morajo nadaljevati postopek likvidacije v skladu s tem zakonom, ali pa glede na okoliščine samo sprejme sklep o prenehanju.

A resolution to dissolve a company under a simplified procedure shall include the company's company name and registered office, the body that adopted the resolution to dissolve the company, an indication that the dissolution is being carried out under a simplified procedure, the number of shareholders and their names, surnames and places of residence, and a proposal for the distribution of assets.

Article 427
(Publication of the resolution to dissolve the company and the assumption of obligations by the shareholders)

(1) The registration authority shall publish the resolution to dissolve the company, including the full names and places of residence, or company names and registered offices of all the shareholders who have assumed the obligation to pay the potential obligations to creditors.

(2) The publication shall also indicate that an objection against the resolution to dissolve the company shall be permitted within 15 days of the publication and an indication that the registration authority shall issue a procedural decision with which it will strike off the company from the register if no objection is lodged.

Article 428
(Objection against a resolution to dissolve the company)

(1) Shareholders, creditors or the competent state authorities may lodge an objection against a resolution to dissolve the company under simplified procedure within 15 days of the date of publication of the resolution.

(2) The objection shall be decided by the registration authority. If the registration authority establishes that the objection is well-founded and that creditors or shareholders could suffer damage, it shall annul the resolution to dissolve the company under simplified procedure and notify the company's bodies thereof, which shall then be obliged to continue the winding-up proceedings in accordance with this Act or, according to the circumstances, only adopt a resolution to dissolve the company.

(3) Z razveljavitvijo sklepa o prenehanju po skrajšanem postopku izgubijo pravni učinek tudi izjave delničarjev o prevzemu odgovornosti za obveznosti družbe.

(4) O razveljavitvi sklepa o prenehanju družbe po skrajšanem postopku registrski organ obvesti javnost na enak način kot o sklepu o prenehanju.

429. člen
(izbris družbe iz registra)

(1) Če ugovor ni vložen ali ga registrski organ zavrne, izda registrski organ sklep o izbrisu družbe iz registra in ga objavi. Proti temu sklepu je dovoljena pritožba v 15 dneh od dneva objave.

(2) Vpis izbrisa družbe iz registra vsebuje tudi navedbo imen, priimkov in prebivališč ali firm in sedežev delničarjev, ki so prevzeli obveznosti plačila morebitnih obveznosti izbrisane družbe.

Peto poglavje
EVROPSKA DELNIŠKA DRUŽBA (SE)

1. oddelek
SPLOŠNE DOLOČBE

430. člen
(namen posebnih določb o SE)

Za izvajanje Uredbe 2157/2001/ES določa to poglavje način

(3) On the annulment of the resolution to dissolve the company under simplified procedure, the statements of shareholders on the assumption of obligations for the company's obligations shall lose their legal effect.

(4) The registration authority shall notify the public of annulment of the resolution to dissolve the company under simplified procedure in the same manner as with the resolution to dissolve the company.

Article 429
(Striking off the company from the register)

(1) If no objection has been lodged or if an objection has been lodged and dismissed by the registration authority, the registration authority shall issue and publish a procedural decision with which it will strike off the company from the register. An objection shall be permitted against the procedural decision within 15 days of the date of its publication.

(2) The entry of the striking off of the company from the register shall also indicate the names, surnames and places of residence or company names and registered offices of the shareholders who assumed the obligation to pay the potential obligations of the company which has been struck off.

Chapter Five
EUROPEAN PUBLIC LIMITED LIABILITY COMPANY (SOCIETAS EUROPEA [SE])

Section 1
GENERAL PROVISIONS

Article 430
(The purpose of special provisions on SE)

For the purposes of implementing Regulation 2157/2001/ES,

ustanavljanja, upravljanja, prenosa sedeža in prenehanja evropske delniške družbe (v nadaljnjem besedilu: SE).

431. člen
(vpis v register)

(1) SE se vpiše v register. Za prijavo družbe za vpis v register se uporabljajo določbe tega zakona o vpisu delniške družbe v register.

(2) Predlogu za vpis SE v register je treba priložiti tudi:

- sporazum o sodelovanju delavcev pri upravljanju SE na način in pod pogoji, določenimi v zakonu, ki ureja sodelovanje delavcev pri upravljanju v SE, ali
- sklep o prekinitvi pogajanj za sklenitev sporazuma iz prejšnje alineje, sprejet v skladu z zakonom, ki ureja sodelovanje delavcev pri upravljanju v SE, ali

- izjavo vseh članov poslovodstva, da sporazum iz prve alineje tega odstavka ni bil dosežen v ustreznem roku.

432. člen
(objavljanje sporočil SE v Uradnem listu Evropske unije)

O podatkih ali sporočilih, ki se v skladu s 14. členom Uredbe 2157/2001/ES objavljajo v Uradnem listu Evropske unije, mora AJPES v mesecu dni po njihovi objavi na svoji spletni strani obvestiti organ, ki je pristojen za objave v Uradnem listu Evropske unije.

433. člen
(sedež SE)

this Chapter shall define the method of formation, management, transfer of the registered office and dissolution of a European public limited company (hereinafter: SE).

Article 431
(Entry in the register)

(1) An SE shall be entered in the register. The provisions of this Act relating to the entry of a public limited company in the register shall apply *mutatis mutandis* to the application for the entry of the company in the register.

(2) The application for the entry of an SE in the register shall be accompanied by the following:
- the agreement on employee participation in management of the SE, according to the method and under the conditions specified by the Act governing employee participation in management of the SE, or
- the resolution on the termination of negotiations for the conclusion of the agreement referred to in the previous indent in accordance with the Act governing employee participation in management of the SE, or
- a statement by all of the members of the management that the agreement referred to in the first indent of this paragraph has not been reached within the appropriate deadline.

Article 432
(Publication of SE notifications in the Official Journal of the European Union)

Regarding the information or notifications which are published in the Official Journal of the European Union in accordance with Article 14 of Regulation 2157/2001/EC, AJPES shall on its website within one month of their publication inform the authority responsible for publications in the Official Journal of the European Union.

Article 433
(Registered office of the SE)

(1) Statut določi sedež SE v skladu s 30. členom tega zakona.

(2) Če poslovodstvo SE, ki ima svoj sedež v Republiki Sloveniji, prenese svoje delovanje v drugo državo članico, registrski organ družbo pozove, da v primernem roku ponovno vzpostavi njegovo delovanje v Republiki Sloveniji ali prenese sedež v skladu z 8. členom Uredbe 2157/2001/ES. Če družba v roku, ki ga je postavilo sodišče, ne vzpostavi delovanja poslovodstva v Republiki Sloveniji ali ne prenese sedeža v skladu z 8. členom Uredbe 2157/2001/ES, izda registrski organ sklep o prenehanju družbe. Proti sklepu o prenehanju družbe je dopustna pritožba, ki zadrži izvršitev sklepa.

2. oddelek
PRENOS SEDEŽA SE

434. člen
(ponudba denarne odpravnine v predlogu prenosa sedeža)

(1) Predlog prenosa sedeža SE v drugo državo članico mora poleg podatkov, določenih v drugem odstavku 8. člena Uredbe 2157/2001/ES, vsebovati tudi ponudbo za prevzem delnic tistih delničarjev, ki na skupščini, ki odloča o prenosu sedeža, na zapisnik ugovarjajo sklepu o soglasju za prenos, za plačilo primerne denarne odpravnine. To pravico ima tudi delničar, ki se skupščine ni udeležil, če mu je bila protipravno preprečena udeležba na skupščini ali če skupščina ni bila pravilno sklicana ali če predmet odločanja na skupščini ni bil pravilno objavljen.

(2) Obveznost zagotoviti denarno odpravnino lahko prevzame SE ali druga oseba.

(1) The articles of association shall lay down the registered office of the SE in accordance with Article 30 of this Act.

(2) If the management of an SE that has its registered office in the Republic of Slovenia transfers its operations to another Member State, the registration authority shall call on the company to re-establish its operations in the Republic of Slovenia or transfer its registered office in accordance with Article 8 of Regulation 2157/2001/EC within an appropriate period of time. If the company fails to establish the operations of the management in the Republic of Slovenia or fails to transfer the registered office in accordance with Article 8 of Regulation 2157/2001/EC within the deadline set by the court, the registration authority shall issue a procedural decision to dissolve the company. An appeal may be filed against the procedural decision to dissolve the company, which shall stay the execution of the resolution.

Section 2
TRANSFER OF AN SE'S REGISTERED OFFICE

Article 434
(Offer of cash consideration in the proposal for the transfer of registered office)

(1) In addition to the data specified in paragraph two of Article 8 of Regulation 2157/2001/EC, the proposal for the transfer of an SE to another Member State shall also contain an offer for the acquisition of shares of the shareholders that made an objection for the record against the resolution regarding the consent to transfer the registered office against payment of an appropriate cash consideration. This right shall also be enjoyed by a shareholder who did not attend the general meeting because of being unlawfully prevented from attending the general meeting, or if the general meeting was not correctly convened, or if the subject which was to be decided at the general meeting was not published correctly.

(2) The obligation to ensure a cash consideration may be assumed by the SE or another person.

435. člen
(revizija primernosti višine denarne odpravnine)

(1) Primernost višine denarne odpravnine, ki je ponujena v predlogu prenosa sedeža SE, mora pregledati revizor.

(2) Za revizijo primernosti višine denarne odpravnine se smiselno uporabljajo določbe drugega, četrtega, šestega, sedmega in osmega odstavka 583. člena tega zakona.

(3) Revizorjevo poročilo o primernosti višine denarne odpravnine mora vsebovati mnenje revizorja o tem, ali je ponujena odpravnina primerno nadomestilo za prevzete delnice. Za revizorjevo mnenje se smiselno uporabljajo določbe petega odstavka 583. člena tega zakona.

436. člen
(pregled prenosa sedeža SE po nadzornem svetu)

Nadzorni svet mora na podlagi poročila poslovodstva o prenosu sedeža SE in poročila o reviziji primernosti višine denarne odpravnine pregledati nameravani prenos sedeža SE ter o tem pripraviti pisno poročilo. V poročilu o pregledu prenosa sedeža SE nadzorni svet ni dolžan razkriti informacij zaradi razlogov iz prve in tretje alineje drugega odstavka 305. člena tega zakona.

437. člen
(objava predloga prenosa sedeža SE)

(1) Poslovodstvo mora vsaj dva meseca pred dnem zasedanja skupščine, ki bo odločala o prenosu sedeža SE v drugo državo članico, registrskemu organu predložiti predlog prenosa sedeža SE, ki ga je prej

Article 435
(Assessment of appropriateness of the amount of cash consideration)

(1) The appropriateness of the amount of cash consideration offered in the proposal for the transfer of the SE's registered office shall be examined by an auditor.

(2) The provisions of paragraphs two, four, six, seven and eight of Article 583 of this Act shall apply *mutatis mutandis* to the audit regarding the appropriateness of the amount of cash consideration.

(3) The auditor's report on the appropriateness of the amount of cash consideration shall contain the auditor's opinion on whether the offered cash consideration is appropriate consideration for the acquired shares. The provisions of paragraph five of Article 583 of this Act shall apply *mutatis mutandis* to the auditor's opinion.

Article 436
(Review of the transfer of an SE's registered office by the supervisory board)

On the basis of the management's report on the transfer of the SE's registered office, and the report on the audit regarding the appropriateness of the cash consideration, the supervisory board shall examine the intended transfer of the SE's registered office and draw up a written report. The supervisory board's report on the review of the transfer of the SE's registered office shall not be required to disclose the information referred to in indents one and three of paragraph two of Article 305 of this Act.

Article 437
(Publication of the proposal for transfer of an SE's registered office)

(1) At least two months prior to the date of the general meeting that is to decide on the transfer of the SE's registered office to another Member State, the management shall submit to the registration authority

pregledal nadzorni svet te družbe. Obvestilo o predložitvi predloga prenosa sedeža SE registrskemu organu mora družba objaviti. V objavi je treba delničarje opozoriti na njihove pravice iz drugega in tretjega odstavka tega člena ter 440. člena tega zakona, upnike pa na njihove pravice iz drugega in tretjega odstavka tega člena ter 442. člena tega zakona.

(2) Vsaj mesec dni pred dnem zasedanja skupščine, ki bo odločala o prenosu sedeža SE, je treba delničarjem in upnikom na sedežu družbe poleg listin, določenih v četrtem odstavku 8. člena Uredbe 2157/2001/ES, omogočiti tudi pregled:

1. poročila o reviziji primernosti višine denarne odpravnine;

2. poročila nadzornega sveta o pregledu prenosa sedeža, in

3. letnega poročila za zadnje poslovno leto.

(3) Vsakemu delničarju in upniku je treba na njegovo zahtevo najpozneje naslednji delovni dan brezplačno dati prepis teh listin.

(4) Na zasedanju skupščine je treba predložiti listine iz drugega odstavka tega člena. Na začetku obravnave na skupščini mora poslovodstvo ustno razložiti vsebino predloga prenosa sedeža SE. Pred odločanjem o soglasju za prenos sedeža SE mora poslovodstvo delničarje obvestiti o vseh pomembnih spremembah premoženja družbe v obdobju od sestave predloga prenosa sedeža SE do zasedanja skupščine.

438. člen
(posebne zahteve za soglasje skupščine za prenos sedeža SE)

Če imajo posamezni delničarji po statutu posebne pravice, je za veljavnost sklepa skupščine potrebno soglasje iz prvega odstavka

a proposal for the transfer of the SE's registered office that has been examined by the company's supervisory board. The company shall publish the notice of submission of the proposal for the transfer of the SE's registered office to the registration authority. The notice shall call the shareholders' attention to their rights referred to in paragraphs two and three of this Article and Article 440 of this Act, and the attention of creditors to their rights referred to in paragraphs two and three of this Article and Article 442 of this Act.

(2) In addition to the documents specified in paragraph four of Article 8 of Regulation 2157/2001/EC, the following documents shall be made available for inspection by the shareholders at the company's registered office at least one month prior to the general meeting that is to decide on the transfer of the SE's registered office:
1. reports on the audit regarding the appropriateness of the amount of cash consideration;
2. reports of the supervisory board on the review of the transfer of registered office, and
3. the annual report for the previous financial year.

(3) Each shareholder and creditor shall be given, on request, a gratuitous copy of these documents not later than on the following business day.

(4) The documents referred to in paragraph two of this Article shall be presented to the general meeting. At the beginning of the discussion at the general meeting, the management shall orally explain the content of the proposal for the transfer of the SE's registered office. Before deciding on the granting of consent to transfer the SE's registered office, the management shall notify the shareholders of all significant changes in the company's assets that occurred between the preparation of the proposal for the transfer of the SE's registered office and the general meeting.

Article 438
(Special requirements for the general meeting's consent to the transfer of the SE's registered office)

If a shareholder has special rights under the articles of association, the consent referred to in paragraph one of Article 632 of this

632. člena tega zakona.

439. člen
(poenostavljeni prenos sedeža SE)

Če je ista oseba imetnica vseh delnic SE ali če vsi delničarji z izjavo v obliki notarskega zapisa izjavijo, da se odpovedujejo pravici do denarne odpravnine, ni treba upoštevati določb tega zakona o ponudbi denarne odpravnine v predlogu prenosa sedeža in reviziji o primernosti višine denarne odpravnine. Izjavo o odpovedi lahko dajo delničarji tudi ustno na zasedanju skupščine, ki odloča o soglasju za prenos sedeža SE. V takem primeru se ta izjava vključi v zapisnik skupščine.

440. člen
(pravica delničarjev zahtevati prevzem delnic za plačilo denarne odpravnine)

(1) Vsak delničar, ki na skupščini, ki odloča o prenosu sedeža SE, na zapisnik ugovarja sklepu o soglasju za prenos sedeža SE, lahko od družbe ali od druge osebe, ki je v predlogu prenosa sedeža SE prevzela obveznost plačati denarno odpravnino, zahteva, da prevzame njegove delnice za plačilo denarne odpravnine. To pravico ima tudi delničar, ki se skupščine ni udeležil, če mu je bila protipravno preprečena udeležba na skupščini ali če skupščina ni bila pravilno sklicana ali če predmet odločanja na skupščini ni bil pravilno objavljen.

(2) Ponudba denarne odpravnine veže do izteka enega meseca od objave vpisa prenosa sedeža SE v register novega sedeža SE. Obveznost plačati denarno odpravnino zastara v treh letih po objavi vpisa prenosa sedeža SE v register po novem sedežu. Stroške v zvezi s prevzemom delnic iz prejšnjega odstavka krije družba ali druga oseba, ki je v predloga prenosa sedeža SE prevzela obveznost plačati denarno odpravnino.

Act shall be required for the validity of the general meeting's resolution.

Article 439
(Simplified transfer of the SE's registered office)

If all shares of an SE are held by a single person, or if all shareholders waive their rights to cash consideration with a statement drawn up in the form of a notarial record, the provisions of this Act concerning the offer of a cash consideration in the proposal for the transfer of the registered office, and the provisions concerning the audit regarding the appropriateness of the amount of cash consideration need not be complied with. The shareholders may also waive their rights by making an oral statement at the general meeting that decides on the consent to the transfer of the SE's registered office. In this case, the statement shall be included in the minutes of the general meeting.

Article 440
(Right of shareholders to request the acquisition of shares against payment of cash consideration)

(1) Each shareholder objecting to the resolution to grant consent to the transfer of the SE's registered office for the record at the general meeting may request that the company or other person which has assumed the obligation to pay cash consideration under the proposal for the transfer the SE's registered office, acquires their shares against payment of the cash consideration. This right shall also be enjoyed by a shareholder who did not attend the general meeting because of having been unlawfully prevented from attending the general meeting, or if the general meeting was not correctly convened, or if the subject which was to be decided at the general meeting was not published correctly.

(2) The offer of cash consideration shall be binding until one month has passed since the date on which the entry of the transfer of the SE's registered office in the register of the new SE's registered office was published. The limitation period regarding the obligation to pay cash consideration shall be three years from the date of publication of the registration of the transfer of the SE's registered office. The costs relating to the acquisition of shares referred to in the preceding paragraph shall be borne by the company or any other person that assumed the

(3) Upravičencem do denarne odpravnine iz prvega odstavka tega člena je treba za izpolnitev obveznosti plačati denarno odpravnino dati ustrezno zavarovanje.

(4) Če statut določa, da je za prenos delnic potrebno dovoljenje družbe, se lahko delnice od dneva sprejetja sklepa o soglasju za prenos sedeža SE do izteka roka za sprejem ponudbe denarne odpravnine prenašajo brez dovoljenja.

441. člen
(izključitev razlogov za izpodbijanje, sodni preizkus primernosti višine denarne odpravnine)

(1) Sklepa skupščine, ki je odločila o soglasju za prenos sedeža SE, ni mogoče izpodbijati iz razlogov:

1. ker višina denarne odpravnine ni primerna ali ker denarna odpravnina ni bila ponujena ali ni bila pravilno ponujena, ali

2. ker utemeljitev ali obrazložitev primernosti višine denarne odpravnine v poročilu poslovodstva o prenosu sedeža SE, poročilu o reviziji primernosti višine denarne odpravnine ali poročilu nadzornega sveta o pregledu prenosa sedeža SE ni v skladu s tem zakonom.

(2) Delničarji, ki so na zapisnik ugovarjali sklepu o soglasju za prenos sedeža SE, lahko zahtevajo sodni preizkus primernosti višine denarne odpravnine. To pravico ima tudi delničar, ki se skupščine ni udeležil, če mu je bila protipravno preprečena udeležba na skupščini ali če skupščina ni bila pravilno sklicana ali če predmet odločanja na skupščini ni bil pravilno objavljen. Za postopek sodnega preizkusa primernosti višine denarne odpravnine se smiselno uporabljajo določbe 603. člena tega zakona.

obligation to pay cash consideration under the proposal for the transfer of the SE's registered office.

(3) In order to meet this obligation, the persons entitled to cash consideration under paragraph one of this Article shall receive cash consideration or be provided with appropriate security.

(4) Where the articles of association provide that the transfer of shares is subject to the company's permission, shares may be transferred without permission from the date of adoption of the resolution to grant consent to the transfer of the SE's registered office to the expiry of the period for accepting the offer of cash consideration.

Article 441
(Exclusion of reasons for challenging and judicial review of the appropriateness of cash consideration)

(1) The general meeting's resolution giving consent to the transfer of the SE's registered office may not be challenged for the following reasons:
1. because the amount of cash consideration is not appropriate, or the cash consideration has not been offered or has not been offered correctly, or
2. because the substantiation or explanation of the appropriateness of the cash consideration in the management's report on the transfer of the SE's registered office, the report on the audit regarding the appropriateness of the amount of cash consideration or the supervisory board's report on the review of the transfer of the SE's registered office is not in compliance with this Act.

(2) Shareholders who made an objection for the record against the resolution to give consent to the transfer of the SE's registered office may request a judicial review of the appropriateness of the cash consideration. This right shall also be enjoyed by a shareholder who did not attend the general meeting because of having been unlawfully prevented from attending the general meeting, or if the general meeting was not correctly convened, or if the subject which was to be decided at the general meeting was not published correctly. The provisions of Article 603 of this Act shall apply *mutatis mutandis* to the judicial review of the appropriateness of the cash consideration.

442. člen
(varstvo upnikov)

Upniki SE imajo pravico zahtevati zavarovanje za svoje nezapadle, negotove ali pogojne terjatve, če tako zavarovanje pisno zahtevajo v enem mesecu po sprejetju sklepa o soglasju za prenos sedeža SE. Upniki lahko to pravico uveljavljajo samo, če verjetno izkažejo, da je zaradi prenosa sedeža SE ogrožena izpolnitev njihovih terjatev.

443. člen
(vpis namere prenosa sedeža SE v register v drugi državi članici; izdaja potrdila)

(1) Poslovodstvo predlaga vpis namere prenosa sedeža SE v register.

(2) Predlogu za vpis namere prenosa sedeža SE je treba priložiti:
1. izjavo poslovodstva družbe, za katero se smiselno uporablja določba 1. točke drugega odstavka 590. člena tega zakona;
2. predlog prenosa sedeža SE;
3. zapisnik zasedanja skupščine, ki je odločala o soglasju za prenos sedeža SE;
4. poročilo poslovodstva o prenosu sedeža SE;
5. letno poročilo za zadnje poslovno leto;
6. dokaz, da je bil nameravani prenos sedeža SE objavljen v skladu z določbo prvega odstavka 437. člena tega zakona, in
7. dokaze o zagotovitvi pogojev za uresničitev pravic delničarjev in upnikov.

(3) Če poslovodstvo ne predloži izjave iz 1. točke prejšnjega odstavka, ker je bila proti sklepu skupščine o soglasju za prenos sedeža SE vložena tožba za izpodbijanje tega sklepa ali ugotovitev njegove ničnosti, se smiselno uporabljajo določbe tretjega do petega odstavka

Article 442
(Protection of creditors)

The creditors of the SE shall have the right to request security for their claims which have not yet fallen due, uncertain claims or contingent claims, provided they request such security within one month of the adoption of the resolution to give consent to the transfer of the SE's registered office. Creditors may only exercise this right if they are able to prove to a reasonable degree of probability that the settlement of their claims is jeopardised by the transfer of the SE's registered office.

Article 443
(Entry of the intended transfer of the SE's registered office in the register of another Member State; issue of the certificate)

(1) The management shall submit an application for the entry of the intended transfer of the SE's registered office in the register.

(2) An application for entry of the intended transfer of the SE's registered office in the register shall be accompanied by the following:
1. a statement from the company's management that is subject to the application *mutatis mutandis* of the provision of point 1 of paragraph two of Article 590 of this Act;
2. the proposal for the transfer of the SE's registered office;
3. minutes of the general meeting that decided on the consent to transfer the SE's registered office;
4. the management's report on the transfer of the registered office;
5. the annual report for the previous financial year;
6. evidence that the intended transfer of the SE's registered office has been published in accordance with the provision of paragraph one of Article 437 of this Act, and
7. evidence that all conditions for the exercising of the rights of shareholders and creditors have been met.

(3) If the management fails to submit the statement referred to in point 1 of the preceding paragraph of this Article because a challenging action has been filed against the general meeting's resolution to give consent to the transfer of the SE's registered office, or if an action

590. člena tega zakona.

(4) Registrski organ mora preizkusiti, ali so bila v zvezi s prenosom sedeža SE pravilno opravljena vsa predpisana pravna opravila, ali so izpolnjene predpostavke za uveljavitev pravice delničarjev zahtevati prevzem delnic za plačilo denarne odpravnine, ali je dokazano, da so se vsi delničarji veljavno odpovedali tej pravici in ali so izpolnjene predpostavke za uveljavitev pravice upnikov zahtevati zavarovanje. Če registrski organ ugotovi, da so opravljena vsa predpisana pravna opravila in da so izpolnjene vse predpostavke prenosa sedeža SE, vpiše namero prenosa sedeža SE in izda potrdilo iz osmega odstavka 8. člena Uredbe 2157/2001/ES.

(5) Ob vpisu nameravanega prenosa sedeža SE se vpišeta novi sedež SE in register, pri katerem bo SE vpisana. Vpis se opremi z zaznamkom, da je bilo izdano potrdilo iz osmega odstavka 8. člena Uredbe 2157/2001/ES.

(6) Registrski organ mora po prejemu obvestila o vpisu prenosa sedeža SE v register v drugi državi članici po uradni dolžnosti vpisati izbris družbe iz registra.

444. člen
(prijava prenosa sedeža SE iz druge države članice v Republiko Slovenijo)

(1) Poslovodstvo, ki želi prenesti svoj sedež iz druge države članice, predlaga prenos sedeža SE za vpis v register v Republiki Sloveniji.

(2) Predlogu za vpis prenosa sedeža SE je treba poleg podatkov in dokumentov, ki se v skladu s 199. členom tega zakona zahtevajo za vpis delniške družbe, priložiti tudi:

to have it declared void has been filed, the provisions of paragraphs three to five of Article 590 of this Act shall apply *mutatis mutandis*.

(4) The registration authority shall determine whether all the prescribed legal tasks in respect of the transfer of the SE's registered office have been carried out and whether all the preliminary conditions for shareholders to exercise their right to request the acquisition of shares against payment of cash consideration have been satisfied, and whether it has been proven that all shareholders have validly waived this right and whether all the preliminary conditions for exercising the creditors' rights to claim security have been met. If the registration authority establishes that all the prescribed legal tasks have been carried out and that all the preliminary conditions in respect of the transfer of the SE's registered office have been met, it shall enter the intention to transfer the SE's registered office in the register and issue the certificate referred to in paragraph eight of Article 8 of Regulation 2157/2001/EC.

(5) When entering the intended transfer of the SE's registered office in the register, the new SE's registered office and the register in which the SE shall be registered shall also be included. The entry shall bear a note saying that a certificate referred to in paragraph eight of Article 8 of Regulation 2157/2001/EC has been issued.

(6) After having received notification regarding the entry of the transfer of the SE's registered office in the register of another Member State, the registration authority shall strike off the company from the register *ex officio*.

Article 444
(Application for registration of the transfer of the SE's registered office from another Member State to the Republic of Slovenia)

(1) The management that wishes to transfer its registered office from another Member State shall submit an application for entry of the transfer of the SE's registered office in the register of the Republic of Slovenia.

(2) In addition to the data and documents required for the registration of a public limited company pursuant to Article 199 of this Act, the application for entry of the transfer of the SE's registered office in the

1. predlog prenosa sedeža SE;
2. zapisnik zasedanja skupščine, ki je odločala o soglasju za prenos sedeža SE;
3. poročilo poslovodstva o prenosu sedeža SE;
4. letno poročilo za zadnje poslovno leto;
5. potrdilo pristojnega organa države članice, v kateri je SE do sedaj imela sedež;
6. izpisek iz registra dosedanjega sedeža, ki ne sme biti izdan pred izdajo potrdila iz prejšnje točke, in

7. overjene podpise vseh članov poslovodstva in drugih zastopnikov.

(3) Predlogu za vpis prenosa sedeža SE je treba priložiti izjavo poslovodstva, da zoper družbo ni bil začet kateri od postopkov, določenih v petnajstem odstavku 8. člena Uredbe 2157/2001/ES.

(4) Listine iz drugega in tretjega odstavka tega člena morajo biti priložene v izvirniku ali overjenem prevodu.

(5) Registrski organ mora po vpisu prenosa sedeža SE v register po uradni dolžnosti o tem vpisu obvestiti pristojni organ za vpis družb v državi članici, iz katere se prenaša sedež SE.

3. oddelek
USTANOVITEV SE

1. pododdelek
Ustanovitev SE z združitvijo

445. člen
(ponudba denarne odpravnine v pogodbi o združitvi v SE)

(1) Pogodba o združitvi v SE (v nadaljnjem besedilu tega

register shall also be accompanied by the following:
1. the proposal for the transfer of the SE's registered office;
2. the minutes of the general meeting that decided on the consent to transfer the SE's registered office;
3. the management's report on the transfer of the SE's registered office;
4. the annual report for the previous financial year;
5. the certificate issued by a competent authority of the Member State in which the SE previously had its registered office;
6. an extract from the register where the registered office was previously registered, which may not be issued prior to the issue of the certificate referred to in the preceding point, and
7. certified signatures of all members of the management and other representatives.

(3) The application for entry of the transfer of the SE's registered office in the register shall be accompanied by a statement of the management indicating that none of the procedures referred to in paragraph fifteen of Article 8 of Regulation 2157/20001/EC have been initiated against the company.

(4) Original copies or certified translations of the documents referred to in paragraphs two and three of this Article shall be submitted.

(5) After having entered the transfer of the SE's registered office in the register *ex officio*, the registration authority shall notify the competent authority responsible for the registration of companies in the Member State from which the SE registered office is being transferred.

Section 3
FORMATION OF AN SE

Subsection 1
Formation of an SE by merger

Article 445
(Offer of cash consideration in a contract for merger into an SE)

(1) In accordance with Article 17 of Regulation 2157/2001/EC,

poglavja: pogodba o združitvi) v skladu s 17. členom Uredbe 2157/2001/ES mora poleg podatkov, določenih v prvem odstavku 20. člena Uredbe 2157/2001/ES, vsebovati tudi ponudbo za prevzem delnic tistih delničarjev, ki na skupščini, ki odloča o soglasju za združitev, na zapisnik ugovarjajo prenosu premoženja, pravic in obveznosti družbe z združitvijo na SE s sedežem v drugi državi članici, za plačilo primerne denarne odpravnine. To pravico ima tudi delničar, ki se skupščine ni udeležil, če mu je bila protipravno preprečena udeležba na skupščini ali če skupščina ni bila pravilno sklicana ali če predmet odločanja na skupščini ni bil pravilno objavljen.

(2) Obveznost zagotoviti denarno odpravnino lahko prevzame SE ali druga oseba.

446. člen
(revizija združitve v SE)

(1) Pogodbo o združitvi mora za vsako družbo, ki je udeležena pri združitvi, pregledati en ali več revizorjev. Za revizijo pogodbe o združitvi se smiselno uporabljajo določbe drugega, tretjega, prvega stavka četrtega, šestega, sedmega in prvega stavka osmega odstavka 583. člena tega zakona.

(2) Za pripravo poročila o reviziji se smiselno uporabljajo določbe petega odstavka 583. člena tega zakona.

447. člen
(objava pogodbe o združitvi)

(1) Pogodbo o združitvi je treba predložiti registrskemu organu in o tem objaviti obvestilo v skladu z določbami prvega in drugega stavka prvega odstavka 586. člena tega zakona. V obvestilu je treba navesti podatke iz 21. člena Uredbe 2157/2001/ES.

(2) V obvestilu iz prejšnjega odstavka je treba delničarje

a contract for merger into an SE (hereinafter: merger contract) shall, in addition to the data specified in paragraph one of Article 20 of Regulation 2157/2001/EC, contain an offer for the acquisition of shares of the shareholders who, at the general meeting deciding on consent to the merger, objected, for the record, to the transfer of assets, rights and obligations of the company by way of merger with an SE which has its registered office in another Member State, against payment of appropriate cash consideration. This right shall also be enjoyed by a shareholder that did not attend the general meeting because of having been unlawfully prevented from attending the general meeting, or if the general meeting was not correctly convened, or if the subject which was to be decided on at the general meeting was not published correctly.

(2) The obligation to ensure cash consideration may be assumed by the SE or another person.

Article 446
(SE merger audit)

(1) The merger contract shall be examined by one or more auditors for each company involved in the merger. The provisions of paragraph two, paragraph three, first sentence of paragraph four, paragraph six, paragraph seven and first sentence of paragraph eight of Article 583 of this Act shall apply *mutatis mutandis* to the audit of the merger contract.

(2) The provisions of paragraph five of Article 583 of this Act shall apply *mutatis mutandis* to the preparation of the audit report.

Article 447
(Publication of merger contract)

(1) The merger contract shall be submitted to the registration authority, and a notice thereof shall be published in accordance with the provisions of the first and second sentence of paragraph one of Article 586 of this Act. This notice shall contain the data referred to in Article 21 of Regulation 2157/2001/EC.

(2) The notice referred to in the preceding paragraph shall call

opozoriti na njihove pravice iz 449. člena tega zakona, upnike pa na pravice iz tretjega odstavka tega člena in 451. člena tega zakona.

(3) Vsakemu upniku in delničarju družbe, katere premoženje, pravice in obveznosti se z združitvijo prenašajo na SE s sedežem v drugi državi članici, je treba na njegovo zahtevo najpozneje naslednji delovni dan brezplačno dati prepis listin iz drugega odstavka 586. člena tega zakona.

448. člen
(poenostavljena združitev v SE)

Če je ista oseba imetnica vseh delnic družbe ali če vsi delničarji z izjavo v obliki notarskega zapisa izjavijo, da se odpovedujejo pravici do denarne odpravnine, ni treba upoštevati določb tega zakona o ponudbi denarne odpravnine v pogodbi o združitvi in o reviziji primernosti višine denarne odpravnine. Izjavo o odpovedi lahko dajo delničarji tudi ustno na zasedanju skupščine, ki odloča o soglasju za združitev. V takem primeru se ta izjava vključi v zapisnik skupščine.

449. člen
(pravica delničarjev zahtevati prevzem delnic za plačilo denarne odpravnine)

Vsak delničar, ki na skupščini, ki odločala o soglasju za združitev, na zapisnik ugovarja sklepu o soglasju za združitev, lahko od družbe ali druge osebe, ki je v pogodbi o združitvi prevzela obveznost plačati denarno odpravnino, zahteva, da prevzame njegove delnice za plačilo denarne odpravnine. To pravico ima tudi delničar, ki se skupščine ni udeležil, če mu je bila protipravno preprečena udeležba na skupščini, ali če skupščina ni bila pravilno sklicana, ali če predmet odločanja na skupščini ni bil pravilno objavljen. Za pravico delničarjev zahtevati prevzem delnic za plačilo denarne odpravnine se smiselno uporabljajo določbe 440. in 441. člena tega zakona.

the shareholders' attention to their rights referred to in Article 449 of this Act, and the attention of creditors to their rights referred to in paragraph three of this Article and Article 451 of this Act.

(3) A copy of the documents referred to in paragraph two of Article 586 of this Act shall be provided gratuitously upon request to each creditor and shareholder of the company whose assets, rights and obligations are transferred by way of merger with an SE which has its registered office in another Member State no later than on the next business day following such request.

Article 448
(Simplified SE merger)

If all shares of an SE are held by a single person or if all shareholders waive their rights to cash consideration by a statement drawn up in the form of a notarial record, the provisions of this Act concerning the offer of a cash consideration in the merger contract and the provisions concerning the audit regarding the appropriateness of the amount of cash consideration need not be observed. The shareholders may give the statement by which they waive their rights orally at the general meeting that decides on granting consent to the merger. In this case, the statement shall be included in the minutes of the general meeting.

Article 449
(Right of shareholders to request the acquisition of shares against payment of cash consideration)

Each shareholder making an objection for the record against the resolution of the general meeting that decides on granting consent to the merger may request that the company or another person that assumed the obligation to pay cash consideration under the merger contract acquire their shares against payment of appropriate cash consideration. This right shall also be enjoyed by a shareholder that did not attend the general meeting because of having been unlawfully prevented from attending the general meeting, or if the general meeting was not correctly convened, or if the subject which was to be decided on at the general meeting was not published correctly. The provisions of

Articles 440 and 441 of this Act shall apply *mutatis mutandis* to the right of shareholders to request the acquisition of shares against payment of cash consideration.

450. člen
(izključitev razlogov za izpodbijanje; sodni preizkus menjalnega razmerja)

(1) Sklepa skupščine, ki je odločila o soglasju za združitev, ni mogoče izpodbijati iz razlogov iz 604. člena tega zakona, če skupščine vseh družb s sedežem v drugih državah članicah, ki so udeležene pri združitvi, v katerih pravni red ne ureja postopka za sodni preizkus menjalnega razmerja, pri sprejemanju sklepa o soglasju za združitev izrecno soglašajo, da:

1. lahko delničarji družbe s sedežem v Republiki Sloveniji predlagajo sodni preizkus menjalnega razmerja proti SE s sedežem v Republiki Sloveniji, ali

2. lahko delničarji prevzete družbe s sedežem v Republiki Sloveniji v Republiki Sloveniji predlagajo sodni preizkus menjalnega razmerja proti SE s sedežem v drugi državi članici na način in pod pogoji iz 605. do 615. člena tega zakona.

(2) V primeru iz 2. točke prejšnjega odstavka lahko predlog za sodni preizkus menjalnega razmerja vložijo le tisti delničarji, ki so na skupščini, ki je odločala o soglasju za združitev, na zapisnik napovedali vložitev predloga za sodni preizkus menjalnega razmerja ali ki so vložitev tega predloga družbi napovedali v mesecu dni po sprejetju sklepa o soglasju za združitev. V potrdilu iz drugega odstavka 25. člena Uredbe 2157/2001/ES je treba navesti, ali so delničarji napovedali vložitev predloga za sodni preizkus menjalnega razmerja.

(3) Delničarji posamezne prevzete družbe s sedežem v drugi državi članici lahko vložijo predlog za sodni preizkus menjalnega razmerja,

Article 450
(Exclusion of grounds for challenging the resolution; judicial review of the exchange ratio)

(1) The resolution of the general meeting that decides on granting consent to the merger may not be challenged on the grounds specified in Article 604 of this Act if, in deciding on the granting of consent to the merger, the general meeting which involves all of the companies which have their registered offices in other Member States and which participate in the merger and whose national legislations do not regulate the judicial review procedure for the exchange ratio expressly agree that:
1. the shareholders of a company which has its registered office in the Republic of Slovenia may propose a judicial review of the exchange ratio for an SE which has its registered office in the Republic of Slovenia, or
2. the shareholders of the acquired company which has its registered office in the Republic of Slovenia may propose a judicial review of the exchange ratio for an SE which has its registered office in another Member State in accordance with the method and under the conditions specified in Articles 605 to 615 of this Act.

(2) In the cases referred to in point 2 of the preceding paragraph, a proposal for a judicial review of the exchange ratio may only be submitted by the shareholders who for the record announced their intention to submit a proposal for a judicial review of the exchange ratio at the general meeting deciding on granting consent to a merger, or by the shareholders who announced the submission of such request within one month of the adoption of the resolution regarding the consent to the merger. The certificate referred to in paragraph two of Article 25 of Regulation 2157/2001/EC shall indicate whether the shareholders have announced the submission of a proposal for a judicial review of the exchange ratio.

(3) The shareholders of each acquired company which has its registered office in another Member State may submit a proposal for a

če:
1. iz potrdila, ki ga je izdala ta družba, izhaja, da so se delničarji veljavno odpovedali pravici izpodbijati sklep skupščine o soglasju za združitev iz razlogov v zvezi z menjalnim razmerjem, in

2. vse prevzete družbe s sedeži v drugih državah članicah soglašajo z vložitvijo predloga za sodni preizkus menjalnega razmerja.

451. člen
(varstvo upnikov in imetnikov posebnih pravic)

Za varstvo upnikov družbe, ki z združitvijo prenaša svoje premoženje, pravice in obveznosti na SE s sedežem v drugi državi članici, se smiselno uporabljajo določbe 442. člena tega zakona.

452. člen
(prijava za vpis prenosa premoženja, pravic in obveznosti družbe s sedežem v Republiki Sloveniji z združitvijo v SE s sedežem v drugi državi članici; izdaja potrdila)

(1) Poslovodstvo družbe, ki z združitvijo prenaša svoje premoženje, pravice in obveznosti na SE s sedežem v drugi državi članici, predlaga vpis namere združitve v SE v register.

(2) Predlogu za vpis namere združitve v SE je treba priložiti:

1. pogodbo o združitvi;
2. zapisnik zasedanja skupščine prevzete družbe, ki je odločala o soglasju za združitev;
3. dovoljenje pristojnega organa, če se za združitev to zahteva;
4. poročilo poslovodstva prevzete družbe o združitvi;
5. poročilo ali poročila o reviziji združitve;
6. zaključno poročilo prevzete družbe;
7. dokaz, da je bila nameravana združitev objavljena v skladu z določbo 447. člena tega zakona;

judicial review of the exchange ratio if:
1. if it is evident from the certificate issued by this company that the shareholders have validly waived their right to challenge the general meeting's resolution regarding the consent to the merger for reasons related to the exchange ratio; and
2. all acquired companies which have their registered offices in other Member States agree to submit a proposal for a judicial review of the exchange ratio.

Article 451
(Protection of creditors and holders of special rights)

The provisions of Article 442 of this Act shall apply *mutatis mutandis* to the protection of the creditors of the company that transfers its assets, rights and obligations by way of merger with an SE which has its registered office in another Member State.

Article 452
(Application for the entry of the transfer of assets in the register, rights and obligations of a company which has its registered office in the Republic of Slovenia through merger with an SE which has its registered office in another Member State; issuing of a certificate)

(1) The management of a company that transfers its assets, rights and obligations by way of merger with an SE which has its registered office in another Member State shall submit an application for entry of the intended merger into an SE in the register.

(2) The application for entering the intended merger into an SE in the register shall be accompanied by the following:
1. the merger contract;
2. the minutes of the general meeting of the acquired company that decided on the consent to the merger;
3. authorisation of the competent authority, if required for the merger;
4. a merger report by the management of the acquired company;
5. report or reports concerning the audit of the merger;
6. the final report of the acquired company;
7. evidence that the proposed merger has been published in accordance with the provisions of Article 447 of this Act;

8. dokaze o zagotovitvi pogojev za uresničitev pravic delničarjev in soglasje družb s sedežem v drugih državah članicah za začetek postopka za sodni preizkus primernosti višine denarne odpravnine;

9. dokaze o zagotovitvi pogojev za uresničitev pravic upnikov;

10. izjavo poslovodstva družbe, za katero se smiselno uporablja določba 1. točke drugega odstavka 590. člena tega zakona, in

11. izjavo poslovodstva družbe o številu delničarjev, ki uveljavljajo pravico zahtevati prevzem delnic za plačilo denarne odpravnine, in o načinu uresničitve te pravice.

(3) Če poslovodstvo ne predloži izjave iz 10. ali 11. točke prejšnjega odstavka, ker je bila proti sklepu skupščine o soglasju za prenos sedeža SE vložena tožba za izpodbijanje tega sklepa ali ugotovitev njegove ničnosti, se smiselno uporabljajo določbe tretjega do petega odstavka 590. člena tega zakona.

(4) Registrski organ mora preizkusiti, ali so bila v zvezi z združitvijo v SE pravilno opravljena vsa predpisana pravna opravila, ali so izpolnjene predpostavke za uveljavitev pravice delničarjev zahtevati prevzem delnic za plačilo denarne odpravnine, ali je dokazano, da so se vsi delničarji veljavno odpovedali tej pravici, in ali so izpolnjene predpostavke za uveljavitev pravice upnikov zahtevati zavarovanje. Če registrski organ ugotovi, da so izpolnjene predpostavke za uveljavitev pravice delničarjev zahtevati prevzem delnic za plačilo denarne odpravnine in pravice upnikov zahtevati zavarovanje ter da so imetnikom posebnih pravic zagotovljene enakovredne pravice, vpiše združitev v SE in izda potrdilo iz drugega odstavka 25. člena Uredbe 2157/2001/ES.

(5) Ob vpisu nameravane združitve v SE se vpišeta nameravani sedež SE in register, pri katerem bo SE vpisana. Vpis se opremi z zaznamkom, da je bilo izdano potrdilo iz drugega odstavka 25. člena Uredbe 2157/2001/ES.

8. evidence that the conditions for exercising the rights of shareholders and the consent of companies with registered offices in other Member States to commence the judicial review procedure for assessing the appropriateness of the cash consideration have been met;
9. evidence that the conditions for exercising the rights of shareholders and creditors have been met;
10. a statement from the company's management that is subject to the application *mutatis mutandis* of the provision of point 1 of paragraph two of Article 590 of this Act; and
11. a statement from the company's management on the number of shareholders who exercise their right to request the acquisition of shares against payment of cash consideration and on the method of exercising this right.

(3) If the management fails to submit the statement referred to in points 10 or 11 of the preceding paragraph because a challenging action has been filed against the general meeting's resolution to give consent to the transfer of the SE's registered office or an action to have it declared void, the provisions of paragraphs three to five of Article 590 of this Act shall apply *mutatis mutandis*.

(4) The registration authority shall determine whether all the prescribed legal tasks in respect of the merger into an SE have been carried out and whether all the preliminary conditions for shareholders to exercise their right to request the acquisition of shares against payment of cash consideration have been satisfied, and whether it has been proven that all shareholders have validly waived this right and whether all the preliminary conditions for exercising the creditors' rights to claim security have been met. If the registration authority establishes that the preliminary conditions for shareholders to exercise their right to request the acquisition of shares against payment of cash consideration and the shareholders' rights to request security have been met, and that the holders of special rights have been granted equal rights, it shall enter the merger into SE in the register and issue the certificate referred to in paragraph two of Article 25 of Regulation 2157/2001/EC.

(5) While entering the intended merger into an SE in the register, the intended registered office and the register in which the SE shall be entered shall also be entered. The entry shall bear a note saying that a certificate referred to in paragraph two of Article 25 of Regulation

2. pododdelek
Ustanovitev holdinga SE

453. člen
(ustanovitev holdinga SE)

(1) Notarski zapis statuta holdinga SE se lahko izdela šele, ko so po poteku dodatnega prijavnega roka, določenega v drugem stavku tretjega odstavka 33. člena Uredbe 2157/2001/ES, znani ustanovitelji holdinga SE.

(2) Dodatni prijavni rok, določen v drugem stavku tretjega odstavka 33. člena Uredbe 2157/2001/ES, začne teči z dnem objave, da so izpolnjene predpostavke za ustanovitev holdinga SE.

(3) Besedilo notarskega zapisa statuta holdinga SE mora biti enako besedilu predloga statuta, navedenemu v načrtu ustanovitve.

(4) V predlogu statuta morata biti poleg podrobnosti, ki jih določa tretji stavek drugega odstavka 32. člena Uredbe 2157/2001/ES, določen tudi znesek osnovnega kapitala, potreben za ustanovitev holdinga SE, in najvišji znesek osnovnega kapitala, ki bo dosežen, če bodo holdingu SE izročeni vsi deleži družb, ki si prizadevajo za njeno ustanovitev.

454. člen
(smiselna uporaba določb o združitvi)

(1) Za ustanovitveno poročilo, revizijo in objavo načrta ustanovitve, izključitev razlogov za izpodbijanje ter za sodni preizkus menjalnega razmerja se poleg določb 32. člena Uredbe 2157/2001/ES smiselno uporabljajo določbe 450., 582. do 587., 604. in 605. do

2157/2001/EC has been issued.

Subsection 2
Formation of a holding SE

Article 453
(Formation of a holding SE)

(1) A notarial record of the articles of association of a holding SE may only be drafted once the founders of the holding SE are known, after the expiry of the additional application deadline laid down by the second sentence of paragraph three of Article 33 of Regulation 2157/2001/EC.

(2) The additional application deadline laid down in the second sentence of paragraph three of Article 33 of Regulation 2157/2001/EC shall commence on the date on which the fact that all the preliminary conditions for the formation of a holding SE have been met is published.

(3) The text of the notarial record of the articles of association of a holding SE shall be identical to the text of the draft articles of association indicated in the plan of formation.

(4) In addition to the details required by the third sentence of paragraph two of Article 32 of Regulation 2157/2001/EC, the draft articles of association shall also specify the amount of the share capital required for the formation of a holding SE as well as the maximum amount of share capital to be achieved after all interests of the companies endeavouring for the formation of a holding SE have been delivered to the holding SE.

Article 454
(*Mutatis mutandis* application of merger provisions)

(1) In addition to the provisions of Article 32 of Regulation 2157/2001/EC, the provisions of Articles 450, 582 to 587, 604 and 605 of this Act shall apply *mutatis mutandis* to the formation report, audit and publication of the formation plan, the exclusion of the grounds for

615. člena tega zakona.

(2) Če si za ustanovitev SE prizadeva družba, ki je organizirana kot delniška družba, se za veljavnost sklepa o soglasju za ustanovitev smiselno uporabljajo določbe 585. člena tega zakona. Če si za ustanovitev holdinga SE prizadeva družba, ki je organizirana kot družba z omejeno odgovornostjo, se za veljavnost sklepa o soglasju za ustanovitev smiselno uporabljajo določbe prvega odstavka 620. člena tega zakona.

455. člen
(vpis izpolnjenosti predpostavk za nameravano ustanovitev holdinga SE, potrdilo o opravljenih pravnih opravilih v postopku ustanovitve)

(1) Poslovodstva družb, ki si prizadevajo za ustanovitev holdinga SE, predlagajo pri registrskih organih po svojem sedežu vpis izpolnjenosti predpostavk za nameravano ustanovitev holdinga SE.

(2) Predlogu za vpis izpolnjenosti predpostavk za nameravano ustanovitev holdinga SE je treba v skladu z 32. členom Uredbe 2157/2001/ES priložiti:

1. načrt ustanovitve;
2. zapisnik zasedanja skupščine družbe, ki je odločala o soglasju za ustanovitev;
3. ustanovitveno poročilo;
4. poročilo o reviziji ustanovitve;
5. dokaz o objavi obvestila o predložitvi načrta ustanovitve registrskemu organu; dokaz ni potreben, če so se zasedanja skupščine, ki je odločala o soglasju za ustanovitev, udeležili vsi imetniki deležev ali so bili zastopani in niso ugovarjali sklepu o soglasju za ustanovitev, in
6. izjavo poslovodstva družbe, za katero se smiselno uporablja določba 1. točke drugega odstavka 590. člena tega zakona.

challenging and to the judicial review of the exchange ratio.

(2) If a company organised as a public limited company endeavours to form an SE, the provisions of Article 585 of this Act shall apply *mutatis mutandis* to the validity of the resolution granting consent to the formation of a SE. If a company organised as a limited liability company endeavours to form a holding SE, the provisions of Article 620 of this Act shall apply *mutatis mutandis* to the validity of the resolution granting consent to the formation.

Article 455
(Entering fulfilment of preliminary conditions for the intended formation of a holding SE in the register, certificate of completion of legal tasks associated with the formation procedure)

(1) The managements of the companies endeavouring to form a holding SE shall make an application for entering the fact that the preliminary conditions for the intended formation of a holding SE have been met in the register and submit it to the registration authorities where their registered offices are located.

(2) Pursuant to Article 32 of Regulation 2157/2001/EC, the application for entering the fact that the preliminary conditions for the intended formation of a holding SE have been met in the register shall be accompanied by the following documents:

1. the formation plan;
2. the minutes of the general meeting of the company that decided on the consent to the formation;
3. the formation report;
4. the report on the formation audit;
5. evidence of publication of the notification regarding the submission of the formation plan to the registration authority; no such evidence shall be required if the general meeting that decided on the consent to the formation was attended by all of the holders on an interest, or if they were represented but did not object to the resolution to grant consent to the formation, and
6. a statement from the company's management that is subject to the application *mutatis mutandis* of the provision of point 1 of paragraph two of Article 590 of this Act.

(3) Če poslovodstvo ne predloži izjave iz prejšnjega odstavka, ker je bila proti sklepu skupščine o soglasju za ustanovitev vložena tožba za izpodbijanje tega sklepa ali ugotovitev njegove ničnosti, se smiselno uporabljajo določbe tretjega do petega odstavka 590. člena tega zakona.

(4) Registrski organ mora preizkusiti, ali so imetniki deležev družb, ki si prizadevajo za ustanovitev holdinga SE, tej izročili svoje deleže v teh družbah v obsegu, določenem za vsako od njih v načrtu ustanovitve, ali so za ustanovitev izpolnjene vse predpostavke in ali so bila v zvezi z ustanovitvijo pravilno opravljena vsa predpisana pravna opravila. Če registrski organ ugotovi, da so ti pogoji izpolnjeni, opravi vpis in izda potrdilo, s katerim potrdi, da so bila pravilno opravljena vsa pravna opravila, ki jih je bilo treba opraviti za ustanovitev holdinga SE.

(5) Vpis nameravane ustanovitve holdinga SE vsebuje firmo in sedež prihodnjega holdinga SE, register, pri katerem bo holding SE vpisan, ter firme in sedeže vseh drugih družb, ki si prizadevajo za ustanovitev holdinga SE. Vpis se opremi z zaznamkom, da so izpolnjene predpostavke, določene v drugem odstavku 32. člena Uredbe 2157/2001/ES.

(6) Po vpisu holdinga SE v register morajo poslovodstva družb, ki so si prizadevale za njeno ustanovitev, registrom po svojih sedežih prijaviti, da je bil holding SE vpisan. Prijavi je treba priložiti izpis iz registra, v katerega je bil holding SE vpisan.

456. člen
(prijava holdinga SE za vpis v register)

Prijavi za vpis holdinga SE v register je treba poleg listin iz 199. člena tega zakona priložiti:

(3) If the management fails to submit the statement referred to in point 1 of the preceding paragraph of this Article because an action for voidability has been filed against the general meeting's resolution to give consent to the formation of a holding SE, or a challenging action or an action to have it declared void, the provisions of paragraphs three to five of Article 590 of this Act shall apply *mutatis mutandis*.

(4) The registration authority shall determine whether all the holders of an interest in the companies endeavouring to form a holding SE have delivered to the SE the interests they hold in such companies to the extent specified for each of them in the formation plan, whether all the preliminary conditions for the formation have been met and whether all the legal tasks prescribed in respect of the formation have been carried out correctly. If the registration authority determines that these conditions have been met, it shall enter the company in the register and issue a certificate stating that all legal tasks prescribed in respect of the formation of the holding SE have been carried out correctly.

(5) The entry of the intended formation of a holding SE in the register shall include the company name and the registered office of the future holding SE, the register in which the holding SE shall be entered, and the company names and registered offices of all other companies endeavouring to establish a holding SE. The entry shall bear a note saying that the preliminary conditions referred to in paragraph two of Article 32 of Regulation 2157/2001/EC have been met.

(6) After the holding SE has been entered in the register, the managements of the companies which endeavoured to form the holding SE shall report to the registers of their respective registered offices that the holding SE has been entered in the register. An extract from the register in which the holding SE has been entered shall be attached to the application.

Article 456
(Application for entry of the holding SE in the register)

In addition to the documents specified in Article 199 of this Act, the application for entry of a holding SE in the register shall be accompanied by the following:

1. načrt ustanovitve;
2. zapisnike zasedanj skupščin družb, ki so odločale o soglasju za ustanovitev;
3. poročila o reviziji ustanovitve;
4. dokaz o objavi izpolnjenosti predpostavk za ustanovitev v skladu s tretjim in petim odstavkom 33. člena Uredbe 2157/2001/ES;

5. potrdilo iz četrtega odstavka prejšnjega člena, da so bila pravilno opravljena vsa pravna opravila, ki jih je bilo treba opraviti za ustanovitev holdinga SE, in
6. v zvezi z družbami, ki si prizadevajo za ustanovitev holdinga SE in katerih sedež je v drugih državah članicah, izpise iz registrov, v katere so vpisane te družbe.

3. pododdelek
Preoblikovanje delniške družbe v SE in SE v delniško družbo

457. člen
(načrt preoblikovanja)

Načrt preoblikovanja delniške družbe v SE (v nadaljnjem besedilu tega poglavja: načrt preoblikovanja) mora vsebovati:
1. dosedanjo firmo, sedež in vložno številko družbe, ki se preoblikuje;

2. predlog statuta SE;
3. predvideni časovni okvir preoblikovanja, in
4. poročilo poslovodstva o preoblikovanju v skladu s četrtim odstavkom 37. člena Uredbe 2157/2001/ES.

458. člen
(revizija preoblikovanja)

(1) Načrt preoblikovanja mora pregledati revizor.

(2) Revizor mora o reviziji načrta preoblikovanja izdelati pisno poročilo. V skladu s šestim odstavkom 37. člena Uredbe 2157/2001/ES mora tudi pregledati, ali je skupna vrednost sredstev družbe, zmanjšanih

1. the formation plan;
2. the minutes of the general meetings of the companies that decided on the consent to the formation;
3. the report on the formation audit;
4. evidence of publication of the fact that the preliminary conditions for the formation have been met in accordance with paragraphs three and five of Article 33 of Regulation 2157/2001/EC;
5. the certificate referred to in paragraph four of the preceding Article, certifying that all the legal tasks prescribed in respect of the formation of the holding SE have been carried out correctly, and
6. in respect of the companies that endeavoured to form a holding SE and which have their registered offices in other Member States, the extracts from the registers in which these companies are entered.

Subsection 3
Conversion of a public limited company into an SE and an SE into a public limited company

Article 457
(Conversion plan)

The plan for converting a public limited company into an SE (hereinafter: conversion plan) shall include:
1. the existing company name, registered office and registration number of the company that is being converted;
2. the draft articles of association of the SE;
3. the estimated time frame for the conversion, and
4. the management's report on the conversion in accordance with paragraph four of Article 37 of Regulation 2157/2001/EC.

Article 458
(Conversion audit)

(1) The conversion plan shall be examined by an auditor.

(2) The auditor must draw up a written report on the conversion plan audit. In accordance with paragraph six of Article 37 of Regulation 2157/2001/EC, the auditor shall also examine whether the

za obveznosti, najmanj enaka višini osnovnega kapitala, povečani za vsoto rezerv, ki jih mora družba oblikovati.

(3) Za revizijo preoblikovanja se smiselno uporabljajo določbe tega zakona o ustanovitveni reviziji.

459. člen
(objava načrta preoblikovanja)

(1) Poslovodstvo mora vsaj mesec dni pred dnem zasedanja skupščine, ki bo odločala o preoblikovanju, registrskemu organu predložiti načrt preoblikovanja, ki ga je prej pregledal nadzorni svet te družbe. Obvestilo o predložitvi načrta preoblikovanja registrskemu organu mora družba objaviti. V objavi je treba delničarje opozoriti na njihove pravice iz drugega in tretjega odstavka tega člena.

(2) Vsaj mesec dni pred dnem zasedanja skupščine, ki bo odločala o preoblikovanju, je treba delničarjem na sedežu družbe omogočiti pregled:
1. načrta preoblikovanja,
2. poročila poslovodstva o preoblikovanju,
3. poročila o reviziji preoblikovanja, in
4. letnega poročila za zadnje poslovno leto.

(3) Vsakemu delničarju je treba na njegovo zahtevo najpozneje naslednji delovni dan brezplačno dati prepis teh listin.

(4) Na zasedanju skupščine je treba predložiti listine iz drugega odstavka tega člena. Na začetku obravnave na skupščini mora poslovodstvo ustno razložiti vsebino načrta preoblikovanja. Pred odločanjem o soglasju za preoblikovanje mora poslovodstvo delničarje obvestiti o vseh pomembnih spremembah premoženja družbe v obdobju od sestave načrta preoblikovanja do zasedanja skupščine.

460. člen

total value of the assets of the company minus its liabilities is at least equal to the amount of the share capital increased by the total reserves the company is obliged to create.

(3) The provisions of this Act governing the formation audit shall apply *mutatis mutandis* to the conversion audit.

Article 459
(Publication of the conversion plan)

(1) At least one month before the general meeting that is to decide on the conversion, the company's management shall submit to the registration authority a conversion plan that has previously been examined by the company's supervisory board. The notification of submission of the conversion plan to the registration authority shall be published by the company. The published notification shall call the shareholders' attention to their rights referred to in paragraphs two and three of this Article.

(2) At least one month before the general meeting that is to decide on the conversion, the following shall be made available for inspection by the shareholders at the company's registered office:
1. the conversion plan,
2. the management's report on the conversion,
3. the report on the conversion audit, and
4. the annual report for the previous financial year.

(3) Each shareholder shall be given, on request, a gratuitous copy of these documents not later than on the following business day.

(4) The documents referred to in paragraph two of this Article shall be presented at the general meeting. At the beginning of the discussion at the general meeting, the management shall orally explain the contents of the conversion plan. Before deciding on the granting of consent to the conversion, the management shall notify the shareholders of all significant changes in the company's assets that occurred between the conversion plan and the general meeting.

Article 460

(prijava preoblikovanja za vpis v register)

(1) Poslovodstvo predlaga vpis preoblikovanja v register.

(2) Predlogu za vpis preoblikovanja je treba priložiti:

1. načrt preoblikovanja;
2. zapisnik zasedanja skupščine, ki je odločala o soglasju za preoblikovanje;
3. poročilo poslovodstva o preoblikovanju;
4. poročilo o reviziji preoblikovanja;
5. letno poročilo za zadnje poslovno leto;
6. dokaz, da je bilo nameravano preoblikovanje objavljeno v skladu z določbo prvega odstavka 459. člena tega zakona; dokaz ni potreben, če so se zasedanja skupščine, ki je odločala o soglasju za preoblikovanje, udeležili vsi delničarji ali so bili zastopani in niso ugovarjali sklepu o soglasju za preoblikovanje, in

7. dovoljenje pristojnega organa, če se za združitev to zahteva.

461. člen
(preoblikovanje SE v delniško družbo)

Za preoblikovanje SE v delniško družbo se smiselno uporabljajo določbe tega zakona o preoblikovanju delniške družbe v SE.

4. oddelek
UPRAVLJANJE SE

462. člen
(uporaba določb)

Za upravljanje SE se uporabljajo določbe tega zakona, če Uredba 2175/2001/ES ne določa drugače.

(Application for entry of a conversion in the register)

(1) The management shall make an application for the entry of the conversion in the register.

(2) The application for the entry of the conversion in the register shall be accompanied by the following:

1. the conversion plan;
2. the minutes of the general meeting that decided on consent to the conversion;
3. the management's report on the conversion;
4. the report on the conversion audit;
5. the annual report for the previous financial year;
6. evidence that the intended conversion has been published in accordance with the provisions of Article 459 of this Act; no such proof shall be required if the general meeting that decided on the consent to the conversion was attended by all shareholders, or if they were represented and did not object to the resolution to grant consent to the conversion, and
7. authorisation of the competent authority, if required for the merger.

Article 461
(Conversion of SE into a public limited company)

The provisions of this Act relating to the conversion of a public limited company into an SE shall apply *mutatis mutandis* to the conversion of an SE into a public limited company.

Section 4
MANAGEMENT OF AN SE

Article 462
(Application of provisions)

The provisions of this Act shall apply to the management of an SE, unless otherwise provided by Regulation 2157/2001/EC.

5. oddelek
PRENEHANJE SE

463. člen
(prenehanje SE pri razhajanju kraja sedeža in glavnega poslovodstva)

(1) Če SE ne izpolnjuje več zahtev iz 7. člena Uredbe 2157/2001/ES, se šteje, da obstaja pomanjkljivost določb statuta v smislu tretjega odstavka 402. člena tega zakona. Registrski organ pozove SE, da v določenem roku nepravilnosti odpravi tako, da ponovno vzpostavi svoje glavno poslovodstvo v državi sedeža, ali da prenese svoj sedež po postopku, določenem v 8. členu Uredbe 2157/2001/ES.

(2) Če družba po pozivu registrskega organa v določenem roku ne odpravi nepravilnosti, registrski organ po uradni dolžnosti ugotovi pomanjkljivosti statuta.

Šesto poglavje
KOMANDITNA DELNIŠKA DRUŽBA

464. člen
(pojem)

(1) Komanditna delniška družba je družba, pri kateri je najmanj en družbenik odgovoren za obveznosti družbe z vsem svojim premoženjem (komplementar), komanditni delničarji, ki imajo delež v osnovnem kapitalu, pa za obveznosti družbe do upnikov niso odgovorni.

(2) Za pravna razmerja med komplementarji in njihova razmerja do komanditnih delničarjev, zlasti glede upravičenj komplementarjev za vodenje poslov in zastopanje družbe se smiselno uporabljajo določbe tega zakona o komanditni družbi.

Section 5
DISSOLUTION OF AN SE

Article 463
(Dissolution of a SE in the case of different locations of the registered office and management)

(1) If an SE no longer meets the requirements of Article 7 of Regulation 2157/2001/EC, it shall be deemed that deficiencies exist regarding the provisions of the articles of association in terms of paragraph three of Article 402 of this Act. The registration authority shall call on the SE to remedy any deficiencies within a specified deadline by re-establishing its main management in the country of the registered office, or by transferring its registered office according to the procedure laid down by Article 8 of Regulation 2157/2001/EC.

(2) If the company fails to remedy the deficiencies within the deadline specified by the registration authority, the registration authority shall establish deficiencies in the articles of association *ex officio*.

Chapter Six
PARTNERSHIP LIMITED BY SHARES

Article 464
(Definition)

(1) A partnership limited by shares shall be a company in which at least one partner assumes the liability for the company's obligations with all their assets (general partner), while the limited shareholders who hold an interest in the share capital shall not assume any liability for the company's obligations to the creditors.

(2) The provisions of this Act governing limited partnerships shall apply *mutatis mutandis* to the legal relations between the general partners and their relations with the limited shareholders, particularly in respect of the general partners' entitlement to conduct the company's

(3) Za druga vprašanja o komanditni delniški družbi se smiselno uporabljajo določbe tega zakona o delniški družbi, če v tem poglavju ni določeno drugače.

465. člen
(sprejetje statuta)

(1) Statut komanditne delniške družbe mora sprejeti najmanj pet oseb. V statutu se navedejo osnovni kapital družbe in število delnic, pri delnicah z nominalnim zneskom tudi njihov nominalni znesek, in če obstaja več razredov delnic, tudi razred delnic, ki jih prevzamejo komanditni delničarji.

(2) Pri sprejetju statuta morajo sodelovati vsi komplementarji in tisti komanditni delničarji, ki pri ustanovitvi prevzamejo delnice.

(3) Družbeniki, ki sprejmejo statut, so ustanovitelji družbe.

466. člen
(vsebina statuta)

(1) Poleg podatkov iz 183. člena tega zakona mora statut družbe vsebovati še ime in priimek ter prebivališče ali firmo in sedež vsakega komplementarja.

(2) Gotovinski in stvarni vložki komplementarjev morajo biti v statutu navedeni po višini in vrsti.

467. člen
(komplementarji in njihov vpis v register)

(1) Za komplementarje se smiselno uporabljajo določbe tega

business and represent the company.

(3) The provisions of this Act relating to public limited companies shall apply *mutatis mutandis* to other matters associated with partnerships limited by shares unless otherwise provided in this Chapter.

Article 465
(Adoption of the articles of association)

(1) The articles of association of a partnership limited by shares shall be adopted by at least five persons. The articles of association shall indicate the amount of the company's share capital, the number of shares and, in the case of shares with a nominal value, also their nominal value. If there is more than one class of shares, the articles of association shall indicate the class of shares acquired by the limited shareholders.

(2) All general partners and limited shareholders who acquire shares on the company's formation shall participate in the adoption of the articles of association.

(3) The company members who adopt the articles of association shall be the founders of the company.

Article 466
(Content of the articles of association)

(1) In addition to the details referred to in Article 183 of this Act, the articles of association of a partnership limited by shares shall indicate the name, surname and places of residence or the company name and registered office of each general partner.

(2) Cash and non-cash contributions by the general partners shall be indicated in the articles of association by amount and type.

Article 467
(General partners and their entry in the register)

(1) The provisions of this Act relating to the management

zakona o upravi delniške družbe.

(2) Ob vpisu družbe v register se namesto članov uprave vpišejo vsi komplementarji in obseg njihovih upravičenj za zastopanje.

468. člen
(glasovanje na skupščini)

(1) Komplementarji imajo na skupščini glasovalno pravico v sorazmerju s svojo udeležbo pri osnovnem kapitalu. Glasovalne pravice ne morejo uresničevati ne zase in ne za koga drugega, če skupščina sklepa o:
- izvolitvi in odpoklicu nadzornega sveta,
- razrešitvi komplementarjev in članov nadzornega sveta,

- imenovanju revizorjev,
- uveljavljanju odškodninskih zahtevkov, ali
- odreku odškodninskim zahtevkom.

(2) Za sklepanje na skupščini je potrebno soglasje komplementarjev, če se sklepi nanašajo na stvari, za katere je potrebno soglasje komplementarjev in komanditnih delničarjev. Soglasje komplementarjev ni potrebno za uresničevanje pooblastil, ki jih ima skupščina ali manjšina komanditnih delničarjev pri imenovanju revizorjev, izključitvi manjšinskih delničarjev in uveljavljanju zahtevkov družbe iz ustanovitve ali vodenja poslov.

(3) Skupščinski sklepi, za katere je potrebno soglasje komplementarjev, se predložijo za vpis v register šele, ko je bilo doseženo soglasje.

(4) Pri sklepih, ki se vpišejo v register, mora biti soglasje zapisniško ugotovljeno.

469. člen
(odbor komanditnih delničarjev)

board of a public limited company shall apply *mutatis mutandis* to the general partners.

(2) When the company is entered in the register, instead of the management board members all general partners and the scope of their entitlement to represent the company shall be entered.

Article 468
(Voting at the general meeting)

(1) The general partners shall have voting rights at the general meeting in proportion to their participation in the share capital. They may not exercise their voting rights either for themselves or for some other person whenever the general meeting votes on the following:
- the election or removal of the supervisory board,
- the dismissal of the general partners and members of the supervisory board,
- the appointment of auditors,
- the pursuit of compensation claims, or
- waiver of compensation claims.

(2) Resolutions of the general meeting shall require the consent of the general partners if they refer to things for which the consent of the general partners and the limited shareholders is necessary. The general partners' consent shall not be required for exercising powers that the general meeting or a minority of the limited shareholders enjoys regarding the appointment of auditors, the exclusion of minority shareholders, and in the pursuit of claims of the company arising from the formation or conducting of the company's business.

(3) General meeting resolutions that require the consent of the general partners shall be submitted for entry in the register only after the consent has been given.

(4) For resolutions that are entered in the register, the consent shall be established on the record.

Article 469
(Board of limited shareholders)

(1) Sklepe komanditnih delničarjev izvaja odbor komanditnih delničarjev, če statut ne določa drugače.

(2) V sporih med skupnostjo komanditnih delničarjev in komplementarji zastopa komanditne delničarje odbor iz prejšnjega odstavka, če skupščina ni izvolila posebnih zastopnikov. Stroške spora, ki gredo v breme komanditnih delničarjev, plača družba, vendar sme zahtevati, da ji ti povrnejo sorazmeren del neupravičeno nastalih stroškov.

(3) Komplementarji ne morejo biti člani odbora komanditnih delničarjev.

470. člen
(dvigi komplementarjev)

(1) Če ima komplementar izgubo, ki presega njegov kapitalski delež, ne sme dvigniti dividende na svoj kapitalski delež, dokler vsota iz bilančne izgube vplačanih obveznosti, deležev izgube komplementarjev in zahtevkov iz posojil do komplementarjev ter njihovih družinskih članov presega vsoto iz prenosa dobička, kapitalskih in drugih skladov ter kapitalskih deležev komplementarjev.

(2) V primeru iz prejšnjega odstavka družba komplementarju ne sme odobriti nobenega posojila. V nasprotju s tem je treba odobreno posojilo takoj vrniti.

(3) Določbe tega člena se ne nanašajo na plačilo za delo, ki ga prejemajo komplementarji, in na plačila, ki niso odvisna od dobička.

Sedmo poglavje
DRUŽBA Z OMEJENO ODGOVORNOSTJO

1. oddelek

(1) Resolutions of the limited shareholders shall be carried out by the board of limited shareholders unless otherwise required by the articles of association.

(2) In a dispute between an association of limited shareholders and the general partners, the limited shareholders shall be represented by the board referred to in the preceding paragraph unless the general meeting has elected special representatives. The costs of the dispute which are charged to the limited shareholders shall be borne by the company; however, the company may request reimbursement of a proportionate part of the incurred costs that cannot be justified.

(3) The general partners may not become members of the board of limited shareholders.

Article 470
(Withdrawals by general partners)

(1) If a general partner suffers a loss that exceeds their capital interest, they may not collect a dividend on their capital interest until the amount of the distributable loss of paid liabilities, the general partners' shares and the loss and claims arising from loans to the general partners and their family members exceeds that relating to the transfer of profit, state and other funds and capital interests of the general partners.

(2) In the case under the preceding paragraph, the company may not approve any loans to the general partners. Any loans approved in contravention of this provision shall be repaid immediately.

(3) The provisions of the preceding paragraphs shall not apply to the payment for work received by the general partners or to non-profit associated payments.

Chapter Seven
LIMITED LIABILITY COMPANY

Section 1

471. člen
(pojem)

(1) Družba z omejeno odgovornostjo je družba, katere osnovni kapital sestavljajo osnovni vložki družbenikov. Vrednost vložkov je lahko različna.

(2) Na podlagi osnovnega vložka in sorazmerno z njegovo vrednostjo v osnovnem kapitalu pridobi družbenik svoj poslovni delež, ki je izražen v odstotkih. Vsak družbenik lahko ob ustanovitvi prispeva le en osnovni vložek in ima le en poslovni delež.

(3) Za poslovne deleže iz prejšnjega odstavka ni mogoče izdati vrednostnih papirjev, lahko pa družba izda družbeniku potrdilo kot dokazilo, da je imetnik poslovnega deleža.

472. člen
(odgovornost družbenikov)

Za obveznosti družbe z omejeno odgovornostjo družbeniki niso odgovorni.

473. člen
(ustanovitelji)

(1) Družbo lahko ustanovi ena ali več fizičnih ali pravnih oseb, ki postanejo z ustanovitvijo družbe družbeniki.

(2) Družba ima lahko največ 50 družbenikov.

(3) Družba ima lahko več kot 50 družbenikov le, če to dovoli minister, pristojen za gospodarstvo.

Article 471
(Definition and concept)

(1) A limited liability company shall be a company whose share capital consists of capital contributions by its company members. The amount of contributions may be different.

(2) On the basis of their capital contribution and in proportion to its value in relation to the share capital the company members shall acquire their respective business interests, which shall be expressed in percentage terms. Company members may contribute only one capital contribution on the company's formation and hold only one business interest.

(3) No securities may be issued for the business interests referred to in the preceding paragraph; however, regarding their holding of a business interest, a company may issue a company member a certificate as evidence.

Article 472
(Liability of company members)

Company members shall not be liable for the obligations of a limited liability company.

Article 473
(Founders)

(1) A company may be founded by one or more natural or legal persons who shall become company members upon the company's formation.

(2) A company may have a maximum of 50 company members.

(3) A company may have more than 50 company members only with the permission of the minister responsible for the economy.

474. člen
(družbena pogodba)

(1) Družba se ustanovi s pogodbo, ki je lahko sklenjena v obliki notarskega zapisa ali na posebnem obrazcu, v fizični ali elektronski obliki. Družbeno pogodbo podpišejo vsi družbeniki. Če je družbena pogodba sklenjena na posebnem obrazcu, morajo biti podpisi družbenikov overjeni.

(2) Če družbeno pogodbo za katerega od družbenikov podpiše pooblaščenec, mora biti priloženo družbenikovo pooblastilo. Če je družbena pogodba sklenjena v obliki notarskega zapisa, mora družbenikovo pooblastilo potrditi notar, če pa je družbena pogodba sklenjena na posebnem obrazcu, mora biti družbenikov podpis na pooblastilu overjen. Pooblastilo ni potrebno, če je zastopnik že po zakonu upravičen skleniti pogodbo o ustanovitvi družbe v imenu družbenika.

(3) Pogodba mora vsebovati:

- navedbo imena in priimka ter prebivališča ali firme in sedeža vsakega družbenika;
- firmo, sedež in dejavnost družbe;
- navedbo zneska osnovnega kapitala in vsakega osnovnega vložka posebej, navedbo družbenika za vsak osnovni vložek in njegov poslovni delež;
- čas delovanja družbe, če je ustanovljena za določen čas;
- morebitne obveznosti, ki jih imajo družbeniki do družbe poleg vplačila osnovnega vložka, in morebitne obveznosti družbe do družbenikov.

(4) Če se osnovni kapital ali njegov del izroči kot stvarni vložek, se morajo v pogodbi ali prilogi, ki je sestavni del pogodbe, navesti predmet

Article 474
(Memorandum of association)

(1) A company shall be formed by contract, which may be either in the form of notarial record or concluded using a special form, in paper or electronic format. The memorandum of association shall be signed by all company members. When the memorandum of association is concluded using a special form, the company members' signatures shall be certified.

(2) If the memorandum of association is signed on behalf of a company member by a person who the company member authorised, the letter of authorisation shall be submitted. If the memorandum of association is concluded in the form of a notarial record, the letter of authorisation of the company member shall be confirmed by a notary; however, if the memorandum of association is concluded using a special form, the company member's signature contained in the letter of authorisation shall be certified. No authorisation shall be required if the representative already has the power to conclude the memorandum of association on behalf of the company member according to an Act.

(3) The memorandum of association shall include the following:

- the name, surname and place of residence or the company name and registered office of each company member;
- the company name, the registered office and the activity of the company;
- the amount of the share capital, and the amount of each capital contribution separately, an indication of the company members for each corresponding capital contribution and their business interests;
- the specified time period for the duration of which the company was formed if the company has been formed for a specified period of time;
- potential obligations of the company members in relation to the company other than payment of capital contributions and any potential obligations of the company towards the company members.

(4) If the share capital or part thereof is provided in the form of a non-cash contribution, the memorandum of association or an annex

vsakega stvarnega vložka posebej, znesek osnovnega vložka, za katerega se daje stvarni vložek, in družbenik, ki je stvarni vložek prispeval.

(5) Pogodba lahko poleg sestavin iz tretjega in četrtega odstavka tega člena vsebuje še druge sestavine.

(6) Minister, pristojen za gospodarstvo, predpiše obliko in vsebino posebnega obrazca.

475. člen
(osnovni kapital in osnovni vložki)

(1) Osnovni kapital (osnovna glavnica) mora znašati vsaj 7500 eurov, vsak osnovni vložek pa najmanj 50 eurov.

(2) Osnovni vložek je lahko zagotovljen v denarju ali kot stvarni vložek ali stvarni prevzem. Zanje se smiselno uporabljajo določbe 187. in prvega stavka tretjega odstavka 191. člena tega zakona.

(3) Kot stvarni vložek se lahko zagotovijo premičnine in nepremičnine, pravice in podjetje ali del podjetja. Za stvarni vložek se šteje tudi plačilo za premoženjske predmete, ki jih je družba prevzela in jih prišteje družbenikovemu vložku.

(4) Pred prijavo za vpis v register mora vsak družbenik zagotoviti vsaj eno četrtino osnovnega vložka, vrednost vseh zagotovljenih vložkov pa mora znašati najmanj 7500 eurov.

(5) Stvarni vložki se morajo v celoti izročiti pred prijavo za vpis v register. Če vrednost stvarnega vložka ne doseže vrednosti prevzetega osnovnega vložka, mora družbenik razliko vplačati v denarju.

(6) Osnovni vložki morajo biti družbi izročeni tako, da lahko

forming a constituent part thereof shall indicate the subject of each non-cash contribution separately, the amount of the capital contribution for which a non-cash contribution is provided, and the company member that made such non-cash contribution.

(5) The memorandum of association may also contain other elements in addition to those specified in paragraphs three and four of this Article.

(6) The minister responsible for the economy shall prescribe the form and content of the special form.

Article 475
(Share capital and capital contributions)

(1) The share capital (capital stock) shall be at least EUR 7,500 and each capital contribution shall be at least EUR 50.

(2) Capital contributions shall be provided in cash or as non-cash contributions or non-cash acquisitions. The provisions of Article 187 and the first sentence of paragraph three of Article 191 of this Act shall apply *mutatis mutandis* to capital contributions.

(3) Non-cash contributions may include movable or immovable property, rights, a whole company or a part thereof. Non-cash contributions shall also include payment for items of property which have been acquired by the company and added to a company member's contribution.

(4) Prior to the application for entry in the register being submitted, each company member shall provide at least one-quarter of their capital contribution, while the total value of the paid capital contributions shall be at least EUR 7,500.

(5) Non-cash contributions shall be delivered in full prior to the submission of the application for entry in the register. If the value of a non-cash contribution falls short of the value of the acquired capital contribution, the company member shall pay the difference in cash.

(6) Capital contributions shall be delivered to a company in a

poslovodja družbe z njimi prosto razpolaga.

(7) Vplačila denarnih vložkov morajo biti nakazana na bančni račun.

476. člen
(poročilo o stvarnih vložkih)

(1) Če se za ustanovitev družbe zagotovijo tudi stvarni vložki, morajo družbeniki pred prijavo za vpis v register sestaviti in podpisati poročilo o stvarnih vložkih.

(2) V poročilu se navedejo predmeti stvarnih vložkov, dejstva, ki dokazujejo, da vrednost stvarnega vložka ni manjša od višine prevzetega osnovnega vložka, in morebitne obremenitve stvarnega vložka.

(3) Če se v družbo vlaga podjetje, je treba poročilu iz prvega odstavka tega člena priložiti bilanco stanja in izkaz poslovnega izida podjetja za zadnji dve poslovni leti.

(4) Če znaša skupna vrednost, za katero se dajejo stvarni vložki, več kot 100.000 eurov, morajo družbeniki, ki prispevajo stvarne vložke, na svoje stroške zagotoviti, da stvarne vložke oceni revizor; revizorjevo poročilo je sestavni del poročila iz prvega odstavka tega člena. Cenitev stvarnih vložkov, ki jo opravi revizor, in izdelava revizorjevega poročila nista potrebni, če gre za stvarne vložke v obliki tržnih vrednostnih papirjev, že vrednotenih stvarnih vložkov ali stvarnih vložkov, ki se ocenijo po knjigovodskih vrednostih iz revidiranega letnega poročila ob smiselni uporabi določb tega zakona, ki se nanašajo na delniške družbe.

477. člen
(ustanovitveni stroški)

(1) Družbeniki morajo zagotoviti sredstva za ustanovitev družbe

manner that allows its manager free disposal of such contributions.

(7) Cash contributions shall be paid into a bank account.

Article 476
(Report on non-cash contributions)

(1) If non-cash contributions are provided for the formation of a company, the company members shall draw up and sign a report on non-cash contributions before submitting an application for entry in the register.

(2) The report shall indicate the items comprising the non-cash contributions, facts demonstrating that the value of a non-cash contribution is not lower than the value of the acquired capital contribution, and possible encumbrances on a non-cash contribution.

(3) If another company is being contributed to the company, the balance sheet and the statement of profit and loss of the company for the past two financial years shall be submitted together with the report referred to in paragraph one of this Article.

(4) If the total value for which non-cash contributions are being provided exceeds EUR 100,000, the company members providing non-cash contributions shall ensure, at their own cost, that the non-cash contributions are assessed by an auditor; the auditor's report shall be a constituent part of the report referred to in paragraph one of this Article. No valuation of non-cash contributions by an auditor or preparation of auditor's report shall be necessary in the case of non-cash contributions in the form of marketable securities, already valued non-cash contributions or non-cash contributions valued at carrying amounts from the audited annual reports by applying *mutatis mutandis* the provisions of this Act relating to public limited companies.

Article 477
(Formation costs)

(1) The company members shall provide funds for the

sorazmerno z višino svojih osnovnih vložkov.

(2) Če družbeniki tako sklenejo, se jim stroški za ustanovitev družbe vrnejo, enemu ali več družbenikom pa se lahko izplača nagrada za delo pri ustanovitvi družbe.

(3) Stroški in nagrade iz prejšnjega odstavka se lahko izplačajo družbenikom samo iz dobička družbe; družbeniki pa lahko sklenejo, da imajo ta izplačila prednost pred siceršnjimi zahtevki družbenikov do udeležbe pri dobičku.

478. člen
(prijava za vpis v register)

(1) Poslovodja prijavi družbo za vpis v register pri registrskem organu ali na točki Vse na enem mestu, kakor jo določata zakon, ki ureja poslovni register in zakon, ki ureja sodni register (v nadaljnjem besedilu: točka VEM), ki prijavo posreduje registrskemu organu. Prijavi mora priložiti:

- izvirnik ali overjen prepis pogodbe;
- seznam družbenikov in navedbo vložkov, ki so jih prevzeli;
- poročilo o stvarnih vložkih;
- potrdilo banke o depozitu denarnih vložkov z izjavo banke, da lahko družba s sredstvi prosto razpolaga; za resničnost izjave je banka družbi odgovorna, in

- poročilo pooblaščenega revizorja o vrednosti stvarnih vložkov iz četrtega odstavka 476. člena tega zakona.

(2) Poslovodja mora v treh dneh obvestiti registrski organ ali točko VEM, če se je spremenil kakšen podatek iz prijave ali prilog iz prejšnjega odstavka.

(3) Registrski organ zavrne vpis, če revizor ugotovi ali če je očitno, da je poročilo iz prvega odstavka 476. člena tega zakona nepravilno, nepopolno ali v nasprotju z zakonom, ali če revizor izjavi ali

formation of the company in proportion to the amount of their capital contributions.

(2) If the company members decide to claim reimbursement of the company formation costs, one or more company members may receive a bonus for their work in connection with the formation of the company.

(3) The costs and the bonus referred to in the preceding paragraph may only be paid to company members out of the company's profits; the company members may decide that these payments shall be given priority over the company members' other requests to participate in the profits.

Article 478
(Application for entry in the register)

(1) The manager shall submit an application for entering the company in the register to the registration authority or through a one-stop shop point as laid down by the Act governing the business register and the Act governing the court register (hereinafter: VEM point), which shall forward the application to the registration authority. The application shall be accompanied by the following:
- the original or certified copy of the memorandum of association;
- the list of company members and contributions which they acquired;
- a report on non-cash contributions;
- confirmation from a bank confirming the deposit of cash contributions including a bank's statement that the company can freely dispose of the assets; the bank shall be liable to the company for the accuracy of this statement; and
- the authorised auditor's report on the value of the non-cash contributions referred to in paragraph four of Article 476 of this Act.

(2) The manager shall notify the registration authority or the VEM point of any changes in the details contained in the application or the attachments referred to in the preceding paragraph within three days.

(3) The registration authority shall reject the entry in the register if the auditor establishes or if it is clear that the report referred to in paragraph one of Article 476 of this Act is incorrect, incomplete or

registrski organ meni, da je vrednost stvarnega vložka bistveno manjša od zneska osnovnega vložka, za katerega je dan stvarni vložek.

479. člen
(odgovornost družbenikov in poslovodij ob ustanovitvi)

(1) Družbeniki in poslovodje so družbi solidarno odgovorni za škodo, ki je povzročena namenoma ali iz hude malomarnosti in je nastala zaradi neizročitve ali nepravilne izročitve stvarnih vložkov, previsoke ocenitve teh vložkov ali zaradi kakšnega drugega škodljivega ravnanja ob ustanovitvi družbe.

(2) Družba se ne more odpovedati odškodninskemu zahtevku iz prejšnjega odstavka, niti se ne more poravnati glede tega zahtevka, če je povračilo nujno za poravnavo obveznosti tretjim osebam.

(3) Zastaranje zahtevka iz prvega odstavka tega člena začne teči z dnem vpisa družbe v register.

(4) Kot družbeniki in poslovodje iz prvega odstavka tega člena so odgovorne tudi osebe, za račun katerih so družbeniki prevzeli vložke. Te se ne morejo sklicevati na nevednost zaradi takih okoliščin, ki jih je poznal ali bi jih ob skrbnosti dobrega gospodarstvenika moral poznati družbenik, ki je ravnal za njihov račun.

2. oddelek
RAZMERJA MED DRUŽBO IN DRUŽBENIKI

480. člen
(poslovni delež in njegovi deli)

contrary to an Act, or if the auditor states or the registration authority believes that the value of a non-cash contribution is significantly lower than the amount of the capital contribution for which the non-cash contribution has been provided.

Article 479
(Liability of company members and managers on formation of a company)

(1) The company members and the managers shall be jointly and severally liable to the company for damage caused intentionally or through gross negligence and resulting from failure to deliver or improper delivery of non-cash contributions, overestimation of these contributions, or from other detrimental action upon the formation of the company.

(2) A company shall not waive its claim for the compensation of damage referred to in the preceding paragraph nor shall it make a settlement in respect of such claim if the repayment is essential for the settlement of obligations to third parties.

(3) The limitation period for claims referred to in paragraph one of this Article shall begin on the date the company was entered in the register.

(4) The persons on behalf of which contributions have been acquired by the company members and managers shall be liable in the same way as the company members and managers referred to in paragraph one of this Article. These persons may not claim ignorance regarding the circumstances which the company member acting on their behalf was or should have been aware of in accordance with the diligence of a good businessperson.

Section 2
RELATIONS BETWEEN A COMPANY AND ITS MEMBERS

Article 480
(Business interest and its parts)

(1) Poslovni delež lahko pripada eni ali več osebam. Če pripada več osebam, uresničujejo pravice in so odgovorne za obveznosti iz poslovnega deleža skupno.

(2) Družbeniki, ki so imetniki istega poslovnega deleža, se lahko sporazumejo, da so v razmerju med njimi samimi udeleženi pri tem deležu po enakih ali različnih delih.

(3) Pravna dejanja družbe proti imetnikom istega poslovnega deleža učinkujejo proti vsem imetnikom tega deleža tudi, če so opravljena samo proti enemu med njimi.

(4) Imetniki istega poslovnega deleža lahko uresničujejo pravice in izpolnjujejo obveznosti tudi po skupnem zastopniku.

481. člen
(prenos poslovnega deleža)

(1) Poslovni deleži se lahko odsvojijo in dedujejo.

(2) Če družbenik k svojemu poslovnemu deležu pridobi en ali več deležev, ohranijo vsi deleži svojo samostojnost.

(3) Za odsvojitev deleža je potrebna pogodba, ki je izdelana v obliki notarskega zapisa. Notar pred sestavo notarskega zapisa o odsvojitvi poslovnega deleža preveri, ali so podani razlogi za omejitev pri pridobitelju poslovnega deleža iz 1. do 3. točke prvega odstavka 10.a člena tega zakona. Če notar ugotovi, da obstajajo razlogi za omejitev iz prejšnjega stavka, mora sestavo notarskega zapisa odkloniti.

(4) Če z družbeno pogodbo ni določeno drugače, imajo družbeniki pod enakimi pogoji pri nakupu poslovnega deleža prednost pred drugimi osebami.

(1) A business interest in a company may belong to one or more persons. If it belongs to more than one person, these persons shall jointly exercise the rights and shall be jointly liable for the obligations deriving from the business interest.

(2) In respect of the relations between them, the company members who hold the same business interest may agree to participate on the basis of such interest in equal or different proportions.

(3) Legal acts by the company against the holders of the same business interest shall be effective against all of the holders of the interest, even if such legal acts are only taken against one of them.

(4) Holders of the same business interest may exercise their rights and meet their obligations through a joint representative.

Article 481
(Transfer of business interest)

(1) Business interests may be subject to disposal and may be inherited.

(2) If in addition to their business interest a company member acquires one or more additional business interests, all interests shall remain independent.

(3) The disposal of an interest shall require a contract drawn up in the form of a notarial record. The notary shall before drawing up a notarial record on the disposal of the business interest examine whether reasons for the restriction of acquisition lie with the acquirer of the business interest referred to in points 1 to 3 of paragraph one of Article 10a of this Act. If the notary determines the existence of the reasons for restriction referred to in the preceding sentence, they must refuse the drawing up of a notarial record.

(4) Unless otherwise provided by the memorandum of association, company members shall have under equal conditions priority over other persons regarding the purchase of a business interest.

(5) Družbenik, ki namerava prodati svoj poslovni delež, mora druge družbenike pisno obvestiti o nameravani prodaji in pogojih prodaje ter jih pozvati, da mu morebitni kupec sporoči svojo pripravljenost za nakup v enem mesecu od prejema obvestila.

(6) Če je več družbenikov pripravljenih kupiti poslovni delež, postanejo imetniki prodanega deleža vsi kupci skupaj.

(7) Družbena pogodba lahko določi, da je za odsvojitev poslovnega deleža osebam, ki niso družbeniki, potrebno soglasje večine ali vseh družbenikov, in določi pogoje za izdajo soglasja.

(8) Če nobeden od družbenikov ni pripravljen kupiti poslovnega deleža in družbeniki niso dali soglasja za prodajo poslovnega deleža osebi, ki ni družbenik, lahko družbenik izstopi iz družbe.

482. člen
(položaj odsvojitelja in pridobitelja poslovnega deleža)

(1) Za pridobitelja poslovnega deleža se šteje le tisti, ki je vpisan v register.

(2) Pravna dejanja, ki jih opravi družba proti odsvojitelju ali jih opravi odsvojitelj proti družbi in se nanašajo na pravna razmerja v družbi, učinkujejo kot dejanja proti pridobitelju ali kot pridobiteljeva dejanja.

(3) Za obveznosti do družbe, ki so dospele pred prijavo prenosa poslovnega deleža, sta družbi odgovorna odsvojitelj in pridobitelj solidarno.

(5) A company member that intends to sell their business interest shall notify the other company members of their intention and of the terms and conditions of the sale in writing, and shall call on them to notify them of their willingness to buy their business interest within one month of receipt of the notification.

(6) If more than one company member is prepared to buy the business interest, all buyers shall become joint holders of the interest which was sold.

(7) The memorandum of association may determine that the disposal of a business interest to persons other than company members shall require the consent of the majority or all of the company members and determine the conditions for the issue of such consent.

(8) If none of the company members is prepared to buy the business interest, and the company members have not given their consent regarding the sale of the business interest to a person that is not a company member, a company member may withdraw from the company.

Article 482
(Position of transferor and acquirer of a business interest)

(1) Only a person that is entered in the register shall be deemed to be the acquirer of a business interest.

(2) Legal acts performed by the company against the transferor of a business interest or legal acts performed by the transferor of a business interest against the company and which concern legal relations within the company shall take effect as actions against the acquirer of a business interest or against the acquirer's actions.

(3) The transferor and acquirer of a business interest shall be jointly and severally liable to the company for obligations of the company that fell due prior to the notification of the transfer of the business interest.

483. člen
(odsvojitev dela poslovnega deleža)

(1) Družbenik lahko odsvoji del poslovnega deleža, tako da s tem nastane še en nov in samostojen poslovni delež.

(2) Vrednost preostalega poslovnega deleža ali vrednost novega poslovnega deleža ne sme biti nižja od vrednosti, določene v 475. členu tega zakona.

(3) Za odsvojitev dela poslovnega deleža se smiselno uporabljajo določbe tretjega do sedmega odstavka 481. člena tega zakona.

(4) Delitev poslovnega deleža ni dopustna, razen pri odsvojitvi, delitvi skupnega premoženja zakoncev ali dedovanju. Družbena pogodba lahko delitev poslovnega deleža prepove.

484. člen
(način vplačila osnovnih vložkov)

(1) S pogodbo se določi, kako družbeniki vplačujejo denarne zneske osnovnih vložkov. Če ni določeno drugače, morajo vsi vplačati sorazmerni del svojega osnovnega vložka v skladu s 475. členom tega zakona.

(2) Družbenik ne more biti oproščen vplačila osnovnega vložka niti ne more pobotati svoje terjatve z zahtevkom družbe za vplačilo osnovnega vložka.

(3) Ob zmanjšanju osnovnega kapitala je mogoče družbenike oprostiti vplačila osnovnega vložka največ za znesek, ki je sorazmeren z zmanjšanjem osnovnega kapitala.

485. člen

Article 483
(Disposal of part of business interest)

(1) A company member may dispose of a part of their business interest and thus create a new and independent business interest.

(2) The value of the remaining business interest and the value of the new business interest may not be less than the value specified in Article 475 of this Act.

(3) The provisions of paragraphs three to seven of Article 481 of this Act shall apply *mutatis mutandis* to the disposal of a part of a business interest.

(4) The division of a business interest shall not be permitted except in the case of disposal, division of the matrimonial property of spouses, or inheritance. The memorandum of association may prohibit the division of business interests.

Article 484
(Method of payment of capital contributions)

(1) The method of payment of capital contributions by the company members shall be laid down by contract. Unless otherwise provided, they shall all be required to pay in an amount which is proportionate to their capital contributions in accordance with Article 475 of this Act.

(2) A company member may not be exempt from paying a capital contribution nor may they set off their claims against the company's claim for payment of capital contributions.

(3) When the share capital is reduced, the company members may be exempt from paying in their capital contributions; however, up to a maximum amount that is proportionate to the reduction in the share capital.

Article 485

(zamudne obresti)

Družbenik, ki ni pravočasno vplačal zahtevanega zneska kot osnovni vložek, mora plačati zamudne obresti.

486. člen
(izključitev družbenika, ki zamuja z vplačilom)

(1) Družbeniku, ki zamuja z vplačilom osnovnega vložka ali njegovega dela, lahko družba pošlje pisni poziv, da v roku, ki ne sme biti krajši od enega meseca, izpolni svojo obveznost. V istem pozivu je treba družbenika opozoriti, da bo izključen iz družbe glede tistega poslovnega deleža, na katerega se vplačilo nanaša.

(2) Če rok iz prejšnjega odstavka preteče, ne da bi družbenik izpolnil svojo obveznost, preide družbenikov poslovni delež v celoti, vključno z že opravljenimi delnimi vplačili, na družbo, o čemer je treba družbenika pisno obvestiti.

(3) Družbenik je tudi po zamudi odgovoren za plačilo neplačanega zneska. S tem ni izključena njegova odškodninska odgovornost.

487. člen
(jamstvo zamudnikovih prednikov)

(1) Za plačilo zneska osnovnega vložka, ki ga ni vplačal izključeni družbenik, jamčijo njegov neposredni prednik, ki je bil priglašen družbi, in vsi prejšnji predniki.

(2) Plačilo je treba zahtevati najprej od neposrednega družbenikovega prednika. Če ta ne plača v enem mesecu od poziva, se lahko plačilo zahteva od njegovega prednika.

(Default interest)

A company member that fails to pay the required amount of capital contribution on time shall be liable to pay default interest.

Article 486
(Exclusion of a company member in arrears with payment)

(1) The company may send a written request to a company member that is in arrears with payment of their whole capital contribution or its part, calling on them to fulfil their obligations within a set time limit which shall not be shorter than one month. The same written request shall simultaneously call the company members' attention to the fact that they will be excluded from the company in connection with the business interest to which the payment relates.

(2) If the time limit referred to in the preceding paragraph expires and the company member fails to fulfil their obligation, the company member's business interest together with any partial payments already made shall be transferred in full to the company, and the company member shall be notified of this through a written notification.

(3) The company member's liability for payment of the unpaid sum shall continue even after they fall into arrears. This shall not preclude their damage liability.

Article 487
(Guarantee of predecessors of the person in arrears)

(1) A direct predecessor of the excluded company member that has been notified to the company, and all previous predecessors, shall guarantee the payment of the amount of the capital contribution that has remained unpaid by the excluded company member.

(2) Payment shall first be requested from a company member's direct predecessor. If the direct predecessor fails to make payment within one month of receipt of the request, payment may be requested from their predecessor.

(3) Zastaralni rok proti zamudnikovim prednikom začne teči z dnem, ko je bil prenos deleža v skladu s 482. členom tega zakona priglašen družbi.

(4) Z vplačilom zamujenega zneska pridobi zamudnikov prednik poslovni delež izključenega družbenika.

488. člen
(dražba poslovnega deleža)

Če ni mogoče zahtevati plačila zamujenega zneska od zamudnikovih prednikov, lahko družba zamudnikov poslovni delež proda na javni dražbi. Drugačen način prodaje je mogoč le v soglasju z izključenim družbenikom.

489. člen
(odgovornost družbenikov za vplačilo)

Če osnovnega vložka niso vplačali niti zavezanci niti ni bil vplačan s prodajo poslovnega deleža, ga morajo vplačati drugi družbeniki sorazmerno z velikostjo svojih poslovnih deležev. V enakem sorazmerju se poveča dolžnost drugih družbenikov, če od nekaterih med njimi ni mogoče zahtevati vplačila.

490. člen
(kogentnost določb)

Družba ne more z družbeno pogodbo ali s sklepom oprostiti družbenika obveznosti, določenih v 486. do 489. členu tega zakona.

491. člen
(naknadna vplačila)

(3) The limitation period in respect of the predecessors of the person in arrears shall commence on the date of notification of the transfer of the interest to the company in accordance with Article 482 of this Act.

(4) The late payer's predecessor shall acquire the excluded company member's business interest on payment of the late payment amount.

Article 488
(Auction of business interests)

When the predecessors of the person in arrears cannot be requested to pay the late amount in arrears, the company may sell the business interest of the person in arrears at a public auction. A different method of selling business interests shall only be possible with the consent of the excluded company member.

Article 489
(Company members' liability for payment)

If a capital contribution is not paid by the persons liable for payment, or if it is not paid for through the sale of a business interest, the other company members shall pay in such capital contribution in proportion to the amount of their own business interests. If it is impossible to request payment from some of the company members, the liability of the other company members shall increase in the same proportion.

Article 490
(Cogent provisions)

A company may not exempt a company member from their obligations referred to in Articles 486 to 489 of this Act under the provisions of the memorandum of association of by a resolution.

Article 491
(Subsequent payments)

(1) Družbena pogodba lahko določi, da so družbeniki po ustanovitvi družbe dolžni poleg osnovnih vložkov vplačati tudi naknadna vplačila. Naknadna vplačila so lahko v denarni ali nedenarni obliki. Za naknadna vplačila v nedenarni obliki se smiselno uporabljajo določbe tretjega odstavka 475. člena tega zakona. Z družbeno pogodbo se lahko določi, da sklep o naknadnih vplačilih sprejmejo družbeniki. Tak sklep morajo družbeniki sprejeti soglasno.

(2) Naknadna vplačila med družbeniki so sorazmerna z njihovimi poslovnimi deleži, v družbeni pogodbi pa je lahko določen tudi njihov najvišji znesek.

(3) Z naknadnimi vplačili se ne povečajo osnovni kapital, osnovni vložki in poslovni deleži.

492. člen
(zamuda pri naknadnem vplačilu)

(1) Če družbena pogodba za neizpolnitev družbenikove obveznosti pri naknadnem vplačilu ne določa kaj drugega, se za zamudo pri vplačilu naknadnega vplačila smiselno uporabljajo določbe 485. do 489. člena tega zakona.

(2) V družbeni pogodbi je lahko določeno, da je mogoče zahtevati naknadna vplačila že pred popolnim vplačilom osnovnih vložkov.

493. člen
(obveznosti družbe do družbenikov)

(1) Z družbeno pogodbo se lahko določi, da je družba dolžna v korist enega ali več družbenikov nekaj dati, storiti, dopustiti ali opustiti.

(2) Dolžnost družbe iz prejšnjega odstavka ne sme biti v nasprotju z določbami 486. do 489. člena in 495. člena tega zakona.

(1) The memorandum of association may lay down that after the formation of the company the company members shall be obliged to make subsequent payments in addition to their capital contributions. Subsequent payments can be in cash or non-cash forms. The provisions of paragraph three of Article 475 of this Act shall apply *mutatis mutandis* to subsequent non-cash payments. The memorandum of association may determine that the company members adopt a resolution on subsequent payments. This resolution shall be adopted unanimously.

(2) Subsequent payments by the company members shall be in proportion to their business interests, and the memorandum of association may determine their maximum amount.

(3) Subsequent payments shall not be used to increase the share capital, capital contributions or business interests.

Article 492
(Delay in subsequent payment)

(1) Unless otherwise provided by the memorandum of association in respect of a company member's failure to fulfil their subsequent payment obligation, the provisions of Articles 485 to 489 of this Act shall apply *mutatis mutandis* to the delay in subsequent payment.

(2) The memorandum of association may provide that subsequent payments may be required before capital contributions have been paid in full.

Article 493
(Obligations of the company towards its company members)

(1) The memorandum of association may provide that the company shall be obliged to give, perform, permit or relinquish something in favour of one or more of its company members.

(2) The company's obligation referred to in the preceding paragraph shall not be contrary to the provisions of Articles 486 to 489 and Article 495 of this Act.

494. člen
(razdelitev bilančnega dobička)

(1) Družbeniki imajo pravico do deleža pri bilančnem dobičku, kakor je ta ugotovljen v letni bilanci, če družbena pogodba ne določa drugače.

(2) Dobiček se deli sorazmerno z višino poslovnih deležev, če družbena pogodba ne določa drugače.

495. člen
(ohranjanje osnovnega kapitala)

(1) Premoženje, ki je potrebno za ohranitev osnovnega kapitala in vezanih rezerv, se družbenikom ne sme izplačati. V premoženje, ki je potrebno za ohranitev najnižjega zneska osnovnega kapitala iz 475. člena tega zakona, se ne štejejo posojila družbe družbeniku ali poslovodji ali njegovemu družinskemu članu, kot je opredeljen v sedmem odstavku 38.a člena tega zakona, ali pravni osebi, v kateri ima družbenik ali poslovodja ali njegov družinski član ali vsi skupaj najmanj desetino upravljavskih pravic. Posojilo družbe iz prejšnjega stavka ter drug pravni posel, s katerim se doseže enak učinek, je ničen.

(2) Družbenikom se lahko vrnejo vplačana naknadna vplačila, ki niso namenjena kritju osnovnega kapitala ob izgubi. Vračilo se ne sme opraviti prej kot tri mesece od dne, ko je bil sklep o vračilu objavljen na predpisan način. Če gre za naknadna vplačila pred popolnim vplačilom osnovnega vložka iz drugega odstavka 492. člena tega zakona, je vračilo naknadnih vplačil pred popolnim vplačilom osnovnega vložka nično. Za vrnjena naknadna vplačila se šteje, da niso bila vplačana.

496. člen

Article 494
(Appropriation of distributable profit)

(1) The company members shall be entitled to a proportion of the distributable profits as established in the annual balance sheet unless otherwise provided by the memorandum of association.

(2) The profits shall be distributed in proportion to the amount of business interests unless otherwise provided by the memorandum of association.

Article 495
(Maintenance of the share capital)

(1) The assets required for the maintenance of the share capital and tied-up reserves shall not be paid to the company members. Loans of the company to company members or to the manager or to their family members in accordance with paragraph seven of Article 38a of this Act or loans to the legal person in which the company member or the manager or their family member or all of them have at least one-tenth of the management rights, shall not count as assets of the company for the maintenance of the minimum amount of share capital referred to in Article 475 of this Act. A loan from the company referred to in the preceding sentence and any other legal transaction with which the same effect is achieved, shall be void.

(2) Subsequent payments that do not serve to cover the share capital in the event of a loss may be refunded to the company members. No refund shall be made until after three months from the date on which the resolution on the refund is published in the prescribed manner. In the case of subsequent payments made prior to the capital contributions being paid in full, as referred to in paragraph two of Article 492 of this Act, any refund of subsequent payments before the full payment of capital contributions shall be void. Refunded subsequent payments shall be considered not to have been made.

Article 496

(vračilo prepovedanih plačil)

(1) Plačila, ki so opravljena v nasprotju s prejšnjim členom, je treba družbi vrniti.

(2) Če je bil prejemnik v dobri veri, je mogoče vračilo zahtevati le, če je to nujno za poravnavo obveznosti upnikom družbe.

(3) Če vračila od prejemnika ni mogoče zahtevati, jamčijo za znesek, ki ga je treba vrniti in je nujen za poravnavo obveznosti upnikom družbe, drugi družbeniki sorazmerno s svojimi poslovnimi deleži. Zneski, ki jih ni mogoče zahtevati od posameznega družbenika, se v sorazmerju s poslovnimi deleži razdelijo med druge družbenike. Če so neupravičeno izplačilo zakrivili tudi poslovodje, so ti odgovorni kot družbenik z največjim poslovnim deležem.

(4) Zavezanca za plačila iz prejšnjih odstavkov ni mogoče oprostiti dolžnosti plačila.

(5) Zastaranje zahtevka za vračilo začne teči z dnem, ko je bilo neupravičeno plačilo opravljeno.

497. člen
(vračilo dobička)

Družbeniki niso v nobenem primeru dolžni vrniti zneskov, ki so jih v dobri veri dobili kot delež pri dobičku, razen v primeru iz prvega odstavka prejšnjega člena.

498. člen
(posojila družbi namesto lastnega kapitala)

(1) Družbenik, ki je v času, ko bi morali družbeniki kot dobri gospodarstveniki zagotoviti družbi lastni kapital, namesto tega družbi dal posojilo, ne more proti družbi uveljavljati zahtevka za vračilo posojila v stečajnem postopku ali postopku prisilne poravnave. Tako posojilo se v

(Refund of prohibited payments)

(1) Payments made in contravention of the preceding Article shall be refunded to the company.

(2) Where the recipient acted in good faith, a refund may only be requested if it is essential for settling the company's obligations towards its creditors.

(3) If no refund can be claimed from the recipient, the other company members shall guarantee the amount to be refunded and which is essential for settling the company's obligations in proportion to their respective business interests. The amounts that cannot be claimed from a particular company member shall be divided among the other company members in proportion to their respective business interests. If ineligible payments are also made by the managers, the managers shall be liable in the same way as the company member with the largest business interests.

(4) Persons obliged to make a payment under the preceding paragraphs may not be exempted from their obligation to pay.

(5) The limitation period in respect of claims for refund shall commence on the date when the ineligible payment was made.

Article 497
(Repayment of profits)

Under no circumstances shall company members be liable to repay the sums they received in good faith as a proportion of the profits, except in the case referred to in paragraph one of the preceding Article.

Article 498
(Loans to the company instead of own capital)

(1) A company member that granted a loan to the company when in terms of the diligence of a good businessperson they should have provided it with their own capital, may not pursue a claim against the company for repayment of the loan in bankruptcy or compulsory

stečajnem postopku ali postopku prisilne poravnave šteje za premoženje družbe.

(2) Tretja oseba, ki je v času, ko bi morali družbeniki kot dobri gospodarstveniki zagotoviti družbi lastni kapital, namesto tega družbi dala posojilo in ji je družbenik dal zavarovanje za vračilo posojila ali se je k temu družbenik zavezal kot porok, lahko v stečaju ali postopku prisilne poravnave zahteva le izplačilo razlike, ki je ni dobila ali je ne bi dobila iz naslova zavarovanja ali poroštva.

(3) Določbe tega člena veljajo tudi za druga pravna dejanja družbenika ali tretje osebe, ki gospodarsko ustrezajo zagotovitvi posojila.

(4) Ne šteje se za posojilo družbi namesto lastnega kapitala, če tretji ni izkoristil pravice zahtevati zavarovanje ali pravice odpovedi pogodbe in vračila danega posojila.

499. člen
(vračilo posojila pred uvedbo stečaja ali prisilne poravnave)

(1) Če je družba v primerih iz prejšnjega člena vrnila posojilo v zadnjem letu pred uvedbo stečaja ali prisilne poravnave, mora družbenik, ki je dal posojilo, ali družbenik, ki je dal zavarovanje ali je jamčil kot porok, družbi nadomestiti vrnjeni znesek posojila. Družbenikova obveznost obstaja le do višine zneska posojila ali do višine zneska, za katerega je družbenik prevzel poroštvo, ali do vrednosti zavarovanja ob vračilu posojila. Družbenik je prost te obveznosti, če da predmete, ki so bili upniku dani kot zavarovanje, na razpolago družbi za poplačilo.

(2) Določbe prejšnjega odstavka veljajo tudi za druga pravna dejanja, ki gospodarsko ustrezajo zagotovitvi posojila.

settlement proceedings. Such a loan shall be deemed to form a part of the company's assets in bankruptcy or compulsory settlement proceedings.

(2) A third party that, during the period in which company members were obliged, with the diligence of good businesspersons, to provide the company with their own capital, gave the company a loan for which security was given for the repayment of the loan by a company member or for which a company member undertook to stand as a surety, may only claim payment in bankruptcy or compulsory settlement proceedings regarding the difference that this person has not or would not have received from the security or the surety.

(3) The provisions of this Article shall also apply to other legal acts by a company member or a third party which are financially equivalent to the granting of a loan.

(4) It shall not be deemed as a loan to the company instead of the providing of own capital if a third party failed to exercise their right to request security or their right to terminate the contract and have the loan repaid.

Article 499
(Repayment of loan prior to the commencement of bankruptcy or compulsory settlement proceedings)

(1) If, in the cases referred to in the preceding Article, a company repays a loan in the year prior to the commencement of bankruptcy or compulsory settlement proceedings, the company member that granted the loan, provided security, or stood as a surety shall compensate the company for the amount of the repaid loan. The company member shall only be liable up to the loan amount or to the amount for which the company member provided the surety or up to the value of the security for the repayment of the loan. The company member shall be free from this obligation if they make the items given as security to a creditor freely available to the company for repayment.

(2) The provisions of the preceding paragraph shall also apply to other legal acts that are financially equivalent to the granting of a loan.

500. člen
(lastni poslovni deleži)

(1) Družba ne more lastnih poslovnih deležev, za katere vložki niso v celoti vplačani, niti pridobiti niti sprejeti v zastavo.

(2) Družba lahko odplačno pridobi lastne poslovne deleže, za katere so vložki v celoti vplačani, vendar plačil za pridobitev teh lastnih poslovnih deležev ne sme opraviti, dokler ne oblikuje rezerv za lastne deleže po petem odstavku 64. člena tega zakona. Določbe prejšnjega stavka se smiselno uporabljajo tudi za zastavo lastnih poslovnih deležev.

(3) Za plačila, ki so v nasprotju s prejšnjim odstavkom, se smiselno uporabljajo določbe 496. člena tega zakona.

(4) Družba ne more pridobiti vseh poslovnih deležev.

501. člen
(izključitev in izstop družbenika)

(1) Družbena pogodba lahko določi, da sme družbenik iz družbe izstopiti ali da je lahko izključen iz družbe, ter določi pogoje, postopek in posledice izstopa ali izključitve. Če po družbeni pogodbi o izključitvi družbenika odloča skupščina, se ne uporablja določba tretjega odstavka 506. člena tega zakona.

(2) Ne glede na prejšnji odstavek sme družbenik s tožbo od družbe zahtevati izstop, če obstajajo za to utemeljeni razlogi, zlasti če mu drugi družbeniki ali poslovodja povzročajo škodo, če družba ali družbeniki ovirajo ali onemogočajo uresničitev družbenikove pravice do izstopa, če je oviran pri uresničevanju pravic, ki jih ima po zakonu ali pogodbi, ali če mu skupščina ali poslovodje nalagajo nesorazmerne obveznosti.

Article 500
(Own business interests)

(1) A company may not acquire or receive in pledge its own business interests for which contributions have not been paid in full.

(2) A company may acquire for consideration its business interests for which contributions are fully paid in, but may not make payments to acquire such own business interests until it has created reserves for its own business interests in accordance with paragraph five of Article 64 of this Act. The provisions of the preceding sentence shall also apply *mutatis mutandis* regarding the pledging of own business interests.

(3) The provisions of Article 496 of this Act shall apply *mutatis mutandis* regarding payments made in contravention of the preceding paragraph.

(4) A company may not acquire all business interests.

Article 501
(Exclusion and withdrawal of a company member)

(1) The memorandum of association may provide that a company member may withdraw or be excluded from the company and lay down the conditions, the procedure and the consequences of withdrawal or exclusion. The provision of paragraph three of Article 506 of this Act shall not apply if the decision to exclude a company member is made by the general meeting in accordance with the provisions of the memorandum of association.

(2) Notwithstanding the preceding paragraph, a company member may file an action against the company pursuing their right to withdraw from the company if well-founded reasons exist for doing so, particularly when the other company members or the manager cause damage to them, when the company or the company members hinder or prevent the exercise of the company member's right to withdraw, when the company member is prevented from exercising the rights to which

(3) Ne glede na prvi odstavek tega člena sme vsak družbenik s tožbo zahtevati, da se drug družbenik iz družbe izključi, če obstajajo za to utemeljeni razlogi, zlasti če drug družbenik povzroča družbi ali družbenikom škodo, če ravna v nasprotju s sklepi skupščine, če ne sodeluje pri upravljanju in s tem ovira redno delovanje družbe ali uresničevanje pravic drugih družbenikov ter če sicer grobo krši pogodbo.

(4) Družbenik se pravici iz drugega in tretjega odstavka tega člena ne more vnaprej odpovedati.

502. člen
(prenehanje poslovnega deleža zaradi izstopa ali izključitve družbenika)

(1) Z izstopom ali izključitvijo družbenika preneha poslovni delež tega družbenika in vse s tem deležem povezane pravice in obveznosti.

(2) V treh mesecih po izstopu ali izključitvi družbenika morajo drugi družbeniki:
- sprejeti sklep o zmanjšanju osnovnega kapitala za znesek, ki je enak nominalni višini osnovnega vložka, ki predstavlja poslovni delež, ki po prejšnjem odstavku preneha, ali

- v sorazmerju s svojimi sedanjimi poslovnimi deleži prevzeti nove osnovne vložke ali povečati svoje sedanje osnovne vložke tako, da je višina osnovnega kapitala enaka višini osnovnega kapitala pred prenehanjem poslovnega deleža po prejšnjem odstavku.

(3) Za zmanjšanje osnovnega kapitala iz prve alineje prejšnjega odstavka se smiselno uporabljajo določbe 520. člena tega zakona. Za

they are entitled on the basis of an Act or according to the memorandum of association, or when the general meeting or the managers impose disproportionate obligations on them.

(3) Notwithstanding paragraph one of this Article, any company member may file an action against a company pursuing the exclusion of another company member from the company if well-founded reasons exist, particularly when the other company member is causing damage to the company or other company members, when they act contrary to the resolutions of the general meeting, when they fail to participate in the management and thereby hinder the company's normal course of operations or the exercise of the rights of the other company members, or when they otherwise seriously breach the memorandum of association.

(4) A company member may not waive the rights referred to in paragraphs two and three of this Article in advance.

Article 502
(Termination of a business interest due to withdrawal or exclusion of a company member)

(1) The withdrawal or exclusion of a company member shall result in the termination of their business interest and all the rights and obligations associated with it.

(2) The other company members shall do the following within three months of the withdrawal or exclusion of a company member:
- adopt a resolution to reduce the share capital by an amount equalling the nominal value of the capital contribution that represents the business interest to be terminated in accordance with the preceding paragraph, or
- acquire new capital contributions in proportion to the extent of their existing business interests or increase their capital contributions so that the amount of the share capital equals the amount of the share capital prior to the termination of the business interest in accordance with the preceding paragraph.

(3) The provisions of Article 520 of this Act shall apply *mutatis mutandis* to the reduction in the share capital referred to in indent one of

prevzem osnovnih vložkov ali povečanje osnovnih vložkov po drugi alineji drugega odstavka tega člena se smiselno uporabljajo določbe tretjega in četrtega odstavka 517. člena tega zakona.

(4) Če družbeniki v treh mesecih po izstopu ali izključitvi družbenika ne sprejmejo sklepa iz prve ali druge alineje drugega odstavka tega člena, se šteje, da so sprejeli sklep o zmanjšanju osnovnega kapitala iz prve alineje drugega odstavka tega člena in mora poslovodja ravnati po določbah 520. člena tega zakona.

(5) Družbenik, ki je izstopil iz družbe, ima pravico do izplačila ocenjene vrednosti svojega poslovnega deleža po stanju ob izstopu. Družba mu mora to vrednost izplačati najpozneje v treh letih od dneva izstopa z obrestmi po obrestni meri, po kateri se obrestujejo bančni denarni depoziti na vpogled. Družbenik, ki je v družbo vložil stvarni vložek, lahko namesto takega izplačila zahteva vrnitev stvari in pravic, ki so bile predmet stvarnega vložka, če vrednost teh stvari ali pravic ne presega ocenjene vrednosti poslovnega deleža, vendar ne prej kot v treh mesecih po izstopu.

(6) Družbenik, ki je bil izključen iz družbe, ima pravico do izplačila ocenjene vrednosti svojega poslovnega deleža po stanju ob izključitvi. Družba mu mora to vrednost izplačati najpozneje v šestih letih od dneva izključitve z obrestmi po obrestni meri, po kateri se obrestujejo bančni denarni depoziti na vpogled. Če družba ali družbeniki od izključenega družbenika zahtevajo plačilo odškodnine, sme družba izplačilo ocenjene vrednosti poslovnega deleža zadržati do pravnomočnosti sodbe, s katero je odločeno o tem odškodninskem zahtevku, ali do sklenitve poravnave med družbo in izključenim družbenikom.

(7) Plačilo ocenjene vrednosti poslovnega deleža po petem ali šestem odstavku tega člena ali vračilo predmeta stvarnega vložka po petem odstavku tega člena se lahko opravi šele po vpisu zmanjšanja osnovnega kapitala v register ali po vpisu spremembe določb družbene pogodbe o spremembi poslovnih deležev družbenikov v skladu z drugo

the preceding paragraph. The provisions of paragraphs three and four of Article 517 of this Act shall apply *mutatis mutandis* to the acquisition of capital contributions or to the increase of the capital contributions in accordance with indent two of paragraph two of this Article.

(4) If the remaining company members fail to adopt the resolution referred to in indent one or two of paragraph two of this Article within three months of the withdrawal or exclusion of a company member, they shall be deemed to have adopted a resolution to reduce the share capital referred to in indent one of paragraph two of this Article and the manager shall act in accordance with Article 520 of this Act.

(5) A company member that withdraws from the company shall be entitled to a refund of the estimated value of their business interest as at the time of withdrawal. The company shall pay them this amount no later than within three years of the withdrawal date, plus interest determined at the rate at which interest is paid for cash deposits at sight. A company member that made a non-cash contribution to the company may request the restitution of the items or rights that were the subject of such contribution instead of payment, provided that the value of these items or rights does not exceed the estimated value of the business interest; however, this request may not be made earlier than three months from the withdrawal.

(6) A company member that has been excluded from the company shall be entitled to a refund of the estimated value of their business interest as at the time of exclusion. The company shall pay them this amount no later than within six years of the exclusion date plus interest determined at the rate at which interest is paid for cash deposits at sight. If the company or the remaining company members request damage compensation from the excluded company member, the company may withhold the repayment of the estimated value of the company member's business interest until a final court ruling regarding the damage compensation claim is issued or until a settlement is reached between the company and the excluded company member.

(7) The payment of the estimated value of the business interest in accordance with paragraphs five or six of this Article or the restitution of the subject of a non-cash contribution in accordance with paragraph five of this Article may only be carried out after the share capital reduction is entered in the register or after the amendments to the

alineo drugega odstavka tega člena v register.

503. člen
(tožba družbenika)

(1) Družbenik lahko vloži tožbo v svojem imenu in za račun družbe proti družbeniku, ki ni izpolnil družbeniških dolžnosti pri ustanavljanju ali vodenju družbe.

(2) Družbenik lahko vloži tožbo iz prejšnjega odstavka, če je prej brez uspeha zahteval od drugega družbenika izpolnitev obveznosti ali opozoril družbo na neizpolnitev in če je

- skupščini predlagal sprejetje sklepa o vložitvi take tožbe, pa ga skupščina ni sprejela,
- skupščina sprejela tak sklep, pa ni imenovala posebnega zastopnika za vložitev tožbe, če je bilo to potrebno, ali
- skupščina sklep sprejela, pa poslovodja ali posebni zastopnik ni vložil tožbe.

(3) Družbenik lahko vloži tožbo iz prvega odstavka tega člena tudi proti poslovodji, ki ni izpolnil dolžnosti v zvezi z upravljanjem družbe. Tožba proti poslovodji se vloži ob smiselni uporabi določb prejšnjega odstavka.

(4) Stroške postopka in stroške posebnega zastopnika krije družba. S sklepom sodišče naloži družbi, da založi predujem za te stroške. Če družba predujma ne založi, ga sodišče izterja po uradni dolžnosti. Če je vložitev tožbe neutemeljena, sme družba zahtevati povrnitev stroškov od družbenika, ki je vložil tožbo iz prvega odstavka tega člena, po splošnih pravilih o odškodninski odgovornosti.

provisions of the memorandum of association relating to the change in the business interests of the company members in accordance with indent two of paragraph two of this Article are entered in the register.

Article 503
(Legal action by a company member)

(1) A company member may file an action in their own name and on behalf of the company against a company member that fails to meet their membership obligations associated with the formation or the management of the company.

(2) A company member shall only be entitled to file an action referred to in the preceding paragraph provided that they have unsuccessfully requested the fulfilment of their obligation from another company member, or warned the company of the non-fulfilment and:
- if they have proposed that the general meeting adopts a resolution to file such an action and the general meeting did not adopt the resolution,
- if the general meeting adopts such resolution but fails to appoint a special representative for filing the action when this was necessary, or
- the general meeting adopts such resolution but the manager or the special representative fail to file the action.

(3) A company member shall also be entitled to file the action referred to in paragraph one of this Article against a manager who failed to meet their obligations with regard to the management of the company. The provisions of the preceding paragraph shall apply *mutatis mutandis* to the action filed against the manager.

(4) The costs of the procedure and the costs of the special representative shall be borne by the company. The court shall issue a procedural decision imposing on the company the obligation to provide an advance payment for such costs. If the company fails to provide the advance payment, the court shall collect it *ex officio*. If the action is unfounded, the company may, in accordance with the general rules on damage liability, request the reimbursement of costs from the company member that filed the action referred to in paragraph one of this Article.

3. oddelek
UPRAVLJANJE DRUŽBE

504. člen
(pravice družbenikov)

(1) Pravice, ki jih imajo družbeniki pri upravljanju družbe, in način njihovega uresničevanja se določijo z družbeno pogodbo, če zakon ne določa drugače.

(2) Če družbena pogodba ne vsebuje določb o upravljanju družbe, se uporabljajo določbe 505. do 510. člena tega zakona.

505. člen
(odločanje družbenikov)

Družbeniki odločajo o:
- sprejetju letnega poročila in uporabi bilančnega dobička;
- zahtevi za vplačilo osnovnih vložkov;
- vračanju naknadnih vplačil;
- delitvi in prenehanju poslovnih deležev;
- postavitvi in odpoklicu poslovodij;
- ukrepih za pregled in nadzor dela poslovodij;
- postavitvi prokurista in poslovnega pooblaščenca;
- uveljavljanju zahtevkov družbe proti poslovodjem ali družbenikom v zvezi s povračilom škode, nastale pri ustanavljanju ali poslovodenju;
- zastopanju družbe v sodnih postopkih proti poslovodjem, in
- drugih zadevah, za katere tako določa ta zakon ali družbena pogodba.

506. člen

Section 3
CORPORATE GOVERNANCE

Article 504
(Rights of company members)

(1) The company members' rights relating to corporate governance and the manner in which those rights are exercised shall be set out in the memorandum of association unless otherwise provided by the an Act.

(2) If the memorandum of association contains no provisions on corporate governance, the provisions of Articles 505 to 510 of this Act shall apply.

Article 505
(Decision-making by company members)

The company members shall decide on the following matters:
- the adoption of the annual report and appropriation of distributable profit;
- requests for payment of capital contributions;
- refunds of subsequent payments;
- the division and termination of business interests;
- the appointment and removal of managers;
- measures to review and supervise the work of managers;
- the appointment of a procuration holder and a business agent;
- the pursuit of the company's claims against the managers or company members in connection with reimbursement for damage caused in the formation or management of the company;
- the representation of the company in judicial proceedings against the managers, and
- other matters where so laid down by this Act or by the memorandum of association.

Article 506

(glasovalna pravica)

(1) Vsakih dopolnjenih 50 eurov osnovnega vložka daje družbeniku en glas. Družbena pogodba lahko določi, da imajo nekateri družbeniki več glasov na vsakih 50 eurov osnovnega vložka ali da je glasovalna pravica nekaterih družbenikov omejena.

(2) Za družbenika lahko glasuje tudi pooblaščenec, ki ima za to pisno pooblastilo.

(3) Družbenik, ki naj bi bil s sklepom skupščine oproščen obveznosti ali se sklep skupščine nanaša na pravni posel, začetek ali prenehanje spora s tem družbenikom, ne more glasovati v tej zadevi in tudi ne more uresničevati glasovalne pravice za drugega.

(4) Družba ne more uresničevati pravic iz lastnih deležev.

507. člen
(skupščina družbenikov)

(1) Družbeniki sprejemajo sklepe na skupščini.

(2) Družbeniki lahko s pisno izjavo sklenejo, da se skupščina ne opravi. Sklep o tem morajo sprejeti vsi družbeniki. V tem primeru družbeniki sporočijo svoje glasove poslovodji pisno, telefonsko, telegramsko ali z uporabo podobnih tehničnih sredstev.

508. člen
(sklic skupščine družbenikov)

Skupščino skliče poslovodja:

- če naj družbeniki odločajo o zadevah iz 505. člena tega zakona;

(Voting rights)

(1) Each EUR 50 of capital contribution which is fully paid in shall secure a company members one vote. The memorandum of association may lay down that some company members may have a higher number of votes for each EUR 50 of capital contribution fully paid in or that the voting rights of some company members shall be restricted.

(2) A proxy with a written authorisation may vote on behalf of a company member.

(3) Where a resolution of the general meeting relates to the exemption of a company member from an obligation, or where the resolution relates to legal transactions, or to the commencement or termination of a dispute with said company member, such company member shall not vote in that matter or exercise the voting right on behalf of another person.

(4) A company may not exercise the rights deriving from its own interests.

Article 507
(General meeting)

(1) Company members shall adopt resolutions at a general meeting.

(2) The company members may decide by means of a written statement not to hold a general meeting. A resolution to this effect shall be adopted by all the company members. In this case, the company members shall send their votes to the manager in writing, by telephone, by cable or by other similar technical means.

Article 508
(Calling a general meeting)

A general meeting shall be called by the manager in the following cases:

- when the company members are to decide the matters referred to in

- če je to nujno za interese družbe;
- če se z letno bilanco ali bilanco med poslovnim letom ugotovi, da je izgubljena polovica osnovnega kapitala;
- v drugih primerih, določenih z zakonom ali družbeno pogodbo.

509. člen
(oblika sklica skupščine)

(1) Skupščina se skliče s priporočenim pismom vsem družbenikom, ki so na dan sklica skupščine vpisani v register, v katerem mora biti naveden tudi dnevni red skupščine, najmanj 25 dni pred dnem zasedanja skupščine.

(2) Če skupščina ni pravilno sklicana, lahko veljavno sprejema sklepe le, če so navzoči vsi družbeniki.

(3) Določba prejšnjega odstavka velja tudi za sklepe o zadevah, ki niso bile najavljene na način, predpisan za sklic, vsaj tri dni pred zasedanjem skupščine.

510. člen
(sklepčnost in odločanje skupščine družbenikov)

(1) Skupščina družbenikov veljavno odloča, če je navzočih toliko družbenikov, da imajo večino glasov v skladu z določbo prvega odstavka 506. člena tega zakona.

(2) Če ni z zakonom ali družbeno pogodbo določeno drugače, odločajo družbeniki na skupščini z večino oddanih glasov.

(3) Družbena pogodba lahko določi, da se že v vabilu za skupščino določi naknadni dan zasedanja skupščine, če ta ob prvotno določenem času ne bi bila sklepčna; skupščina na naknadnem zasedanju

Article 505 of this Act;
- when it is essential for the interests of the company;
- if the annual balance sheet or an interim balance sheet shows that one half of the share capital has been lost;
- in other cases provided by an Act or the memorandum of association.

Article 509
(Manner of convening a general meeting)

(1) The general meeting shall be convened by a registered letter which shall be sent to all company members who are entered in the register on the date of convening of the general meeting, which shall also include the agenda of the general meeting, at least 25 days before the general meeting.

(2) If a general meeting is not convened properly, it may only adopt valid resolutions if all the company members are present.

(3) The provision of the preceding paragraph shall also apply to resolutions on matters that were not announced in the manner prescribed for the convening of a general meeting at least three days before the general meeting.

Article 510
(Quorum and decision-making at a general meeting)

(1) The general meeting shall adopt valid resolutions if sufficient company members are present to constitute a majority of the votes in accordance with the provision of paragraph one of Article 506 of this Act.

(2) Unless otherwise provided by an Act or by the memorandum of association, the company members shall make decisions at the general meeting by a majority of votes cast.

(3) The memorandum of association may lay down that the invitation to the general meeting shall also indicate an alternative date for the general meeting if the general meeting would fail have a quorum at

veljavno odloča ne glede na število navzočih družbenikov.

(4) Naknadni dan zasedanja skupščine ne sme biti določen prej kot naslednji delovni dan po prvotno določenem dnevu.

511. člen
(pravice manjšinskih družbenikov)

(1) Družbeniki, katerih poslovni deleži predstavljajo najmanj desetino osnovnega kapitala, smejo zahtevati sklic skupščine; pri tem morajo navesti zadeve, o katerih naj bi skupščina odločala, in vzroke za sklic skupščine.

(2) Družbeniki, ki izpolnjujejo pogoje iz prejšnjega odstavka, lahko zahtevajo, da se odločanje o določeni zadevi uvrsti na dnevni red že sklicane skupščine.

(3) Družbeniki iz prvega odstavka tega člena lahko sami skličejo skupščino ali uvrstijo zadevo na dnevni red, če njihova zahteva iz prejšnjih odstavkov ni bila sprejeta ali če so bile osebe, na katere bi morala biti zahteva naslovljena, odsotne.

(4) Za skupščino, sklicano po določbah tega člena, veljajo splošne določbe tega oddelka. Ta skupščina odloča tudi o tem, ali bo družba krila stroške sklica skupščine ali razširitve dnevnega reda.

512. člen
(pravica družbenika do informacij in vpogleda)

(1) Poslovodja mora družbenika na njegovo zahtevo nemudoma

the originally indicated date; the general meeting convened on the alternative date shall adopt valid resolutions notwithstanding the number of company members present.

(4) The alternative date for the general meeting shall not be sooner than the business day following the original date on which the general meeting should have taken place.

Article 511
(Rights of minority shareholders)

(1) The company members whose business interests account for at least one tenth of the share capital may require that a general meeting be convened. In their request, they shall indicate the matters that the general meeting should decide on and the reasons for the convening of the general meeting.

(2) The company members that meet the conditions set out in the preceding paragraph may require that deciding on a particular matter be included in the agenda of a general meeting that has already been convened.

(3) company members referred to in paragraph one of this Article may convene a general meeting or include a matter on the agenda by themselves if their request referred to in the preceding paragraphs has not been accepted, or if persons to whom the request should have been addressed are absent.

(4) The general provisions of this Section shall apply to a general meeting convened in accordance with the provisions of this Article. A general meeting so convened shall also decide on whether the company is to bear the costs of convening the general meeting or on expanding the agenda.

Article 512
(Company members' right to information and the right to inspect the company's books and records)

(1) The manager shall inform a company member at their

obvestiti o zadevah družbe ter mu dovoliti vpogled v knjige in spise.

(2) Poslovodja sme zavrniti zahtevo po informacijah ali vpogledu, če je verjetno, da bi jih družbenik uporabil za namen, ki je v nasprotju z interesi družbe, in bi s tem družbi ali z njo povezani družbi prizadel občutno škodo. O odklonitvi zahteve dokončno odločajo družbeniki.

513. člen
(sodna odločba o pravici do informacije in vpogleda)

Družbenik, ki mu informacije nisi bile dane ali mu ni bil dovoljen vpogled v knjige in spise ali je poslovodja zavrnil njegovo zahtevo v nasprotju z drugim odstavkom prejšnjega člena, sme od sodišča zahtevati, da s sodno odločbo dovoli, da se informacije dajo ali da se dovoli vpogled.

514. člen
(nadzorni svet)

Če je v družbeni pogodbi določeno, da ima družba nadzorni svet, se zanj smiselno uporabljajo določbe o nadzornem svetu v delniški družbi, če družbena pogodba ne določa drugače.

515. člen
(poslovodja)

(1) Družba ima enega ali več poslovodij (direktorjev), ki na lastno odgovornost vodijo posle družbe in jo zastopajo.

(2) V družbeni pogodbi je lahko določeno, da se poslovodja imenuje za določen čas, ki ne sme biti krajši od dveh let. Ista oseba je

request of the company's affairs and allow them to inspect the company's books and records.

(2) The manager may refuse a request for information or inspection if the company member is likely to use the information obtained for a purpose that would be in conflict with the interests of the company, thereby causing significant damage to the company or to its affiliated company. The final decision on the refusal of such request shall be made by the company members.

Article 513
(Court decision on right to information and inspection)

A company member that has been denied information or has not been allowed to inspect the company's books and records, or whose request was refused by the manager in violation of paragraph two of the preceding Article, may request that the court issue a decision permitting them to receive the information or to inspect the company's books and records.

Article 514
(Supervisory Board)

If the memorandum of association provides that the company shall have a supervisory board, the provisions on the supervisory board of a public limited company shall apply *mutatis mutandis* to the supervisory board unless otherwise provided by the memorandum of association.

Article 515
(Manager)

(1) A company shall have one or more managers (directors) who shall manage the company's operations and represent the company at their own liability.

(2) The memorandum of association may provide that a manager shall be appointed for a fixed period of time of no less than two

lahko za poslovodjo ponovno imenovana.

(3) Skupščina družbenikov lahko odpokliče poslovodjo kadarkoli, ne glede na to, ali je imenovan za določen ali nedoločen čas. V družbeni pogodbi se lahko določi, da skupščina odpokliče poslovodjo samo iz razlogov, določenih z družbeno pogodbo. Za zahtevke iz pogodbe o opravljanju funkcije poslovodje se uporabljajo pravila, s katerimi so urejena obligacijska razmerja.

(4) Če ima družba nadzorni svet, poslovodjo imenuje in odpokliče ta svet.

(5) Družba ima lahko tudi več poslovodij. Družbena pogodba določa, ali delujejo skupno ali kot posamični poslovodje.

(6) Za poslovodjo se smiselno uporabljajo določbe drugega odstavka 255. člena in 263. člena tega zakona.

(7) Za odškodninsko odgovornost zaradi vpliva tretjih oseb se smiselno uporabljajo določbe 264. člena tega zakona.

4. oddelek
SPREMEMBA DRUŽBENE POGODBE

516. člen
(sklep družbenikov)

(1) O spremembi družbene pogodbe odločajo družbeniki na skupščini s tričetrtinsko večino glasov vseh družbenikov. Družbena pogodba lahko določi za veljavno odločitev še druge zahteve.

(2) Sklep o spremembi družbene pogodbe mora, razen pri spremembi sedeža, firme ali dejavnosti, potrditi notar.

years. The same person may be reappointed as the manager.

(3) The general meeting may remove the manager at any time, notwithstanding whether the manager has been appointed for a fixed period or indefinite period of time. The memorandum of association may lay down that the manager shall only be removed for the reasons specified therein. The rules governing contractual obligations shall be applied to claims stemming from a contract for the performance of managerial duties.

(4) If the company has a supervisory board, the manager shall be appointed and removed by the supervisory board.

(5) A company may have more than one manager. The memorandum of association shall lay down whether the managers shall act jointly or individually.

(6) The provisions of paragraph two of Article 255 and Article 263 of this Act shall apply *mutatis mutandis* to the manager.

(7) The provisions of Article 264 of this Act shall apply *mutatis mutandis* to the damage liability due to the influence of third parties.

Section 4
AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Article 516
(Resolution of company members)

(1) The company members shall decide to amend the memorandum of association at a general meeting by a three-quarter majority of the votes of all company members. The memorandum of association may set out other requirements in order for the decision to be valid.

(2) A resolution to amend the memorandum of association, with the exception of a change regarding the registered office, company name or activity, shall be authenticated by a notary.

(3) Če se s spremembo družbene pogodbe povečajo obveznosti družbenikov do družbe, morajo sklep, razen pri povečanju osnovnega kapitala, sprejeti vsi družbeniki.

(4) Poslovodja mora spremembo družbene pogodbe prijaviti za vpis v register. Prijavi se priloži prečiščeno besedilo družbene pogodbe, ki mu mora biti priloženo notarjevo potrdilo, da se spremenjene določbe družbene pogodbe ujemajo s sklepom o spremembi družbene pogodbe. Če je za spremembo družbene pogodbe potrebno dovoljenje državnega ali drugega organa, se prijavi priloži tudi ta listina.

(5) Ne glede na prejšnji odstavek se pri prijavi spremembe družbene pogodbe, ki je bila sklenjena na posebnem obrazcu iz prvega odstavka 474. člena tega zakona, priloži prečiščeno besedilo družbene pogodbe na novem obrazcu, ki se ujema s priloženim sklepom o spremembi družbene pogodbe. Če se s sklepom o spremembi družbene pogodbe določajo sestavine družbene pogodbe, ki jih vsebina obrazca ne omogoča, mora biti družbena pogodba v prečiščenem besedilu sklenjena v obliki notarskega zapisa.

(6) Sprememba družbene pogodbe začne veljati z vpisom v register.

517. člen
(povečanje osnovnega kapitala)

(1) Skupščina družbenikov lahko sklene, da se poveča osnovni kapital.

(2) Povečanje osnovnega kapitala se lahko opravi kot povečanje osnovnega kapitala z vložki ali kot povečanje osnovnega kapitala iz sredstev družbe.

(3) Če prednostna pravica do prevzema novih vložkov ni

(3) If an amendment to the memorandum of association increases the company members' obligations towards the company, the resolution shall be adopted by all company members, except in the case of an increase in the share capital.

(4) The manager shall submit an application for entry of the amendment to the memorandum of association in the register. The application shall be accompanied by a copy of the consolidated text of the memorandum of association together with a notarial certificate that the amended provisions of the memorandum of association correspond to the resolution to amend the memorandum of association. If permission from a state or other authority is required to amend the memorandum of association, a document demonstrating the relevant permission shall be submitted together with the application.

(5) Notwithstanding the provision of the preceding paragraph, an application made out on a special form referred to in paragraph one of Article 474 of this Act shall be accompanied by a copy of the consolidated text of the memorandum of association on a new form which matches the attached resolution to amend the memorandum of association. If the resolution to amend the memorandum of association defines the elements of the memorandum of association that are not supported by the content of the form, the consolidated text of the memorandum of association shall be signed as a notarial record.

(6) Amendments to the memorandum of association shall become effective on the date of entry in the register.

Article 517
(Increase of share capital)

(1) The general meeting may decide to increase the share capital.

(2) The share capital may be increased through capital contributions or from the company's assets.

(3) If the pre-emption right to acquire new shareholdings is not

izključena s sklepom o povečanju osnovnega kapitala, imajo dosedanji družbeniki prednostno pravico do prevzema novih vložkov v sorazmerju s svojimi deleži v osnovnem kapitalu. Rok za uveljavitev te pravice je 14 dni od dneva skupščine, na kateri je bil sprejet sklep o povečanju osnovnega kapitala. Za izključitev prednostne pravice se smiselno uporabljajo določbe četrtega in petega odstavka 337. člena tega zakona.

(4) Z dnem vpisa povečanja osnovnega kapitala z vložki v register pridobijo dosedanji družbeniki nov in samostojen poslovni delež. Za povečanje osnovnega kapitala se smiselno uporabljajo določbe 475. člena tega zakona.

(5) Pri povečanju osnovnega kapitala iz sredstev družbe se osnovni vložki dosedanjih družbenikov povečajo v sorazmerju z njihovimi poslovnimi deleži v dosedanjem osnovnem kapitalu. Za povečanje osnovnega kapitala iz sredstev družbe se smiselno uporabljajo določbe 358. in 359. člena ter prvega odstavka 360. člena tega zakona, razen določb o revidiranju bilance, če družba ni zavezana k revidiranju letnih poročil.

518. člen
(stvarni vložki)

Za povečanje osnovnega kapitala z izročitvijo enega ali več stvarnih vložkov se smiselno uporabljajo določbe o stvarnih vložkih pri ustanovitvi družbe.

519. člen
(prevzem novih vložkov)

Vložke povečanega osnovnega kapitala lahko prevzame vsak dosedanji ali nov družbenik, lahko pa tudi vsi družbeniki skupaj. Prevzem mora biti sestavljen v obliki notarskega zapisa.

excluded by the resolution to increase the share capital, the existing company members shall have the pre-emption right to acquire new shareholdings in proportion to their existing interests in the share capital. The time limit for exercising this right shall be 14 days from the date of the general meeting that adopted the resolution to increase the share capital. The provisions of paragraphs four and five of Article 337 of this Act shall apply *mutatis mutandis* to the exclusion of the pre-emption right.

(4) The current company members shall acquire new and independent business interests on the date the increase of the share capital through capital contributions was entered in the register. The provisions of Article 475 of this Act shall apply *mutatis mutandis* to the increase of the share capital.

(5) In the case of an increase of share capital from the company's assets, the capital contributions of the existing company members shall be increased in proportion to their business interests in the existing share capital. The provisions of Articles 358 and 359 and of paragraph one of Article 360 of this Act, with the exception of the provisions on the audit of the balance sheet, shall apply *mutatis mutandis* in respect of the increase of the share capital from the company's assets when the company is not obliged to have its annual reports audited.

Article 518
(Non-cash contributions)

The provisions on non-cash contributions in the formation of a company shall apply *mutatis mutandis* to the increase in the share capital through the delivery of one or more non-cash contributions.

Article 519
(Acquisition of new contributions)

The contributions constituting the increased share capital may be acquired by any of the existing company members or by a new company member or jointly by all the company members. The acquisition shall be drawn up in the form of a notarial record.

520. člen
(zmanjšanje osnovnega kapitala)

(1) Skupščina družbenikov lahko sklene, da se osnovni kapital družbe zmanjša.

(2) Zmanjšanje je veljavno le:
- če poslovodja vsaj dvakrat objavi sklep o zmanjšanju osnovnega kapitala in v objavi pozove upnike, da se zglasijo pri družbi in izjavijo, ali soglašajo z zmanjšanjem osnovnega kapitala; upnike, ki so družbi znani, mora pozvati neposredno, ali

- če družba upnikom, ki niso soglašali z zmanjšanjem osnovnega kapitala, poravna zahtevke ali zagotovi varščino.

(3) Zmanjšanje osnovnega kapitala se lahko prijavi za vpis v register šele po enem letu od zadnje objave iz prve alineje prejšnjega odstavka in po tem, ko poslovodja predloži dokaze o tem, da je družba poravnala zahtevke upnikom ali jim zagotovila varščino iz druge alineje prejšnjega odstavka.

(4) Zmanjšanje osnovnega kapitala ne sme biti v nasprotju z določbami 475. člena tega zakona.

(5) Zmanjšanje osnovnega kapitala se lahko opravi tudi po poenostavljenem postopku. Za tako zmanjšanje osnovnega kapitala se smiselno uporabljajo določbe prvega, drugega in tretjega odstavka 379. člena tega zakona.

(6) Zmanjšanje osnovnega kapitala se lahko opravi tudi z umikom poslovnih deležev. Za tako zmanjšanje osnovnega kapitala se smiselno uporabljajo določbe 381. do 383. člena tega zakona.

5. oddelek
PRENEHANJE DRUŽBE

Article 520
(Reduction in the share capital)

(1) The general meeting may decide to reduce the share capital.

(2) A reduction shall only be valid:
- if the manager publishes the resolution to reduce the share capital at least twice and calls on the creditors in their announcement to contact the company and declare whether they consent to the share capital reduction; creditors who are known to the company shall be called upon directly, or
- if the company settles the claims of creditors that did not consent to the share capital reduction or provides them with collateral.

(3) An application for entering a reduction of the share capital in the register may only be submitted after one year from the date of publication of the last announcement referred to in indent one of the preceding paragraph, and after the manager has submitted evidence that the company has settled the claims of creditors or provided them with the collateral referred to in the second indent of the preceding paragraph.

(4) A reduction of the share capital shall not be contrary to the provisions of Article 475 of this Act.

(5) A reduction of the share capital may also be carried out under a simplified procedure. The provisions of paragraphs one, two and three of Article 379 of this Act shall apply *mutatis mutandis* to such reduction of the share capital.

(6) Share capital may also be reduced by withdrawal of business interests. The provisions of Articles 381 to 383 of this Act shall apply *mutatis mutandis* to such reduction of the share capital.

Section 5
DISSOLUTION OF A COMPANY

521. člen
(razlogi za prenehanje)

(1) Družba preneha:
- če preteče čas, za katerega je ustanovljena;
- če tako sklenejo družbeniki z vsaj tričetrtinsko večino glasov vseh družbenikov; družbena pogodba lahko določi višjo večino;
- če sodišče ugotovi ničnost kapitalske družbe;
- s stečajem;
- s sodno odločbo v skladu z drugim odstavkom tega člena;
- če nima družbenikov ali če ima družba samo lastne deleže,
- če poslovodstvo ne deluje več kot šest mesecev,
- z združitvijo v kakšno drugo družbo, ali
- če se osnovni kapital zniža pod zakonsko določen znesek.

(2) Vsak družbenik, čigar poslovni delež znaša najmanj eno desetino osnovnega kapitala, lahko s tožbo zahteva, da sodišče odloči o prenehanju družbe, če meni, da ni mogoče v zadostni meri doseči ciljev družbe ali da obstajajo kakšni drugi utemeljeni razlogi za prenehanje družbe.

6. oddelek
UPORABA DOLOČB O DELNIŠKI DRUŽBI

522. člen
(smiselna uporaba)

Za postopek likvidacije, prenehanja po skrajšanem postopku, uveljavljanje ničnosti in izpodbojnosti sklepov skupščine se smiselno uporabljajo določbe tega zakona o delniški družbi.

7. oddelek

Article 521
(Grounds for dissolution)

(1) A company shall be dissolved:
- upon the expiry of the period of time for which it was formed;
- by resolution of the general meeting, which shall be adopted with a three-quarter majority of the votes of all company members; a larger majority of the capital may be stipulated by the memorandum of association:
- if the court establishes the voidness of a company limited by shares;
- in the case of bankruptcy;
- by court decision in accordance with paragraph two of this Article;
- if the company has no company members or it only has own shares,
- if the management has been inactive for more than six months,
- by merger with another company, or
- if the company's share capital is reduced below the statutory minimum amount.

(2) Any company member whose business interest accounts for at least one tenth of the share capital may file an action requesting the court to decide on the dissolution of the company if they believe the company's goals cannot sufficiently be achieved or that some other well-founded reasons exist for the dissolution of the company.

Section 6
APPLICATION OF PROVISIONS ON PUBLIC LIMITED COMPANIES

Article 522
(Application *mutatis mutandis*)

The provisions of this Act on public limited companies shall apply *mutatis mutandis* to the winding-up procedure, the dissolution of the company under simplified procedure, and establishing the voidness and challengeability of the resolutions of the general meeting.

Section 7

DRUŽBA Z ENIM DRUŽBENIKOM

523. člen
(ustanovitev)

(1) Če ustanavlja družbo samo ena oseba (v nadaljnjem besedilu: ustanovitelj), sprejme ta oseba akt o ustanovitvi, za katerega ni potrebno, da je v obliki notarskega zapisa. Akt o ustanovitvi je lahko tudi na posebnem obrazcu v pisni ali elektronski obliki.

(2) Minister, pristojen za gospodarstvo, predpiše obliko in vsebino posebnega obrazca.

(3) Za družbo z enim družbenikom se uporabljajo pravila o družbi z omejeno odgovornostjo, če ni v tem oddelku drugače določeno.

524. člen
(vplačilo osnovnega vložka)

(1) Če ustanovitelj pred prijavo družbe za vpis v register ni v celoti vplačal denarnega dela osnovnega vložka, mora za manjkajoči del zagotoviti družbi ustrezno varščino.

(2) Ustanovitelj mora listino o varščini predložiti sodišču ob prijavi za vpis v register.

(3) Če se v treh letih po vpisu družbe v register vsi poslovni deleži združijo v rokah enega samega družbenika ali poleg njega še v rokah družbe, mora družbenik v treh mesecih po združitvi v celoti vplačati vse zneske osnovnih vložkov ali zagotoviti družbi ustrezno varščino.

525. člen
(veljavnost pravnih poslov)

(1) Pravni posli, ki jih sklene edini družbenik v imenu družbe s samim seboj kot drugo pogodbeno stranko, morajo biti v pisni obliki, pri

SINGLE MEMBER COMPANY

Article 523
(Incorporation)

(1) If a company is formed by a single person (hereinafter: founder), such person shall adopt the articles of incorporation, which need not be drawn up as a notarial record. The articles of incorporation may also be adopted on a special form in written or electronic form.

(2) The minister responsible for the economy shall prescribe the form and content of the special form of the memorandum of association.

(3) A single member company shall be subject to the rules on limited liability companies unless otherwise provided in this Section.

Article 524
(Payment of capital contributions)

(1) If, before the application for entering the company in the register has been submitted, the founder has not fully paid in the cash portion of their capital contribution, they shall provide appropriate collateral to the company for the unpaid portion.

(2) The founder shall submit documentary evidence of such collateral to the court when submitting the application for registration.

(3) If all business interests are held by a single company member or are held by the company member and the company within three years of the company being entered in the register, the company member shall pay all capital contributions in full, or provide appropriate collateral to the company within three months of the acquisition date.

Article 525
(Validity of legal transactions)

(1) Legal transactions entered into by the sole company member on behalf of the company with themselves as the opposing party

čemer kolizijski zastopnik družbe ni potreben.

(2) Določba prejšnjega odstavka ne velja za pravne posle, sklenjene pri rednem poslovanju.

(3) Določbe tega člena se smiselno uporabljajo tudi za delniško družbo z enim delničarjem.

526. člen
(upravljanje družbe)

(1) Ustanovitelj samostojno odloča o vprašanjih iz 505. člena tega zakona.

(2) Ustanovitelj mora vse odločitve o vprašanjih iz 505. člena tega zakona vpisovati v knjigo sklepov. Sklepi, ki niso vpisani v knjigo sklepov, nimajo pravnega učinka.

(3) Določbe prejšnjega odstavka se ne uporabljajo za sklepe, ki jih sprejme ustanovitelj ob ustanovitvi družbe in na katerih overi njegov podpis točka VEM ali notar, ki v imenu ustanovitelja vloži elektronski predlog za vpis ustanovitve družbe v register.

(4) Ustanovitelj sklepe iz drugega odstavka tega člena vpisuje:

1. v pisno knjigo sklepov, ki jo mora potrditi notar pred vpisom prvega sklepa, ali
2. v elektronsko knjigo sklepov, ki jo vodi notarska zbornica.

(5) Notarska zbornica v soglasju z ministri, pristojnimi za gospodarstvo, pravosodje in javno upravo, predpiše podrobnejši način vodenja knjige sklepov.

IV. DEL
POVEZANE DRUŽBE

shall be recorded in writing, in which case the company shall have no need for a representative regarding the conflict of interest.

(2) The provision of the preceding paragraph shall not apply to legal transactions concluded as a part of the company's normal course of operations.

(3) The provisions of this Article shall also apply *mutatis mutandis* to a single shareholder public limited company.

Article 526
(Corporate governance)

(1) The founder shall independently decide on the issues referred to in Article 505 of this Act.

(2) The founder shall keep a register of all decisions on issues referred to in Article 505 of this Act in a register of resolutions. Decisions not entered in the register of resolutions shall have no legal effect.

(3) The provisions of the preceding paragraph shall not apply to resolutions adopted by the founder on the formation of the company and for which the founder's signature has been certified by the VEM point or a notary who electronically submits an application for entering the company in the register on behalf of the founder.

(4) The Founder shall enter the resolutions referred to in paragraph two of this Article:

1. in a register of resolutions in hard copy to be confirmed by a notary prior to the registration of the first resolution, or
2. in an electronic register of resolutions kept by the chamber of notaries.

(5) The chamber of notaries shall lay down a detailed method of keeping the register of resolutions in agreement with the ministers responsible for the economy, justice and public administration.

PART IV
AFFILIATED COMPANIES

Prvo poglavje
SPLOŠNE DOLOČBE

527. člen
(vrste povezanih družb)

Za povezane družbe se štejejo pravno samostojne družbe, ki so v medsebojnem razmerju tako, da:
- ima ena družba v drugi večinski delež (družba v večinski lasti in družba z večinskim deležem);
- je ena družba odvisna od druge (odvisna in obvladujoča družba);

- so koncernske družbe;
- sta dve družbi vzajemno kapitalsko udeleženi, ali
- so povezane s podjetniškimi pogodbami.

528. člen
(družbe v večinski lasti in družbe z večinskim deležem)

(1) Če večina deležev pravno samostojne družbe pripada drugi družbi ali če drugi družbi pripada večina glasovalnih pravic (večinski delež), se ta družba šteje za družbo v večinski lasti, druga družba pa je družba z večinskim deležem.

(2) Deleži družbe, ki pripadajo drugi družbi, se določajo po razmerju med seštevkom nominalnih zneskov njenih delnic z nominalnim zneskom ali zneskov njenih osnovnih vložkov in zneskom osnovnega kapitala. Pri družbi s kosovnimi delnicami se ti deleži določajo po razmerju med številom kosovnih delnic in številom vseh izdanih kosovnih delnic. Lastni deleži se od osnovnega kapitala odštejejo. Deleži, ki pripadajo drugemu za račun družbe, so izenačeni z lastnimi deleži družbe.

(3) Glasovalne pravice, ki pripadajo družbi, se ugotovijo iz

Chapter One
GENERAL PROVISIONS

Article 527
(Types of affiliated companies)

Affiliated companies shall be legally independent companies that are in a mutual relationship in which:
- one company has a majority interest in the other company (a majority-owned company and a company with a majority interest);
- one company is dependent on the other (the subsidiary and the parent company);
- they are concern companies;
- the two companies have mutual equity participation, or
- the companies are affiliated through business agreements.

Article 528
(Majority-owned companies and companies with a majority interest)

(1) If the majority of interests in a legally independent company or the majority of the voting rights (majority interest) are held by another company, that company shall be deemed to be a majority-owned company and the other company shall be deemed to be the company with a majority interest.

(2) The interests held by a company that belong to another company shall be determined on the basis of the ratio between the sum of the nominal values of its par value shares, and the nominal value of its capital contributions and the amount of the share capital. In a company with no-par value shares, such interests shall be determined according to the ratio between the number of no-par value shares and the total number of no-par value shares issued. Own interests shall be deducted from the share capital. The interests belonging to another person on behalf of the company shall be treated in the same way as the company's own interests.

(3) The voting rights held by a company shall be established

razmerja med številom glasovalnih pravic, ki jih družba lahko uresničuje iz svojih deležev, in skupnim številom vseh glasovalnih pravic. Od skupnega števila vseh glasovalnih pravic se odštejejo glasovalne pravice iz lastnih deležev družbe in deležev, ki pripadajo drugemu za račun družbe.

(4) Za deleže družbe z večinskim deležem veljajo tudi tisti deleži, ki pripadajo od nje odvisni družbi, drugemu za račun te družbe ali za račun od nje odvisne družbe, če je imetnik družbe podjetnik, in deleži, ki pomenijo imetnikovo premoženje.

529. člen
(odvisna in obvladujoča družba)

(1) Odvisna družba je pravno samostojna družba, ki jo neposredno ali posredno obvladuje druga družba (obvladujoča družba).

(2) Domneva se, da je družba v večinski lasti odvisna od družbe, ki ima v njej večinski delež.

530. člen
(koncern in koncernske družbe)

(1) Koncern sestavljajo:
- ena obvladujoča in ena ali več odvisnih družb, povezanih pod enotnim vodstvom obvladujoče družbe (dejanski koncern);
- družbe, ki so povezane s pogodbo o obvladovanju (pogodbeni koncern), ali
- pravno samostojne družbe, povezane z enotnim vodstvom, ne da bi bile pri tem družbe medsebojno odvisne (koncern z razmerjem enakopravnosti).

(2) Domneva se, da je odvisna družba z obvladujočo družbo koncern.

(3) V koncern vključene in z enotnim vodstvom povezane družbe so koncernske družbe.

on the basis of the ratio between the number of voting rights that the company may exercise based on its interests and the total amount of all voting rights. The voting rights based on the company's own interests as well as the interests belonging to other persons on behalf of the company shall be deducted from the total number of all voting rights.

(4) The interests held by a company with a majority interest shall also include the interests which belong to its subsidiary or another person on behalf of its subsidiary or on behalf of a company controlled by its subsidiary, if the holder of such company is a sole trader, and the interests are deemed to be their assets.

Article 529
(Subsidiary and parent company)

(1) A subsidiary shall be a legally independent company that is directly or indirectly controlled by another company (the parent company).

(2) A majority-owned company shall be presumed to be a subsidiary of a company that holds a majority interest in it.

Article 530
(Concern and concern companies)

(1) A concern of companies shall consist of:
- a parent company and one or more subsidiaries affiliated under the single management of the parent company (a factual concern);
- companies affiliated under a control agreement (a contractual concern); or
- legally independent companies affiliated under a single management without the companies being mutually dependent (a flat concern).

(2) It shall be presumed that a subsidiary and a parent company together constitute a concern of companies.

(3) Companies that are included in a concern of companies and are affiliated under a single management shall be deemed to be

531. člen
(vzajemno kapitalsko udeležene družbe)

(1) Vzajemno kapitalsko udeležene družbe so kapitalske družbe s sedežem v Republiki Sloveniji, ki so povezane tako, da vsaki družbi pripada več kot četrtina deležev druge družbe. Koliko deležev druge družbe pripada družbi, se ugotavlja po določbah drugega in četrtega odstavka 528. člena tega zakona.

(2) Če ima ena vzajemno kapitalsko udeležena družba v drugi družbi večinski delež ali če lahko drugo družbo neposredno ali posredno obvladuje, velja prva za obvladujočo, druga pa za odvisno družbo.

(3) Če ima vsaka vzajemno kapitalsko udeležena družba v drugi družbi večinski delež ali če lahko vsaka družba drugo neposredno ali posredno obvladuje, veljata obe družbi za obvladujoči in odvisni.

532. člen
(dolžnost obveščanja in posledice kršitve dolžnosti obveščanja)

(1) Kakor hitro ima družba več kot četrtino delnic ali deležev druge kapitalske družbe s sedežem v Republiki Sloveniji, ji mora to takoj pisno sporočiti.

(2) Kakor hitro ima družba v drugi družbi večinski delež, ji mora to takoj pisno sporočiti.

(3) Če delež ni več tako visok, da bi morala biti družba o tem obveščena, ji je tudi to treba takoj sporočiti.

concern companies.

Article 531
(Companies with mutual equity participation)

(1) Companies with mutual equity participation shall be companies limited by shares that are formed in the Republic of Slovenia and are affiliated by virtue of the fact that each company holds more than one-quarter of the interests in the other company. The amount of interest of one company which belongs to the other company shall be determined in accordance with the provisions of paragraphs two and four of Article 528 of this Act.

(2) If one of the companies with mutual equity participation has a majority interest in the other company or if it controls the other company directly or indirectly, the first company shall be the parent company and the other company shall be the subsidiary.

(3) If each of the companies with mutual equity participation has a majority interest in the other company, or if the companies can exercise direct or indirect control over each other, the two companies shall both be deemed to be the parent and subsidiary companies.

Article 532
(Duty to notify and consequences of violating this duty)

(1) As soon as a company acquires more than one quarter of the interests or shares in another company limited by shares which has its registered office in the Republic of Slovenia, it shall immediately notify this fact to the company in writing.

(2) As soon as a company acquires a majority interest in another company, it shall immediately notify this fact to the company in writing.

(3) If the proportion of the interests is no longer large enough to require the notification of the other company, the other company shall be immediately notified thereof.

(4) Družba, ki prejme sporočilo, ga mora takoj objaviti.

(5) Družba, ki je dobila sporočilo, lahko zahteva, da se obstoj udeležbe dokaže.

(6) Družba, od nje odvisna družba ali kdo drug za račun družbe ali od nje odvisne družbe ne more uresničevati pravic iz delnic in deležev družbe, ki jo je dolžna obveščati, dokler družba tega ne stori.

(7) Ta člen se ne uporablja za družbe, za katere se uporabljajo določbe zakona, ki ureja trg finančnih instrumentov, o obveznostih glede informacij o pomembnih deležih v družbi.

533. člen
(pogodba o obvladovanju in pogodba o prenosu dobička)

(1) Pogodba, s katero družba podredi vodenje družbe drugi družbi, je pogodba o obvladovanju.

(2) Pogodba, s katero se družba obveže, da svoj celotni dobiček prenese na drugo družbo, je pogodba o prenosu dobička. Za pogodbo o prenosu dobička se šteje tudi pogodba, s katero družba prevzame obveznost, da bo svojo družbo vodila za račun druge družbe (pogodba o vodenju poslov).

(3) Če si med seboj neodvisne družbe s pogodbo postavijo enotno vodstvo, ne da bi ena od njih postala odvisna od druge družbe, ki sklepa pogodbo, potem ne gre za pogodbo o obvladovanju.

(4) Plačila družbe na podlagi pogodbe o obvladovanju ali pogodbe o prenosu dobička se ne štejejo za kršitev 227. in 230. člena tega zakona.

534. člen

(4) The company that receives such notification shall publish it without delay.

(5) The company that receives such notification may require evidence regarding the equity participation.

(6) A company, its subsidiary, or other person acting on behalf of the company or its subsidiary may not exercise their rights deriving from shares and interests in a company that it is obliged to notify, until the company has done so.

(7) This Article shall not apply to companies that are subject to the provisions of the Act governing the financial instruments market regarding obligations which concern information on significant interests in the company.

Article 533
(Control and profit transfer agreements)

(1) An agreement by which a company's management is subordinated to another company shall be a control agreement.

(2) An agreement by which a company undertakes to transfer its entire profit to another company shall be a profit transfer agreement. An agreement by which a company assumes the obligation to manage itself on behalf of another company (business conduct agreement) shall also be deemed to be a profit transfer agreement.

(3) If mutually independent companies sign an agreement establishing a single management without any one of them becoming a subsidiary of the other company that is a signatory to this agreement, this agreement shall not be deemed to be a control agreement.

(4) Payment made by a company under the control agreement or the profit transfer agreement shall not constitute a violation of Articles 227 and 230 of this Act.

Article 534

(druge podjetniške pogodbe)

(1) Podjetniške pogodbe so tudi pogodbe, s katerimi se družba:

- obveže, da svoj dobiček ali dobiček svojih posameznih obratov v celoti ali delno združi z dobičkom drugih družb ali posameznih obratov drugih družb, da bi se tako delil skupni dobiček (profitna skupnost);

- obveže, da del svojega dobička ali dobiček svojih posameznih obratov v celoti ali delno prenese na drugega (pogodba o delnem prenosu dobička), ali
- obveže, da obrat svoje družbe da v zakup nekomu drugemu ali ga kako drugače prepusti (pogodba o zakupu obrata, pogodba o prepustitvi obrata).

(2) Pogodba o udeležbi pri dobičku v okviru pogodb tekočega poslovnega prometa ali licenčnih pogodb ni pogodba o delnem prenosu dobička.

535. člen
(soglasje skupščine k podjetniški pogodbi)

(1) Podjetniška pogodba začne veljati šele, ko da k njej soglasje skupščina. Za sklep je potrebna najmanj tričetrtinska večina pri sklepanju zastopanega osnovnega kapitala. Statut lahko določa višjo kapitalsko večino in druge zahteve.

(2) **(črtan)**.

(3) **(črtan)**.

535.a člen
(poročilo o podjetniški pogodbi)

(1) Poslovodstvo vsake družbe, ki je udeležena pri podjetniški pogodbi, mora pripraviti podrobno pisno poročilo, v katerem razloži ter pravno ekonomsko utemelji razloge za sklenitev in vsebino pogodbe, še posebej vrsto in višino nadomestila iz 552. člena ter odpravnine iz

(Other business agreements)

(1) Business agreements shall include agreements by which a company:
- undertakes to merge in part or in whole its profit or the profit of its individual establishments with the profit of other companies or individual establishments of other companies in order to distribute a joint profit (profit community);
- undertakes to transfer in part or in full its profit or the profit of its individual establishments to another party (partial profit transfer agreement); or
- undertakes to lease out one of its establishments to another party or to surrender it in some other manner (contract of lease of an establishment, contract to surrender an establishment).

(2) A profit participation agreement within the framework of the current business agreement or licence agreements shall not be deemed a partial profit transfer agreement.

Article 535
(General meetings' consent to a business agreement)

(1) A business agreement shall not enter into force until after it has gained the consent of the general meeting. A valid resolution shall require the majority of at least three-quarters of the share capital represented at the general meeting. A larger majority of the capital and other requirements may be stipulated by the articles of association.

(2) **(Deleted)**.

(3) **(Deleted)**.

Article 535a
(Report on the business agreement)

(1) The management of each company participating in the business agreement shall prepare a detailed written report where it explains as well as legally and economically substantiates the reasons for the conclusion and the content of the agreement, in particular the type

553. člena tega zakona. Poslovodstva udeleženih družb lahko izdelajo skupno poročilo o pogodbi. V poročilu o pogodbi je treba opozoriti na morebitne posebne težave, ki so nastale pri ocenjevanju vrednosti udeleženih družb, in na posledice, ki jih bo imela pogodba za družbenike.

(2) V poročilu iz prejšnjega odstavka poslovodstvo ni dolžno razkriti podatkov o zadevah družbe iz razlogov iz prve ali tretje alineje drugega odstavka 305. člena tega zakona. V tem primeru je treba v poročilu navesti razloge, zakaj te informacije niso navedene v poročilu.

(3) Poročilo iz prvega odstavka tega člena ni potrebno, če se vsi imetniki deležev vseh udeleženih družb odpovedo njegovi sestavi. Izjava o odpovedi mora biti dana v obliki notarskega zapisa.

535.b člen
(revizija podjetniške pogodbe)

(1) Podjetniško pogodbo mora za vsako udeleženo družbo pregledati eden ali več revizorjev (v nadaljnjem besedilu: pogodbeni revizor). Glede odpovedi reviziji se smiselno uporablja tretji odstavek prejšnjega člena.

(2) Pogodbenega revizorja za posamezno družbo, ki sklepa pogodbo, imenuje sodišče na predlog nadzornega sveta te družbe. Če družba nima nadzornega sveta, predlaga pogodbenega revizorja poslovodstvo.

(3) Ne glede na prvi in drugi odstavek tega člena lahko za vse družbe, ki sklepajo pogodbo, opravi revizijo pogodbe isti pogodbeni revizor (ali revizorji), če s tem soglašajo nadzorni sveti ali upravni odbori vseh družb, udeleženih pri pogodbi. V takem primeru pogodbenega revizorja imenuje sodišče na skupni predlog nadzornih svetov ali upravnih odborov.

and the amount of the compensation referred to in Article 552 of this Act, and the consideration referred to in Article 553 of this Act. The managements of the participating companies may prepare a joint report on the agreement. The report on the agreement shall indicate all possible special issues that arose due to the valuation of the participating companies, and the consequences the agreement shall have for the company members.

(2) In the report referred to in the preceding paragraph the management shall not be obliged to disclose information concerning the issues of the company due to the reasons referred to in indents one or three of paragraph two of Article 305 of this Act. In that case, the report shall state the reasons why the information is not disclosed in the report.

(3) The report referred to in paragraph one of this Article shall not be necessary if all of the holders of the interests in all of the participating companies waive its drawing up. The statement regarding the waiver shall be drawn up in the form of a notarial record.

Article 535b
(Audit of the business agreement)

(1) A business agreement shall be examined for each participating company by one or more auditors (hereinafter: contractual auditor). Paragraph three of the preceding Article shall apply *mutatis mutandis* regarding the waiver of the audit.

(2) For each individual company concluding the business agreement the contractual auditor shall be appointed by the court on the proposal of the supervisory board of that company. If the company does not have its own supervisory board, the contractual auditor shall be proposed by the management.

(3) Notwithstanding the provision of paragraphs one and two of this Article, for all the companies concluding the agreement, the audit of the business agreement may be carried out by the same contractual auditor (or auditors) if the supervisory boards or board of directors of all of the companies participating in the agreement give their consent. In such case, the contractual auditor shall be appointed by the court on the joint proposal of the supervisory boards or the boards of directors.

(4) Pogodbeni revizorji morajo o reviziji pogodbe izdelati pisno poročilo. Poročilo o reviziji pogodbe je lahko tudi skupno za vse družbe, ki sklepajo pogodbo.

(5) Poročilo o reviziji pogodbe mora vsebovati sklep revizorja o tem, ali sta predlagana odpravnina ali nadomestilo primerna. Pri tem je treba zlasti razložiti:

- z uporabo katerih metod sta bila določena nadomestilo in odpravnina, predlagana v pogodbi;
- razloge, zaradi katerih je uporaba teh metod v konkretnem primeru primerna;
- če je bilo za določitev predlaganega nadomestila ali odpravnine uporabljenih več metod, kakšno nadomestilo oziroma kakšna odpravnina izhajata iz uporabe vsake od teh metod; hkrati je treba dati mnenje o relativni pomembnosti, pripisani takim metodam, pri določitvi predlaganega nadomestila ali odpravnine te vrednosti, ki je bila podlaga za njihovo določitev, in opisati vse morebitne težave pri ocenjevanju vrednosti udeleženih podjetij.

(6) Glede poročila pogodbenega revizorja se smiselno uporabljata drugi in tretji odstavek prejšnjega člena.

(7) Glede predložitve revizijskega poročila, poteka in pogojev revidiranja ter odgovornosti pogodbenih revizorjev se smiselno uporabljajo šesti, sedmi in osmi odstavek 583. člena tega zakona.

535.c člen
(pregled pogodbe po nadzornem svetu)

Nadzorni svet vsake družbe, ki sklepa podjetniško pogodbo, mora na podlagi poročila poslovodstva iz 535.a člena in revizijskega poročila iz prejšnjega člena pregledati pogodbo ter o tem izdati pisno poročilo. V poročilu o pregledu pogodbe nadzorni svet ni dolžan razkriti podatkov o zadevah družbe iz razlogov iz prve in tretje alineje drugega odstavka 305. člena tega zakona.

(4) The contractual auditors shall prepare a written report on the audit of the agreement. The written report on the audit of the agreement may be joint for all companies concluding the agreement.

(5) The report on the audit of the agreement shall include a resolution of the auditor on whether the proposed compensation and consideration are appropriate. The following shall be explained in particular:

- which methods were used for determining the compensation and consideration proposed in the agreement;
- the reasons as to why the use of these methods is appropriate in the specific case;
- if there were several methods used for determining the proposed compensation or consideration, indicate the compensation or consideration which was arrived at when using each method; at the same time, when determining the proposed compensation or consideration amount, an opinion on the relative importance attributed to the methods that were used shall be given, and all of the possible issues regarding the determining of the value of the participating companies shall also be described.

(6) Paragraphs two and three of the preceding Article shall apply *mutatis mutandis* to the report of the contractual auditor.

(7) The provisions of paragraph six, seven and eight of Article 583 of this Act shall apply *mutatis mutandis* to the submission of the report on the audit, the conducting and conditions of the audit, and the liability of the contractual auditors.

Article 535c
(Examination of contract by the supervisory board)

The supervisory board of each company concluding a business agreement shall examine the contract and issue a written report on the basis of the management report referred to in Article 535a and on the basis of the report on the audit referred to in the preceding Article. The supervisory board shall not be obliged to disclose the information concerning the issues of the company due to the reasons referred to in indents one and three of paragraph two of Article 305 of this Act in the

535.č člen
(priprava in izvedba skupščine)

(1) Od dneva sklica skupščine, ki bo odločala o soglasju k podjetniški pogodbi, je treba delničarjem oziroma družbenikom vsake od družb, udeleženih pri pogodbi, omogočiti vpogled v:

- podjetniško pogodbo;
- letna poročila vsake od teh družb, ki sklepajo pogodbo, in sicer za zadnja tri poslovna leta;
- poročila poslovodstva (535.a člen), revizorja (535.b člen) ter nadzornega sveta (535.c člen).

(2) Vsakemu delničarju oziroma družbeniku je treba na njegovo zahtevo najpozneje naslednji delovni dan brezplačno dati prepis listin iz prejšnjega odstavka.

(3) Na zasedanju skupščine je treba priložiti listine iz prvega odstavka tega člena. Na začetku obravnave na skupščini mora poslovodstvo ustno razložiti vsebino podjetniške pogodbe. Vsakemu delničarju oziroma družbeniku mora poslovodstvo na zasedanju skupščine na njegovo zahtevo ustno pojasniti tudi zadeve o drugih družbah, ki sklepajo pogodbo, če so te pomembne za sklenitev. Za dolžnost poslovodstva dati pojasnila se smiselno uporabljata prva in druga alineja drugega odstavka 305. člena tega zakona. Pogodba je priloga k zapisniku skupščine družbe.

536. člen
(vpis v register)

(1) Zastopnik družbe mora za vpis v register prijaviti vrsto pogodbe ter ime in priimek ali firmo sopogodbenika, pri pogodbah o delnem prenosu dobička pa tudi dogovor o višini odvajanega dobička. Prijavi se priloži pogodba, in če začne veljati šele s skupščinskim soglasjem drugega sopogodbenika, tudi zapisnik tega sklepa in njegove

report on the examination of the contract.

Article 535č
(Preparation and holding of the general meeting)

(1) From the day of convening of the general meeting which will decide on consent to the business agreement, the following shall be made available for inspection by the shareholders or company members of each of the companies participating in the contract:
- the business agreement,
- annual reports of each of the companies concluding the contract, for the last three financial years,
- reports of the management (Article 535a), the auditor (Article 535b) and the supervisory board (Article 535c).

(2) A copy of the documents referred to in the preceding paragraph shall be provided gratuitously to each shareholder or company member on their request, and no later than on the business day following such request.

(3) The documents referred to in paragraph one of this Article shall be presented at the general meeting. At the beginning of the discussion at the general meeting, the management shall orally explain the content of the business agreement. The management shall orally explain to each shareholder or company member on their request also the matters of the other companies concluding the agreement, if such matters are of importance for the conclusion. Indents one and two of paragraph two of Article 305 of this Act shall apply *mutatis mutandis* for the obligation of the management to provide explanations. The agreement shall be attached to the minutes of the general meeting.

Article 536
(Application for entry in the register)

(1) A representative of the company shall submit an application which states the type of agreement, the name and surname or the company name of the other contracting party for entry in the register, and, in the case of partial profit transfer agreements, also the agreement on the amount of the profit transferred. The application shall

priloge v izvirniku ali overjenem prepisu.

(2) Pogodba začne veljati, šele ko je vpisana v register.

537. člen
(sprememba podjetniške pogodbe)

(1) Podjetniška pogodba se spremeni le s soglasjem skupščine v skladu z določbami 535. do 536. člena tega zakona.

(2) Za veljavnost soglasja skupščine za spremembo pogodbenih določb, ki zavezujejo k plačilu nadomestila delničarjem družbe, ki niso sočasno tudi delničarji družbe, ki s pogodbo postane obvladujoča (zunanji delničarji), ali za pridobitev njihovih delnic je potreben poseben sklep teh delničarjev. Za poseben sklep se uporablja določba prvega odstavka 535. člena tega zakona. Vsakemu od zunanjih delničarjev se dajo na skupščini, ki sklepa o soglasju, pojasnila o vseh za spremembo bistvenih zadevah druge pogodbene stranke.

538. člen
(razveza podjetniške pogodbe)

(1) Podjetniška pogodba se lahko razveže le ob koncu poslovnega leta ali drugega v pogodbi določenega obračunskega obdobja. Pogodbe ni mogoče razvezati z učinkom za nazaj.

(2) Razveza mora biti izražena pisno.

(3) Pogodba, ki zavezuje k plačilu nadomestila zunanjim delničarjem ali pridobitvi njihovih delnic, se razveže le, če ti delničarji dajo

be accompanied by a copy of the agreement and, if the effective date of the agreement is after the general meeting of the other contracting party has given its consent, also the minutes containing such resolution and the original or certified copies of the supplementary documents to the minutes.

(2) An agreement shall enter into force only after it has been entered in the register.

Article 537
(Amendments to a business agreement)

(1) A business agreement shall only be amended with the consent of the general meeting, in accordance with the provisions of Articles 535 to 536 of this Act.

(2) The general meeting shall validly consent to the amendments of the provisions by which the company undertakes to pay compensation to shareholders who are simultaneously not shareholders of the company that has become a parent company under the contract (external shareholders), or to acquire their shares subject to a special resolution by these shareholders. The provision of paragraph one of Article 535 of this Act shall apply to such special resolutions. At the general meeting that decides on the granting of consent, each external shareholder shall be given explanations of all matters concerning the other contracting party that are relevant to the amendment of a business agreement.

Article 538
(Rescission of business agreements)

(1) A business agreement may be rescinded only at the end of the financial year or other calculation period set out in the agreement. An agreement may not be rescinded with retroactive effect.

(2) The agreement shall be rescinded in writing.

(3) An agreement that binds the company to pay compensation to external shareholders or to acquire their shares shall

soglasje z izrednim sklepom. Za izredni sklep se smiselno uporablja določba prvega odstavka 535. člena tega zakona.

539. člen
(odpoved podjetniške pogodbe)

(1) Podjetniška pogodba se lahko odpove zaradi utemeljenega razloga ne glede na odpovedni rok. Utemeljen razlog obstaja zlasti takrat, če druga pogodbena stranka predvidoma ne bo mogla izpolniti pogodbenih obveznosti.

(2) Poslovodstvo družbe lahko pogodbo, ki zavezuje k plačilu nadomestila zunanjim delničarjem ali pridobitvi njihovih delnic, brez utemeljenega razloga odpove le, če ti delničarji dajo soglasje z izrednim sklepom. Za izredni sklep se smiselno uporablja prvi odstavek 535. člena tega zakona.

(3) Odpoved mora biti pisna.

540. člen
(prijava in vpis prenehanja podjetniške pogodbe)

Zastopnik družbe mora za vpis v register takoj prijaviti prenehanje podjetniške pogodbe ter razlog in trenutek prenehanja.

Drugo poglavje
VODENJE IN ODGOVORNOST OBVLADUJOČE DRUŽBE

1. oddelek
VODENJE IN ODGOVORNOST PRI POGODBI O OBVLADOVANJU

541. člen

only be rescinded if these shareholders give their consent by means of an extraordinary resolution. The provision of paragraph one of Article 535 of this Act shall apply *mutatis mutandis* to such extraordinary resolution.

Article 539
(Termination of business agreements)

(1) A business agreement may be terminated when a well-founded reason exists to do so, notwithstanding the notice period for the termination of the agreement. A well-founded reason shall exist particularly when it is anticipated that the other contractual party will be unable to fulfil its contractual obligations.

(2) An agreement that binds the company's management to pay compensation to external shareholders or to acquire their shares shall only be terminated without the existence of a well-founded reason, provided that these shareholders give their consent by means of an extraordinary resolution. The provision of paragraph one of Article 535 of this Act shall apply *mutatis mutandis* to such extraordinary resolution.

(3) The agreement shall be terminated in writing.

Article 540
(Application for registration and entry of termination of the business agreement in the register)

A representative of the company shall submit an application concerning the termination of a business agreement as well as the reason and the time of the termination for entry in the register.

Chapter Two
MANAGEMENT AND LIABILITY OF THE PARENT COMPANY

Section 1
MANAGEMENT AND LIABILITY UNDER THE CONTROL AGREEMENT

Article 541

(pravica vodenja)

(1) Pri pogodbi o obvladovanju ima obvladujoča družba pravico, da odvisni družbi daje navodila za vodenje poslov. Če pogodba ne določa drugače, se lahko dajejo tudi navodila, ki so za družbo škodljiva, če koristijo interesom obvladujoče družbe ali z njo koncernsko povezanih družb.

(2) Poslovodstvo odvisne družbe mora izpolnjevati navodila obvladujoče družbe in ne sme zavrniti navodila, tudi če po njegovem mnenju ne koristi interesom obvladujoče družbe ali z njo koncernsko povezanih družb.

(3) Če je odvisni družbi dano navodilo, naj opravi posel, za katerega je potrebno soglasje nadzornega sveta, to soglasje pa ni dano v ustreznem roku, mora poslovodstvo to sporočiti obvladujoči družbi. Če obvladujoča družba po tem sporočilu ponovi navodilo, soglasje nadzornega sveta ni več potrebno; če ima obvladujoča družba nadzorni svet, se sme navodilo ponoviti le z njegovim soglasjem.

542. člen
(odgovornost obvladujoče družbe)

(1) Obvladujoča družba mora odvisni družbi poravnati vsako med trajanjem pogodbe nastalo letno izgubo, če ta ni poravnana iz drugih rezerv iz dobička, v katere je bil odveden dobiček med trajanjem pogodbe. Enako velja za pogodbo o prenosu dobička.

(2) Če je odvisna družba dala obvladujoči družbi v zakup obrat svoje družbe ali mu ga je drugače prepustila, mora obvladujoča družba poravnati letno izgubo, nastalo med trajanjem pogodbe, če dogovorjena protidajatev ne zadostuje za pokritje.

(3) Družba se lahko odreče zahtevku za poravnavo izgube ali o njem sklene poravnavo šele po preteku treh let od objave vpisa

(Right to manage)

(1) In accordance with the control agreement, the parent company shall have the right to give the subsidiary instructions on how to conduct its business. Unless otherwise provided by the contract, instructions that are detrimental to the company may also be given if they are beneficial to the interests of the parent company or the companies connected with it through a concern.

(2) The management of the subsidiary shall fulfil the parent company's instructions and may not refuse to carry them out even if, in its opinion, they are not beneficial to the interests of the parent company or the companies connected with it through a concern.

(3) If the subsidiary is instructed to carry out a transaction that requires the consent of the supervisory board and that consent is not given within an appropriate time limit, the management shall notify the parent company thereof. If the parent company repeats its instruction following such notification, the consent of the supervisory board shall no longer be required; if the parent company has a supervisory board, the parent company may only repeat the instruction with the consent of its supervisory board.

Article 542
(Liability of parent company)

(1) The parent company shall offset any annual loss incurred by its subsidiary during the period of the agreement if it has not been settled from other revenue reserves to which profit has been allocated during the period of the agreement. The same shall apply to a profit transfer agreement.

(2) If a subsidiary leases out one of its establishments to the parent company or surrenders it to the parent company in some other manner, the parent company shall offset any annual loss incurred during the period of the contract if the agreed consideration is insufficient to cover such loss.

(3) The company may only waive the offset compensation claims or conclude a settlement three years after publication of the entry

prenehanja pogodbe v register, če s tem s posebnim sklepom soglašajo zunanji delničarji, in če temu z izjavo, ki se vnese v zapisnik, ne ugovarja manjšina delničarjev, katere deleži dosegajo skupno najmanj desetino pri sklepanju zastopanega osnovnega kapitala.

(4) Zahtevki iz tega člena zastarajo v petih letih od dneva objave vpisa prenehanja pogodbe v register.

543. člen
(odgovornost zastopnikov obvladujoče družbe)

(1) Zastopniki obvladujoče družbe morajo dajati navodila pravilno in skrbno.

(2) Če kršijo svoje obveznosti, morajo družbi kot solidarni dolžniki povrniti nastalo škodo. V dvomu, ali so pravilno in skrbno izpolnjevali obveznosti, morajo to dokazati.

(3) Družba se lahko odreče odškodninskemu zahtevku ali ga pobota šele po preteku treh let po nastanku zahtevka, če s tem s posebnim sklepom soglašajo zunanji delničarji, in če temu z izjavo, ki se vnese v zapisnik, ne ugovarja manjšina delničarjev, katerih deleži dosegajo skupno najmanj desetino pri sklepanju zastopanega osnovnega kapitala.

(4) Odškodninske zahtevke družbe lahko uveljavlja tudi vsak delničar ali družbenik, vendar lahko zahteva vplačilo le za družbo. Odškodninske zahtevke družbe lahko uveljavljajo tudi upniki družbe, če jih ta ne more poplačati. Odrek zahtevku ali pobot iz prejšnjega odstavka tega člena nasproti upnikom nimata pravnega učinka. Če je zoper družbo začet stečajni postopek, uveljavlja pravico delničarjev ali družbenikov in upnikov do uveljavljanja zahtevka stečajni upravitelj. Zahtevki iz določb tega člena zastarajo v petih letih.

of termination of the contract in the register if all the external shareholders give consent with a special resolution, and provided that a minority of the shareholders whose combined interests amount to at least one tenth of the share capital do not object to this with a statement included in the minutes.

(4) Claims in accordance with this Article shall fall under the statute of limitations after five years from the date of publication of the entry of termination of the contract in the register.

Article 543
(Liability of representatives of a parent company)

(1) Representatives of a parent company shall give instructions correctly and diligently.

(2) If they are in breach of their obligations, they shall be jointly and severally liable for the damage caused to the company. In the event of doubt as to whether they have fulfilled their obligations correctly and diligently, they shall be required to provide appropriate evidence.

(3) The company may only waive its compensation claims or conclude a settlement three years after the occurrence of the claims if all the external shareholders give consent to this in a special resolution, and provided that the minority of shareholders whose combined interests amount to at least one-tenth of the represented share capital do not object to this with a statement included in the minutes.

(4) Any shareholder or company member may pursue the damage compensation claims of the company, but may only request payment for the company. The company creditors may also pursue damage compensation claims if the company cannot repay them. The waiver of claims or their offset referred to in the preceding paragraph of this Article shall not have legal effect against creditors. If bankruptcy proceedings are initiated against the company, the compensation claim shall be pursued by the bankruptcy trustee for the benefit of the shareholders or company members and creditors. Claims under this Article shall fall under the statute of limitations after five years.

544. člen
(odgovornost poslovodstva in nadzornega sveta odvisne družbe)

(1) Člani poslovodstva in nadzornega sveta odvisne družbe jamčijo poleg odškodninskih zavezancev iz prejšnjega člena kot solidarni dolžniki, če so poslovali tako, da so kršili svoje dolžnosti. V dvomu, ali so pravilno in skrbno izpolnjevali dolžnosti, morajo to dokazati.

(2) Odškodninska odgovornost ni izključena, če nadzorni svet dejanje odobri.

(3) Članom poslovodstva ni treba povrniti škode, če škodljivo dejanje temelji na navodilu, ki ga je bilo treba izpolniti po 541. členu tega zakona.

(4) Za odgovornost organov odvisne družbe se smiselno uporabljajo določbe tretjega in četrtega odstavka 543. člena tega zakona.

2. oddelek

VODENJE IN ODGOVORNOST PRI DEJANSKIH KONCERNIH

545. člen
(obseg vplivanja in poročilo poslovodstva)

(1) Če ni sklenjena pogodba o obvladovanju, obvladujoča družba ne sme uporabiti svojega vpliva, da bi pripravila odvisno družbo do tega, da bi zase opravila škodljiv pravni posel ali da bi kaj storila ali opustila v svojo škodo, razen če se prikrajšanje nadomesti.

(2) Če se prikrajšanje ne nadomesti med poslovnim letom, je

Article 544
(Liability of management and liability of the supervisory board of a subsidiary)

(1) In addition to the persons liable for damages under the preceding Article, members of the management and of the supervisory board of a subsidiary shall also be jointly and severally liable if their actions result in a breach of their obligations. In the event of doubt as to whether they have fulfilled their obligations correctly and diligently, they shall be required to provide appropriate evidence.

(2) Damage liability shall not be exempted due to the fact that the actions concerned have been approved by the supervisory board.

(3) The members of the management board shall not be required to compensate for damage if the detrimental act is based on an instruction that was to be fulfilled in accordance with Article 541 of this Act.

(4) The provisions of paragraphs three and four of Article 543 of this Act shall apply *mutatis mutandis* in respect of the liability of the subsidiary's bodies.

Section 2

MANAGEMENT AND LIABILITY IN RESPECT OF FACTUAL CONCERNS

Article 545
(Scope of influence and the management's report)

(1) If no control agreement has been signed, the parent company shall not use its influence to induce a subsidiary to carry out detrimental legal transactions on its own behalf, or to perform or omit an action to its own detriment unless the loss is compensated.

(2) If the loss is not compensated during the financial year, it

treba najpozneje ob koncu poslovnega leta, v katerem je bila odvisna družba prikrajšana, določiti kdaj in kako naj se prikrajšanje nadomesti. V korist odvisne družbe se s pravnim poslom ustanovi zahtevek za nadomestitev prikrajšanja.

(3) Poslovodstvo odvisne družbe mora v prvih treh mesecih poslovnega leta sestaviti poročilo o razmerjih s povezanimi družbami. V njem se navedejo vsi pravni posli, ki jih je družba sklenila v preteklem poslovnem letu z obvladujočo družbo ali z njo povezano družbo ali na pobudo ali v interesu teh družb, in vsa druga dejanja, ki jih je storila ali opustila na pobudo ali v interesu teh družb v preteklem poslovnem letu. Pri pravnih poslih se navedeta izpolnitev in nasprotna izpolnitev, pri dejanjih pa razlogi zanje, koristi in prikrajšanja za družbo. Pri nadomestilu prikrajšanja se natančno navede, kako so nadomestila med poslovnim letom dejansko potekala ali do kakšnih koristi je družba upravičena na podlagi pravnega posla, s katerim je bil ustanovljen zahtevek za nadomestitev prikrajšanja iz prejšnjega odstavka.

(4) Poročilo mora ustrezati načelom vestnosti in verodostojnosti.

(5) Na koncu poročila je treba pojasniti, ali je družba v okoliščinah, ki so ji bile znane v trenutku, ko je bil opravljen pravni posel ali storjeno ali opuščeno dejanje, pri vsakem pravnem poslu dobila ustrezno vračilo in ali s tem, ko je bilo storjeno ali opuščeno dejanje, ni bila prikrajšana. Če je bila prikrajšana, mora pojasniti, ali je bilo prikrajšanje nadomeščeno. Pojasnilo se vključi v poslovno poročilo.

546. člen
(poročilo o odnosih do povezanih družb)

(1) Če mora letno poročilo pregledati revizor, mu je treba skupaj z njim predložiti tudi poročilo o razmerjih s povezanimi družbami iz prejšnjega člena. Revizor mora v zvezi s tem poročilom preveriti:

shall be necessary to determine when and how the loss shall be compensated, by no later than the end of the financial year in which the subsidiary suffered the loss. For the benefit of the subsidiary the legal transaction shall established a compensation claim to compensate for the loss suffered.

(3) In the first three months of the financial year the management of a subsidiary shall draw up a report on its relations with affiliated companies. The report shall indicate all legal transactions entered into by the company with the parent company or its affiliates during the previous financial year, or carried out on the initiative or in the interest of these companies, and all other acts that the company carried out or omitted on the initiative or in the interest of these companies during the previous financial year. The fulfilment and counter fulfilment shall be indicated for legal transactions, and for actions the reasons for them, and benefits and losses for the company. Regarding the compensation of losses it shall be clearly indicated how compensation during the financial year was effected or to which benefits the company is entitled on the basis of the legal transaction which established the compensation claim for the loss suffered as referred to in the preceding paragraph.

(4) The report shall conform to the principles of conscientiousness and credibility.

(5) The report shall be concluded by explaining whether considering the circumstances which were known to the company at the time when a legal transaction was carried out or when an action was made or omitted, the company received appropriate compensation for each legal transaction and whether making or omitting an action caused it to suffer a loss. If the company suffered a loss, it shall clarify whether the loss has been compensated or not. The clarification shall be included in the company's business report.

Article 546
(Report on relations with affiliated companies)

(1) If the annual report is to be examined by an auditor, a report on the relations with affiliated companies referred to in the preceding Article shall also be submitted to the auditor. In relation to the this report the auditor shall verify:

- ali so navedbe v poročilu točne;
- ali pri pravnih poslih, navedenih v poročilu, vrednost izpolnitve družbe ni bila nesorazmerno visoka glede na okoliščine, ki so bile znane v času, ko so bili ti posli sklenjeni, in če je bilo prikrajšanje nadomeščeno;

- ali glede drugih dejanj, navedenih v poročilu, obstajajo okoliščine, ki nakazujejo na bistveno drugačno presojo, kot jo je dalo poslovodstvo.

(2) Glede pravic revizorja in drugih vprašanj v zvezi z revidiranjem se smiselno uporabljajo določbe 319. člena tega zakona.

(3) Revizor mora o rezultatih revidiranja izdelati pisno poročilo. Če revizor pri revidiranju poročila o razmerjih s povezanimi družbami ugotovi, da poročilo ne ustreza zahtevam iz prvega odstavka tega člena, mora sklep o poročilu ustrezno prilagoditi. Revizor mora svoje poročilo datirati, podpisati in ga izročiti poslovodstvu.

(4) Če revizor v zvezi s poročilom o razmerjih s povezanimi družbami nima pripomb, izrazi sklep brez zadržkov z naslednjo izjavo: »Na podlagi svoje preveritve in presoje potrjujem:

- da so navedbe v poročilu točne;
- da pri pravnih poslih, navedenih v poročilu, glede na okoliščine, ki so bile znane ob sklenitvi teh poslov, vrednost izpolnitve družbe ni bila nesorazmerno visoka oziroma so bila prikrajšanja nadomeščena;

- da ni okoliščin, ki bi glede drugih dejanj navedenih v poročilu kazale na bistveno drugačno presojo od tiste, ki jo je dalo poslovodstvo.«

Če v poročilu ni naveden noben pravni posel, se izpusti del izjave iz druge alineje, če ni navedeno nobeno drugo dejanje pa del izjave iz tretje alineje. Če revizor pri nobenem pravnem poslu, navedenem v poročilu, ne ugotovi, da je bila izpolnitev družbe nesorazmerno visoka, se del izjave omeji le na potrditev tega dejstva.

- if the indications in the report are accurate,
- if in relation to the legal transactions indicated in the report the value of fulfilment of the company was not disproportionately high in relation to the circumstances from the time when the legal transactions were concluded, and whether the loss was compensated,
- if regarding other actions indicated in the report, there are circumstances indicating a substantially different assessment than the one given by the management.

(2) The provisions of Article 319 of this Act shall apply *mutatis mutandis* with regard to the rights of the auditor and other issues relating to the audit.

(3) The auditor shall draw up a written report on the results of the audit. If when auditing the report on the relations with the affiliated companies the auditor shall establish that the report does not comply with the requirements referred to in paragraph one of this Article, the decision on the report shall be adjusted accordingly. The auditor shall date, sign and deliver their report to the management.

(4) If the auditor does not have any comments on the report on relations with affiliated companies, they shall issue the decision as unqualified with the following statement: "On the basis of my verification and assessment I confirm:
- that the indications in the report are accurate;
- that regarding the legal transactions indicated in the report the value of fulfilment of the company was not disproportionately high considering the circumstances which were known at the time when the legal transaction was carried or the loss was compensated;
- that there are no circumstances relating to other actions indicated in the report which would suggest a substantially different assessment than the one given by the management."

If there is no legal transaction indicated in the report, the part of the statement referred to in indent two shall be left out; if there is no other action indicated in the report, the part of the statement referred to in indent three shall also be left out. If the auditor does not establish a disproportionately high fulfilment of the company for any legal transaction indicated in the report, part of the statement shall be restricted to confirming this fact.

(5) Če ima revizor pripombe ali če ugotovi, da je poročilo nepopolno, oblikuje sklep s pridržki ali odklonilen sklep. Revizor lahko izjavo sklepa tudi zavrne, če sklepa ne more oblikovati. Če poslovodstvo samo izjavi, da je bila družba prikrajšana z določenim pravnim poslom ali drugim dejanjem, ne da bi bilo prikrajšanje nadomeščeno, se to v izjavi navede, izjava pa omeji na druge pravne posle oziroma dejanja, navedena v poročilu.

(6) Revizor mora izjavo podpisati ter navesti kraj in čas izjave. Izjava mora biti vključena v revizijsko poročilo.

546.a člen
(pregled poročila s strani nadzornega sveta)

(1) Poslovodstvo mora poročilo o razmerjih s povezanimi družbami nemudoma po njegovi sestavi predložiti nadzornemu svetu. To poročilo je treba skupaj z revizorjevim poročilom, če mora letno poročilo pregledati revizor, predložiti tudi vsakemu članu nadzornega sveta, oziroma če je tako sklenil nadzorni svet, vsakemu članu komisije nadzornega sveta.

(2) Nadzorni svet mora preveriti poročilo o razmerjih s povezanimi družbami in s svojimi ugotovitvami seznaniti skupščino v poročilu iz drugega odstavka 282. člena tega zakona.

(3) Če mora letno poročilo pregledati revizor, mora nadzorni svet v svojem poročilu skupščini zavzeti tudi stališče o izidih revidiranja poročila s povezanimi družbami. V poročilu se povzame revizorjev sklep ali pa se izrecno navede, da je revizor dal odklonilen sklep oziroma je izjavo sklepa zavrnil.

(4) Na koncu poročila mora nadzorni svet navesti, ali ima na izjavo poslovodstva, ki jo je to dalo na koncu poročila o razmerjih s povezanimi družbami (peti odstavek 545. člena tega zakona), kakšne pripombe.

(5) If the auditor has comments or if they establish that the report is incomplete, they shall draw up a qualified decision or an adverse decision. The auditor may also issue a disclaimer of the decision if the decision cannot be formed. If the management states that the company has suffered a loss from a specific legal transaction or another action without the loss being compensated, it shall indicate this in the statement, and the statement shall be restricted to other legal transactions or actions indicated in the report.

(6) The auditor shall sign the statement and indicate the place and time of the statement. The statement shall be included in the audit report.

Article 546a
(Review of the report by the supervisory board)

(1) The management shall immediately after its drawing-up submit the report on the relations with affiliated companies to the supervisory board. The report shall be submitted to each member of the supervisory board or if so decided by the supervisory board to each member of the supervisory board committee together with the audit report if the annual report must be examined by an auditor.

(2) The supervisory board shall consider the report on the relations with affiliated companies and notify the general meeting of its findings in the report referred to in paragraph two of Article 282 of this Act.

(3) If the annual report is to be examined by an auditor, the supervisory board shall in its report submitted to the general meeting also include an opinion on the results of the audited report on the relations with affiliated companies. In the report, the auditor's decision shall be summarised or it shall be expressly stated that the auditor has issued an adverse decision or has issued a disclaimer of the decision.

(4) At the end of the report the supervisory board shall indicate whether it has any comments on the statement of the management which it had placed at the end of the report on relations with affiliated companies (paragraph five of Article 545 of this Act).

546.b člen
(posebna revizija)

(1) Na predlog vsakega delničarja oziroma družbenika imenuje sodišče posebnega revizorja zaradi preveritve poslovnih razmerij družbe z obvladujočo družbo ali z njo povezano družbo, če:

- je dal revizor k poročilu o razmerjih s povezano družbo sklep s pridržki ali odklonilen sklep oziroma je izjavo sklepa zavrnil;

- je nadzorni svet imel pripombe na izjavo poslovodstva na koncu poročila o razmerjih s povezanimi družbami;

- je poslovodstvo samo izjavilo, da je bila družba z določenimi pravnimi posli ali drugimi dejanji prikrajšana, ne da bi bilo to prikrajšanje nadomeščeno.

(2) Če obstajajo druge okoliščine, zaradi katerih obstaja vzrok za domnevo, da je prišlo do protipravnih povzročitev prikrajšanj, lahko predlog vložijo tudi delničarji oziroma družbeniki, katerih skupni deleži dosegajo prag iz drugega odstavka 318. člena tega zakona, če dokažejo, da so bili imetniki delnic ali poslovodnih deležev vsaj tri mesece pred vložitvijo predloga. Če je posebnega revizorja za preveritev istih zadev že imenovala skupščina, lahko predlog iz četrtega odstavka 318. člena tega zakona vloži vsak delničar oziroma družbenik.

547. člen
(odgovornost obvladujoče družbe in njenih zakonskih zastopnikov)

(1) Če obvladujoča družba pripravi odvisno družbo do tega, da opravi zase škodljiv pravni posel ali da v svojo škodo kaj stori ali opusti, ne da bi se prikrajšanje dejansko nadomestilo do konca poslovnega leta ali ne da bi se zagotovila pravica do ugodnosti, določenih za nadomestilo, mora odvisni družbi povrniti zaradi tega nastalo škodo. Zahtevek za povrnitev njim nastale škode imajo tudi delničarji ali družbeniki družbe ne glede na škodo, ki jim je povzročena z oškodovanjem družbe.

Article 546b
(Special audit)

(1) The court shall appoint a special auditor for the examination of business relations of the company with its parent company or its affiliated company on the proposal of each shareholder or company member, if:
- the auditor has issued a qualified decision or an adverse decision on the report on the relations with affiliated companies, or has issued a disclaimer of the decision;
- the supervisory board had comments on the statement of the management which were made at the end of the report on relations with affiliated companies;
- the management has stated that the company suffered a loss from a specific legal transaction or another action without the loss being compensated.

(2) If there are other circumstances for which there are grounds for the presumption that there have been illegal causes of losses, shareholders or company members whose combined interests meet the threshold referred to in paragraph two of Article 318 of this Act may file a proposal if they prove that they held shares or the business interests for at least three months before filing the proposal. If the general meeting has already appointed a special auditor for examining the same issues, the proposal referred to in paragraph four of Article 318 of this Act may be filed by any shareholder or company member.

Article 547
(Liability of the parent company and its legal representatives)

(1) If the parent company induces a subsidiary to carry out a legal transaction that is detrimental to it, or to perform or omit an act to its own detriment without the loss actually being compensated by the end of the financial year, or without providing the right to benefits determined as compensation, the parent company shall compensate the subsidiary for the damage incurred. The shareholders or company members may also claim compensation for damage incurred by them, notwithstanding the damage caused to them through the damage to the company.

(2) Poleg obvladujoče družbe odgovarjajo kot solidarni dolžniki tisti zastopniki obvladujoče družbe, ki so odvisno družbo pripravili do pravnega posla ali drugega dejanja.

(3) Za uveljavljanje odškodninskih zahtevkov iz tega člena se smiselno uporabljajo določbe tretjega do petega odstavka 543. člena tega zakona.

548. člen
(odgovornost organov odvisne družbe)

(1) Člani poslovodstva odvisne družbe so odgovorni kot solidarni dolžniki, če niso navedli škodljivega pravnega posla ali škodljivega dejanja v poročilu o odnosih družbe s povezanimi družbami ali če niso navedli, da je bila družba prikrajšana s pravnim poslom ali dejanjem in da prikrajšanje ni bilo nadomeščeno. Če je sporno, ali so pošteno in vestno izpolnjevali svoje dolžnosti, morajo to dokazati.

(2) Člani nadzornega sveta odvisne družbe so odgovorni kot solidarni dolžniki, če so glede škodljivega pravnega posla ali škodljivega dejanja kršili svojo dolžnost, da preverijo poročilo o odnosih s povezanimi družbami in da o ugotovitvah pregleda poročajo skupščini.

(3) Prikrajšanja ni treba povrniti, če dejanje temelji na zakonitem skupščinskem sklepu.

(4) Za odgovornost organov odvisne družbe se smiselno uporabljajo določbe tretjega in četrtega odstavka 543. člena tega zakona.

Tretje poglavje
ZAVAROVANJE DRUŽBE IN UPNIKOV PRI PODJETNIŠKIH POGODBAH

(2) In addition to the parent company, representatives of the parent company who induced the subsidiary to carry out a legal transaction or other activity shall also be jointly and severally liable.

(3) For the purpose of submission of claims referred to in this Article the provisions of paragraphs three to five of Article 543 of this Act shall apply *mutatis mutandis*.

Article 548
(Liability of the subsidiary's bodies)

(1) Members of the subsidiary's management board shall be jointly and severally liable if they failed to indicate a detrimental legal transaction or detrimental action in their report on the company's relations with affiliated companies, or if they failed to state that the company has suffered a loss resulting from a legal transaction or an action and that the loss has not been compensated. In the event of doubt whether they have fulfilled their obligations honestly and conscientiously, they shall be required to submit appropriate evidence thereof.

(2) The members of the subsidiary's supervisory board shall be jointly and severally liable if they have violated their obligation to check the report on the relations with affiliated companies for detrimental legal transactions or detrimental actions and notify their findings to the general meeting.

(3) No loss needs to be compensated if the action is based on a valid resolution adopted by the general meeting.

(4) The provisions of paragraphs three and four of Article 543 of this Act shall apply *mutatis mutandis* in respect of the liability of the subsidiary's bodies.

Chapter Three
PROTECTION FOR THE COMPANY AND THE CREDITORS IN BUSINESS AGREEMENTS

549. člen
(zakonske rezerve)

V zakonske rezerve se odvajajo zneski v skladu s tem zakonom in akti družbe.

550. člen
(najvišji znesek odvajanega dobička)

Ne glede na dogovor o višini prenesenega dobička lahko družba prenese kot svoj dobiček največ znesek dobička, ki je bil ustvarjen v zadnjem poslovnem letu, zmanjšan za znesek prenesene izgube in za znesek zakonskih rezerv iz 549. člena tega zakona. Če so bili med trajanjem pogodbe odvedeni zneski v druge rezerve iz dobička, se lahko ti zneski iz drugih rezerv iz dobička sprostijo in na podlagi pogodbe prenesejo kot dobiček.

551. člen
(varstvo upnikov)

(1) Če pogodba o obvladovanju ali pogodba o prenosu dobička preneha, mora obvladujoča družba dati upnikom zavarovanje za terjatve, ki so nastale pred vpisom prenehanja pogodbe v register, če to zahtevajo v šestih mesecih od objave vpisa.

(2) Pravice do zavarovanja nimajo upniki, ki imajo ob stečaju pravico do prednostnega poplačila.

Četrto poglavje
ZAVAROVANJE ZUNANJIH DELNIČARJEV PRI POGODBAH O OBVLADOVANJU IN POGODBAH O PRENOSU DOBIČKA

552. člen

Article 549
(Legal reserves)

Allocations to legal reserves shall be made in accordance with this Act and the company's internal rules and regulations.

Article 550
(Maximum amount of transferred profit)

Notwithstanding the agreement on the amount of profit transferred, a company may transfer no more than the amount of the profit generated during the last financial year, reduced by the amount of the loss brought forward and the legal reserves referred to in Article 549 of this Act as its profit. If during the term of the contract the amounts were allocated to other revenue reserves, the amounts from other revenue reserves may be reversed and transferred as profit on the basis of a contract.

Article 551
(Protection of creditors)

(1) On the expiry of the control agreement or the profit transfer agreement, the parent company shall ensure creditors security for their claims which arose before the expiry of the agreement was entered in the register, if the creditors so require within six months of publication of the registration.

(2) Creditors who are entitled to preference regarding their payment in the event of bankruptcy shall not be entitled to security for their claims.

Chapter Four
PROTECTION OF EXTERNAL SHAREHOLDERS UNDER CONTROL AGREEMENTS AND PROFIT TRANSFER AGREEMENTS

Article 552

(primerno nadomestilo)

(1) Pogodba o obvladovanju in pogodba o prenosu dobička morata vsebovati določbo o primernem nadomestilu zunanjim delničarjem družbe, ki prepušča vodenje ali prenaša dobiček. Primernega nadomestila ni treba določiti, če družba ob sklepanju pogodbe nima zunanjega delničarja.

(2) Primerno nadomestilo pomeni najmanj letno plačilo zneska, ki bi bil predvidoma razdeljen kot povprečna dividenda na posamezno delnico glede na dosedanje in prihodnje stanje družbe ob upoštevanju ustreznih okoliščin. Kot primerno nadomestilo se lahko zagotovi znesek, ki kot dividenda odpade na delnice te družbe ob upoštevanju razmerja, po katerem bi bilo treba ob združitvi na vsako delnico družbe zagotoviti delnice druge družbe.

(3) Pogodba, ki ne vsebuje določbe o nadomestilu iz prvega odstavka tega člena, je nična. Sklep, s katerim je skupščina potrdila pogodbo, se ne more izpodbijati, ker nadomestilo ni primerno.

(4) Če v pogodbi določeno nadomestilo ni primerno, lahko vsak zunanji delničar zahteva, da primerno nadomestilo določi sodišče. Za postopek določitve primernega nadomestila se smiselno uporabljajo določbe 603. člena, razen 2. točke tretjega odstavka 605. člena tega zakona.

(5) Če nadomestilo določi sodišče, lahko druga pogodbena stranka odpove pogodbo v treh mesecih od pravnomočnosti odločbe ne glede na odpovedni rok.

553. člen
(odpravnina)

(1) Poleg določb o nadomestilu morata pogodba o obvladovanju in pogodba o prenosu dobička vsebovati določbo o obveznosti

(Appropriate compensation)

(1) Control agreements and profit transfer agreements shall contain a provision regarding appropriate compensation for the external shareholders of a company that transfers its management or profits. There shall be no need to determine appropriate compensation if the company has no external shareholders on the conclusion of the agreement.

(2) An appropriate consideration shall mean at least the annual payment amount that is to be distributed as an average dividend per share based on the current and future position of the company by taking into account the relevant circumstances. The amount which accounts for the company's shares as a dividend when considering the ratio under which each share of the company should be replaced by a share of the other company upon merger, may also be paid as an appropriate compensation.

(3) Any agreement not containing the provision on compensation referred to in paragraph one of this Article shall be void. The resolution by which the general meeting approves an agreement may not be challenged on the grounds that the compensation is not appropriate.

(4) If the compensation provided for by the agreement is not appropriate, any external shareholder may require that the appropriate compensation be determined by the court. The provisions of Article 603, except point 2 of paragraph three of Article 605 of this Act shall apply *mutatis mutandis* to the procedure for determining appropriate compensation.

(5) If the compensation is decided by the court, the other party may terminate the contract within three months of the final decision and notwithstanding the notice period.

Article 553
(Consideration)

(1) In addition to the provisions on compensation, the control agreement and the profit transfer agreement shall also contain a

obvladujoče družbe, da na zahtevo zunanjega delničarja pridobi njegove delnice za pogodbeno določeno odpravnino.

(2) Kot odpravnina je lahko v pogodbi predvidena zagotovitev delnic obvladujoče družbe ali družbe, od katere je obvladujoča družba odvisna, ali denarno plačilo.

(3) Če se kot odpravnina zagotovijo delnice druge družbe, je odpravnina primerna, če se delnice zagotovijo v razmerju, v katerem bi morale biti pri združitvi na vsako delnico družbe zagotovljene delnice druge družbe, pri čemer se najvišji zneski lahko poravnajo z denarnimi plačili. Denarno plačilo je primerno, če upošteva premoženjsko in profitno stanje družbe v trenutku, ko skupščina odloča o pogodbi.

(4) Sklep, s katerim je skupščina potrdila pogodbo, se ne more izpodbijati, če odpravnina ni bila ponujena ali ni primerna. Če pogodba ne določa odpravnine ali ta ni primerna, lahko vsak zunanji delničar zahteva, da sodišče določi primerno odpravnino. Za postopek določitve primerne odpravnine se smiselno uporabljajo določbe drugega odstavka in 1. točke tretjega odstavka 605. člena ter 606. do 615. člena tega zakona.

(5) Sodišče določi denarno plačilo, če pogodba ne predvideva pridobitve delnic obvladujoče družbe ali družbe, od katere je ta odvisna. Sodna odločba velja za vse zunanje delničarje.

(6) Poslovodstvo družbe mora pravnomočno sodno odločbo objaviti v glasilih družbe.

Peto poglavje
VZAJEMNO POVEZANE DRUŽBE

554. člen
(omejitev pravic)

provision regarding the parent company's obligation to acquire the shares of an external shareholder at their request for the contractually determined consideration.

(2) As consideration, the agreement may provide for the provision of shares of the parent company or of the company of which the parent company is a subsidiary, or for a cash payment.

(3) If consideration is provided in the form of shares of another company, such consideration shall be appropriate if the shares are provided in a ratio under which in case of a merger, for each share of the company a share of the other company would have to be provided, whereby the largest amounts may be offset in cash. A cash payment shall be appropriate, provided that it takes into account the financial and profit position of the company at the time the general meeting decides on the agreement.

(4) The resolution by which the general meeting approves an agreement may not be challenged if no consideration has been offered or is not appropriate. If no consideration has been provided for by the agreement or if it is not appropriate, any external shareholder may require that appropriate consideration be determined by the court. The provisions of paragraph two and point 1 of paragraph three of Article 605, and Articles 606 to 615 of this Act shall apply *mutatis mutandis* to the process of judicial determination of an appropriate consideration.

(5) The court shall determine a cash payment unless the agreement provides for the acquisition of shares of the parent company or of a company to which the parent company is a subsidiary. The court's decision shall apply to all external shareholders.

(6) The company's management shall publish the final court decision in the company's internal newsletters.

Chapter Five
INTER-AFFILIATED COMPANIES

Article 554
(Restriction of rights)

(1) Vzajemno povezani družbi, ki nista v razmerju odvisnosti, lahko, ko sta obveščeni o medsebojni udeležbi ali izvesta za obstoj medsebojne udeležbe, uresničujeta svoje pravice iz deležev v drugi družbi za največ četrtino vseh deležev druge družbe. To ne velja za pravico do nakupa novih delnic pri povečanju osnovnega kapitala iz sredstev družbe.

(2) Omejitev uresničevanja pravic iz deležev ne velja za družbo, ki je obvestila drugo družbo o svoji udeležbi v skladu s prvim odstavkom 532. člena tega zakona, preden je od druge družbe sprejela tako obvestilo ali preden je za medsebojno udeležbo izvedela.

(3) Vzajemno povezani družbi morata druga drugi takoj pisno sporočati višino svojega deleža in vsako spremembo.

Šesto poglavje
VKLJUČENE DRUŽBE

555. člen
(vključitev z večinskim sklepom)

(1) Če pripada 95% vseh delnic drugi družbi (glavna družba), se lahko delniška družba s sklepom skupščine vključi v glavno družbo.

(2) Sklep o vključitvi je veljaven, če da k sklepu soglasje skupščina glavne družbe, ki mora biti sprejeto z najmanj tričetrtinsko večino pri sklepanju zastopanega osnovnega kapitala. Statut lahko določa višjo kapitalsko večino in dodatne zahteve.

(3) Poslovodstvo družbe, ki se vključuje, mora prijaviti vključitev za vpis v register z navedbo firme glavne družbe. V postopku vpisa v register se smiselno uporabljajo določbe 1. točke drugega odstavka 590. člena ter tretji, četrti in peti odstavek 590. člena tega zakona.

(1) Two inter-affiliated companies that are not in a subsidiary relationship may, when they are notified or when they become aware of their mutual participation, exercise their rights derived from their interests in the other company up to a maximum of one quarter of all the interests in the other company. This shall not apply to the right to buy new shares when the share capital is increased from the company's assets.

(2) The restriction on the exercise of rights derived from interests shall not apply to a company that notifies the other company of its participation in accordance with paragraph one of Article 532 of this Act before accepting such notification from the other company or before becoming aware of such mutual participation.

(3) Two inter-affiliated companies shall immediately notify each other in writing of the amount of their respective interests and of any change regarding such interests.

Chapter Six
COMPANIES MERGED INTO THE PRINCIPAL COMPANY

Article 555
(Merger by majority resolution)

(1) If 95% of all shares are held by another company (the principal company), a public limited company may be merged into the principal company by a general meeting resolution.

(2) The merger resolution shall be valid if it is granted consent by the principal company's general meeting, with at least a three-quarters majority of the share capital represented at the meeting. A larger majority of the capital and other requirements may be stipulated by the articles of association.

(3) The management of the company that is being merged into the principal company shall submit an application for entering the merger in the register, in which it shall indicate the company name of the principal company. The provisions of point 1 of paragraph two of Article 590 and paragraphs three, four and five of Article 590 of this Act shall

(4) Vključitev v glavno družbo učinkuje od vpisa v register.

(5) Določbe tega zakona o vključenih družbah se smiselno uporabljajo tudi, če je glavna ali vključena družba družba z omejeno odgovornostjo.

555.a člen
(priprava skupščine, revizija vključitve in njeno poročilo)

(1) V objavi vključitve kot točke dnevnega reda skupščine morata biti navedeni firma in sedež glavne družbe. Priložena mora biti tudi izjava glavne družbe, s katero ta izključenim delničarjem oziroma družbenikom ponuja odpravnino v skladu z drugim odstavkom 556. člena tega zakona. To velja tudi za objavo dnevnega reda skupščine glavne družbe.

(2) Vključitev mora pregledati eden ali več revizorjev (v nadaljnjem besedilu: vključitveni revizorji). Vključitvene revizorje imenuje sodišče na predlog nadzornega sveta glavne družbe. Če družba nima nadzornega sveta, predlaga imenovanje vključitvenega revizorja poslovodstvo. Smiselno se uporabljajo določbe 535.b člena tega zakona.

(3) Nameravano vključitev morata predlagati nadzorna sveta obeh družb in o tem izdelati svoje poročilo.

(4) Vsaj od dneva sklica skupščine glavne družbe, ki bo odločala o soglasju k vključitvi, je treba delničarjem oziroma družbenikom obeh družb, udeleženih pri vključitvi, na sedežih teh družb omogočiti vpogled v:

- predlog sklepa o vključitvi;
- letna poročila družb, udeleženih pri vključitvi, za zadnja tri poslovna

apply *mutatis mutandis* to the procedure for making the entry in the register.

(4) A merger into a principal company shall be effective from the date of entry in the register.

(5) The provisions of this Act on companies merged into principal companies shall also apply *mutatis mutandis* when either the principal or the company which was merged into the principal company is a limited liability company.

Article 555a
(Preparation of the general meeting, merger audit and its report)

(1) In the publication of a merger as an item on the agenda of the general meeting the company name and the registered office of the principal company shall be indicated. The statement of the principal company with which the principal company shall offer consideration to the excluded shareholders or company members in accordance with paragraph two of Article 556 of this Act, shall also be attached. This shall also apply to the publication of the agenda of the general meeting of the principal company.

(2) The merger shall be examined by one or more auditors (hereinafter: merger auditors). Merger auditors shall be appointed by the court on the proposal of the supervisory board of the principal company. If the company does not have a supervisory board, the management board shall propose the appointment of the merger auditor. The provisions of Article 535b of this Act shall apply *mutatis mutandis*.

(3) The intended merger shall be proposed by the supervisory boards of both companies and a report on the merger shall be prepared.

(4) The shareholders or company members of both companies participating in the merger shall, at least from the day of the convening of the general meeting which will decide on the granting of consent to the merger, have at the registered offices of both companies the possibility to inspect:

- the proposal of the merger resolution;
- annual reports of the companies participating in the merger, for the

leta;
- pisno poročilo poslovodstva glavne družbe, v katerem podrobno razloži ter pravno in ekonomsko utemelji razloge za vključitev, in

- revizijsko poročilo ter poročilo nadzornega sveta.

(5) V poročilu poslovodstva glavne družbe o vključitvi morata biti razloženi ter pravno in ekonomsko utemeljeni tudi vrsta in višina odpravnine iz drugega odstavka 556. člena tega zakona. Posebej je treba opozoriti na morebitne posebne težave pri oceni vrednosti udeleženih družb ter na posledice, ki jih bo imela vključitev za udeležbo delničarjev oziroma družbenikov.

(6) Vsakemu delničarju oziroma družbeniku glavne družbe ali vključene družbe je treba na njegovo zahtevo najpozneje naslednji delovni dan brezplačno dati prepis listin iz četrtega odstavka tega člena.

(7) Na zasedanju skupščin družb, udeleženih pri vključitvi, je treba priložiti listine iz četrtega odstavka tega člena. Na začetku obravnave na skupščini mora poslovodstvo ustno pojasniti vključitev. Vsakemu delničarju oziroma družbeniku mora poslovodstvo na zasedanju skupščine na njegovo zahtevo ustno pojasniti tudi zadeve o drugih družbah, udeleženih pri vključitvi, če so te pomembne za odločanje o vključitvi. Za dolžnost poslovodstva dati pojasnila se smiselno uporabljata prva in druga alineja drugega odstavka 305. člena tega zakona.

556. člen
(posledice vključitve z večinskim sklepom)

(1) Vse delnice, ki niso v rokah glavne družbe, preidejo nanjo z vpisom vključitve v register.

(2) Izstopajoči delničarji imajo pravico do primerne odpravnine. Kot odpravnina se jim zagotovijo delnice glavne družbe. Če je glavna družba odvisna družba, se izstopajočim delničarjem po njihovi izbiri

last three financial years;
- a written explanatory report of the management board of the principal company in which it explains and legally and economically substantiates the reasons for merger, and
- the audit report and the report of the supervisory board.

(5) The report of the management of the principal company on the merger shall also include the explanation and legal and economic substantiation of the type and amount of the consideration referred to in paragraph two of Article 556 of this Act. Particular attention should be drawn to possible special issues when valuating the participating companies and the consequences of the merger for the participation of the shareholders or company members.

(6) Each shareholder or company member of the principal company or of the company which is being merged into the principal company shall on request, on the next business day at the latest, be given a copy of the documents referred to in paragraph four of this Article gratuitously.

(7) At the general meetings of the companies participating in the merger, the documents referred to in paragraph four of this Article shall be presented. At the beginning of the discussion on the general meeting the management shall orally explain the merger. The management shall, on request, orally explain to each shareholder or company member matters relating to other companies participating in the merger, if they are important for deciding on the merger. For the obligation of the management to provide explanations, indents one and two of paragraph two of Article 305 of this Act shall apply *mutatis mutandis*.

Article 556
(Consequences of merger by majority resolution)

(1) Any shares not held by the principal company shall be transferred to it upon entry of the merger in the register.

(2) The withdrawing shareholders shall be entitled to appropriate consideration. As consideration, shares of the principal company shall be provided. If the principal company is a subsidiary, the

zagotovijo delnice glavne družbe ali ustrezno denarno plačilo. Če se kot odpravnina zagotovijo delnice glavne družbe, se odpravnina šteje za primerno, če se delnice zagotovijo v razmerju, v kakršnem bi morale biti pri združitvi na vsako delnico družbe zagotovljene delnice glavne družbe, pri čemer se najvišji zneski lahko poravnajo z denarnimi plačili. Primerna odpravnina mora upoštevati premoženjsko in profitno stanje družbe v trenutku, ko skupščina sklepa o vključitvi. Denarna plačila se od objave vpisa vključitve letno obrestujejo 5%; uveljavljanje nadaljnje odškodnine ni izključeno.

(3) Če ponujena odpravnina ni primerna, lahko vsak izstopajoči delničar predlaga, da sodišče določi primerno odpravnino. Enako velja, če glavna družba ni ponudila odpravnine ali je ni ponudila pravilno. Za postopek določitve primerne odpravnine se smiselno uporabljajo določbe drugega odstavka in 1. točke tretjega odstavka 605. člena ter 606. do 615. člena tega zakona.

557. člen
(varstvo upnikov)

(1) Upnikom vključene družbe, katerih terjatve so nastale pred vpisom vključitve v register, mora glavna družba na njihovo zahtevo dati zavarovanje, če to zahtevajo v šestih mesecih po objavi vpisa.

(2) Upniki, ki imajo pravico do prednostnega poplačila ob stečaju, nimajo pravice zahtevati zavarovanja.

558. člen
(jamstvo glavne družbe)

(1) Po vključitvi upnikom jamči glavna družba za obveznosti vključene družbe, nastale pred vključitvijo vključene družbe. Enako jamči

withdrawing shareholders shall, if they so choose, be provided with shares of the principal company or with an appropriate cash payment. If consideration is provided in the form of shares of the principal company, such consideration shall be deemed appropriate if the shares are provided in a ratio under which in a merger, for each share of the company a share of the principal company would have to be provided; whereby the largest amounts may be offset in cash. An appropriate consideration shall take into account the financial and profit position of the company at the time that the general meeting is deciding on the merger. Interest at the rate of 5% per annum shall be accrued to cash payments from the date of publication of the entry of the merger in the register; further damage compensation claims shall not be excluded.

(3) If the consideration offered is not appropriate, each withdrawing shareholder may request that the court determine the appropriate consideration. The same shall apply if the principal company offers no consideration or offers it in a manner which is not appropriate. The provisions of paragraph two and point 1 of paragraph three of Article 605, and Articles 606 to 615 of this Act shall apply *mutatis mutandis* to the process of judicial determination of an appropriate consideration.

Article 557
(Protection of creditors)

(1) The principal company shall provide the creditors of a company which was merged into the principal company with security for their claims that arose before the merger was entered in the register if the creditors so require, within six months of publication of the entry in the register.

(2) Creditors who are entitled to preference regarding their payment in the event of bankruptcy shall not be entitled to request security for their claims.

Article 558
(Guarantee of the principal company)

(1) After the merger, the principal company shall assume liability towards creditors for obligations incurred by the other company

glavna družba za vse obveznosti, nastale po vključitvi.

(2) Glavna družba lahko uveljavlja ugovore le, če bi jih lahko uveljavljala vključena družba.

(3) Izvršilni naslov proti vključeni družbi ni podlaga za izvršbo proti glavni družbi.

559. člen
(vodenje in odgovornost glavne družbe)

(1) Glavna družba ima pravico, da poslovodstvu vključene družbe daje navodila za vodenje. Za vodenje in odgovornost glavne družbe se smiselno uporabljajo določbe drugega in tretjega odstavka 541. člena ter 543. in 544. člena tega zakona, ne uporabljajo pa se določbe 545. do 548. člena tega zakona.

(2) Plačila vključene družbe glavni družbi se ne štejejo za kršitev določb 227., 230. in 231. člena tega zakona.

(3) Glavna družba mora vključeni družbi poravnati bilančno izgubo.

(4) Za vključene družbe se ne uporabljajo določbe tega zakona o obveznosti oblikovanja zakonskih rezerv in njihovi uporabi.

560. člen
(pravica delničarjev glavne družbe do obveščenosti)

Vsakemu delničarju glavne družbe je treba dati pojasnila o zadevah vključene družbe in tudi zadevah glavne družbe.

prior to its merger into the principal company. The principal company shall be equally liable for all obligations incurred after the merger.

(2) The principal company may only lodge objections if the company which was merged into the principal company would also have been entitled to do so.

(3) An enforceable title against a company which was merged into the principal company shall not represent grounds for enforcement against the principal company.

Article 559
(Managing the company and liability of the principal company)

(1) The principal company shall have the right to provide the management of the company which was merged into the principal company with instructions regarding the management of the company. The provisions of paragraphs two and three of Article 541, Article 543 and Article 544 of this Act shall apply *mutatis mutandis* to the managing of the company and the liability of the principal company; however, the provisions of Articles 545 to 548 of this Act shall not apply.

(2) Payments made by the company that was merged into the principal company to the principal company shall not constitute a violation of the provisions of in Articles 227, 230 and 231 of this Act.

(3) The principal company shall offset any distributable loss of the company which was merged into the principal company.

(4) The provisions of this Act concerning the obligation to create legal reserves and their use shall not apply to companies which were merged into the principal companies.

Article 560
(Right of the principal company's shareholders to be informed)

Each principal company shareholder shall be provided with explanations on matters concerning the company which was merged into the principal company and matters concerning the principal company.

561. člen
(prenehanje vključitve)

(1) Vključitev preneha:

- s sklepom skupščine vključene družbe;

- če glavna družba ni več delniška družba s sedežem v Republiki Sloveniji;
- če vse delnice vključene družbe niso več v rokah glavne družbe, ali

- s prenehanjem glavne družbe.

(2) Če vse delnice vključene družbe niso več v rokah glavne družbe, mora glavna družba to vključeni družbi takoj pisno sporočiti.

(3) Poslovodstvo vključene družbe mora za vpis v register takoj prijaviti prenehanje vključitve ter razlog in trenutek prenehanja.

(4) Zahtevki do prejšnje glavne družbe iz obveznosti doslej vključene družbe zastarajo v petih letih po objavi vpisa, če za zahtevek do doslej vključene družbe ni določen krajši zastaralni rok. Če upnikov zahtevek dospe pozneje, začne zastaranje teči s trenutkom dospelosti.

562. člen
(holding)

(1) Družba, ki ima v lasti večino deležev pravno samostojne družbe in opravlja predvsem dejavnost ustanavljanja, financiranja in upravljanja teh družb (holding), je družba z večinskim deležem.

Article 561
(Demerger)

(1) A company which was merged into the principal company shall be demerged:
- by a resolution adopted by the general meeting of the company which was merged into the principal company;
- if the principal company is no longer a public limited company which has its registered office in the Republic of Slovenia;
- if all of the shares of the company which was merged into the principal company are no longer held by the principal company, or
- on the dissolution of the principal company.

(2) If all of the shares of the company which was merged into the principal company are no longer held by the principal company, the principal company shall immediately notify the company which was merged into it thereof in writing.

(3) The management of the company which was merged into the principal company shall submit an application for entry of the demerger as well as the reason for and the time of the demerger in the register.

(4) Claims against the previous principal company arising from the obligations of the company which was previously merged into the principal company shall fall under the statute of limitations within five years of the publication of the entry in the register, unless a shorter limitation period is provided for claims against the company which was previously merged into the principal company. If a creditor's claim falls due at a later date, the limitation period shall begin on the date the claim falls due.

Article 562
(Holding company)

(1) A company that holds the majority of the interests in a legally independent company and particularly carries out the activities of forming, financing and governing such companies (a holding company) is

(2) Za holding veljata domnevi iz drugega odstavka 529. in drugega odstavka 530. člena tega zakona.

V. DEL
GOSPODARSKO INTERESNO ZDRUŽENJE

563. člen
(ustanovitev, cilj in dejavnost)

(1) Gospodarsko interesno združenje (v nadaljnjem besedilu: združenje) lahko ustanovita vsaj dve družbi oziroma podjetnika.

(2) Cilj združenja je olajševati in pospeševati pridobitno dejavnost njegovih članov, izboljševati in povečevati rezultate te dejavnosti, ne pa ustvarjati lastnega dobička.

(3) Dejavnost združenja mora biti v povezavi z gospodarskimi dejavnostmi članov in je lahko v razmerju do teh dejavnosti le pomožne narave.

(4) K združenju lahko pristopijo tudi osebe, ki opravljajo poklic, urejen s posebnimi predpisi.

564. člen
(kapital, pravice članov)

(1) Združenje se lahko ustanovi brez osnovnega kapitala.

(2) Pravice članov združenja ne morejo biti izražene v vrednostnih papirjih; vsaka drugačna določba je nična.

565. člen
(pravna osebnost, prevzemanje obveznosti)

a company with a majority interest.

(2) The presumptions referred to in paragraph two of Article 529 and paragraph two of Article 530 of this Act shall apply to a holding company.

PART V
ECONOMIC INTEREST GROUPING

Article 563
(Formation, objectives and activities)

(1) An economic interest grouping (hereinafter: grouping) may be formed by at least two companies or sole traders.

(2) The purpose of a grouping shall be to facilitate and promote gainful activities which are carried out by its members, and to improve and enhance the results of these activities, rather than making a profit itself.

(3) The activity of the grouping shall be associated with the commercial activities of its members and may only be of an ancillary nature with regard to these activities.

(4) Persons pursuing a profession which is governed by special regulations may also become members of a grouping.

Article 564
(Capital, membership rights)

(1) A grouping may be formed without share capital.

(2) The rights of the members of a grouping may not be expressed through securities; any provision to the contrary shall be void.

Article 565
(Legal personality, assumption of obligations)

(1) Združenje pridobi lastnost pravne osebe z vpisom v register.

(2) Združenje lahko poleg nalog za svoje člane na običajen način opravlja tudi vse gospodarske posle za svoj račun.

566. člen
(odgovornost članov)

(1) Člani so odgovorni za obveznosti združenja z vsem svojim premoženjem. Član, ki pristopi po ustanovitvi združenja, je lahko v skladu s pogodbo oproščen odgovornosti za obveznosti, ki so nastale pred njegovim pristopom, pri čemer pa mora biti taka oprostitev objavljena. Če ni s tretjim sopogodbenikom drugače dogovorjeno, je odgovornost članov solidarna.

(2) Upniki združenja ne morejo zahtevati poplačila od članov, dokler niso neuspešno uveljavljali plačila od združenja samega.

567. člen
(izdajanje obveznic)

Združenje lahko izdaja vrednostne papirje pod pogoji, ki veljajo za njihovo izdajo za družbe, vendar le, če so člani združenja izključno družbe, ki imajo po zakonu pravico izdajati vrednostne papirje take vrste in izpolnjujejo za to predpisane pogoje.

568. člen
(pogodba o ustanovitvi)

(1) Pogodba o ustanovitvi določi organizacijo združenja in mora biti sklenjena v obliki notarskega zapisa ter objavljena.

(2) Pogodba ureja zlasti:

(1) A grouping shall acquire legal personality upon its entry in the register.

(2) In addition to carrying out tasks for its members, a grouping may also carry out all commercial transactions on its own behalf in the usual manner.

Article 566
(Liability of members)

(1) The members shall assume liability for obligations of the grouping with all their assets. Members that join a grouping after it has been formed may be exempt from the liability for obligations which incurred prior to when they joined the grouping; such exemption shall be published. Unless otherwise agreed with a third contracting party, the liability of the members shall be joint and several.

(2) The creditors of a grouping shall not require repayment from the members until they have unsuccessfully tried to obtain payment from the grouping itself.

Article 567
(Issue of bonds)

A grouping may issue securities under the conditions applicable to the issue of bonds by companies, but only if all of the members of the grouping are companies that are entitled to issue these securities and meet the prescribed conditions for doing so according to an Act.

Article 568
(Formation agreement)

(1) The formation agreement shall determine the organisational structure of the grouping and shall be drawn up in the form of a notarial record and be published.

(2) The formation agreement shall particularly regulate the

- ime združenja,
- imena in priimke ali firme članov združenja, njihovo pravno obliko, prebivališča ali sedeže ter podatke o vpisu v register,

- čas, za katerega je združenje ustanovljeno, razen če je ustanovljeno za nedoločen čas,
- cilj in dejavnost združenja, in
- sedež združenja.

(3) Spremembe pogodbe o ustanovitvi je treba skleniti in objaviti v enaki obliki kot pogodbo. Proti tretjim osebam učinkujejo te spremembe šele od dneva objave.

569. člen
(članstvo v združenju)

(1) Združenje lahko sprejema nove člane pod pogoji, določenimi v pogodbi o ustanovitvi.

(2) Vsak član lahko iz združenja izstopi pod pogojem, da je poravnal svoje obveznosti. Pogodba o ustanovitvi lahko določi tudi druge pogoje za izstop.

570. člen
(skupščina združenja)

(1) Skupščina združenja sprejema odločitve, tudi o predčasnem prenehanju ali podaljšanju združenja, v skladu s pogodbo o ustanovitvi. Pogodba o ustanovitvi lahko določi, da se lahko vse ali nekatere odločitve sprejmejo le ob določenem kvorumu ali z določeno večino; če takšnih določb v pogodbi o ustanovitvi ni, se za odločitev zahteva soglasje vseh članov.

(2) Pogodba o ustanovitvi lahko določi, da imajo nekateri člani več glasov kot drugi, sicer se šteje, da pripada vsakemu članu en glas.

following:
- the name of the grouping,
- the names and surnames or the company names of the members of the grouping, their legal form, places of residence or registered office and data regarding their entry in the register,
- the period for which the grouping is formed, unless it is formed for an indefinite period of time,
- the grouping's objectives and activities, and
- the grouping's registered office.

(3) Amendments to the formation agreement shall be concluded and published in the same form as the formation agreement itself. These amendments shall only become effective against third parties from the date of their publication.

Article 569
(Membership in a grouping)

(1) A grouping may accept new members under the conditions laid down in the formation agreement.

(2) Members may withdraw from the grouping provided that they have settled their obligations. The formation agreement shall also lay down other conditions for withdrawal.

Article 570
(General meeting of a grouping)

(1) The general meeting of a grouping shall also decide on early dissolution or extension of the existence of the grouping in accordance with the formation agreement. The formation agreement may determine that all or some decisions may only be made with a specific quorum or with a specific majority; if the formation agreement contains no provisions to this effect, making a decision shall require the consent of all members.

(2) The formation agreement may also provide that some members can have a greater number of votes than others; otherwise, each member shall be entitled to one vote.

(3) Skupščina se mora obvezno sestati, če to zahteva vsaj četrtina članov združenja.

571. člen
(upravljanje združenja)

(1) Združenje ima poslovodstvo, v kateri je ena ali več oseb.

(2) Pravna oseba je lahko član poslovodstva, če imenuje stalnega predstavnika, ki je odgovoren enako, kot če bi bil sam v lastnem imenu član poslovodstva.

(3) Člani poslovodstva združenja in stalni predstavniki članov pravnih oseb so odgovorni posamično ali solidarno združenju in tretjim osebam za kršitve predpisov, ki se nanašajo na združenje, kršitve ustanovitvene pogodbe ter za napake pri poslovanju. Če je pri nastanku določenih posledic sodelovalo več članov poslovodstva, sodišče določi njihov delež pri povračilu škode.

(4) Način upravljanja združenja, imenovanje članov poslovodstva in določitev njihovih pooblastil, pravic in pogojev za odpoklic se uredijo s pogodbo o ustanovitvi ali s sklepom skupščine.

(5) V razmerjih do tretjih oseb zavezuje združenje vsako dejanje posameznega člana poslovodstva, ki sodi v dejavnost združenja. Omejitve pooblastil so proti tretjim osebam brez pravnega učinka.

572. člen
(nadzor nad poslovanjem in vodenje poslovnih knjig)

(1) Nadzor nad poslovanjem združenja, ki mora biti poverjen

(3) The general meeting shall take place if so requested by at least one-quarter of the members of the grouping.

Article 571
(Corporate governance of a grouping)

(1) A grouping shall have a management consisting of one or more members.

(2) A legal person may become a member of the management if that legal person appoints a permanent representative who shall assume liability in the same way as if they were a member of the management acting in their own name.

(3) Members of the grouping's management and permanent representatives of members who are legal persons shall assume individual or joint and several liability towards the grouping and third parties for violations of the regulations relating to the grouping, for violations of the formation agreement, and for errors related to the carrying out of operations. If several members of the management were involved in the formation of certain circumstances, each member's share of liability for the compensation of damages shall be determined by the court.

(4) The method of corporate governance, the appointment of the members of management and determining their powers, rights and conditions for their removal shall be regulated by the formation agreement or by a general meeting resolution.

(5) In relations with third parties, the grouping shall be bound by every action taken by an individual member of the management that falls within the scope of the grouping's activities. Restrictions of powers shall have no legal effect on third parties.

Article 572
(Supervision of operations and keeping books of account)

(1) The supervision of a grouping's operations which shall be

revizorjem, in nadzor nad poslovnimi knjigami se opravljata na način, določen s pogodbo o ustanovitvi.

(2) Če združenje izdaja obveznice, mora nadzor opraviti en ali več revizorjev, ki jih imenuje skupščina in katerih pooblastila ter mandatna doba se določijo v posebni pogodbi.

(3) Nadzor nad poslovnimi knjigami združenj, ki imajo več kot 100 delavcev, morajo opravljati revizorji na način in pod pogoji, ki veljajo za družbe.

(4) Za združenje se smiselno uporabljajo določbe tega zakona o poslovnih knjigah in letnem poročilu, kot veljajo za osebne družbe iz tretjega odstavka 53. člena tega zakona, razen v primerih, ko ta zakon določa drugače.

573. člen
(nastopanje združenja proti tretjim osebam)

Vsi akti in dokumenti združenja, ki so namenjeni tretjim osebam, zlasti pa dopisi, računi, oglasi in razna obvestila in objave, morajo vsebovati jasno oznako firme združenja z dodatkom »gospodarsko interesno združenje« ali kratico »GIZ«.

574. člen
(preoblikovanje pravnih oseb v združenje in obratno)

(1) Vsaka pravna oseba, katere dejavnost ustreza opredelitvi dejavnosti združenja, se lahko preoblikuje v tako združenje brez prenehanja ene in nastanka nove pravne osebe.

(2) Združenje se lahko preoblikuje v družbo z neomejeno odgovornostjo brez prenehanja ene in nastanka nove pravne osebe.

575. člen

entrusted to auditors and the supervision of the books of account shall be carried out in the manner laid down by the formation agreement.

(2) If a grouping issues bonds, the supervision shall be carried out by one or more auditors which are to be appointed by the general meeting and whose powers and term are to be determined under a separate contract.

(3) Supervision of the books of account of groupings with more than one hundred employees shall be carried out by auditors in the manner and under the conditions which apply to companies.

(4) Unless otherwise provided by this Act, paragraph three of Article 53 of this Act on the books of account and the annual report for partnerships shall apply *mutatis mutandis* for the grouping.

Article 573
(Relations between the grouping and third parties)

All acts and documents of a grouping that are intended for third parties, particularly letters, invoices, advertisements as well as various notifications and publications, shall include a clearly marked company name of the grouping and the words "gospodarsko interesno združenje" (economic interest grouping) or its abbreviation "GIZ".

Article 574
(Conversions of legal persons into groupings and vice versa)

(1) Any legal person whose activity conforms to the definition of the activity pursued by a grouping may be converted into such grouping without the dissolution of one and the creation of a new legal person.

(2) A grouping may be converted into an unlimited company without the dissolution of one and the creation of a new legal person.

Article 575

(nesposobnost člana)

Ob začetku stečaja, likvidacije ali izgube poslovne sposobnosti posameznega člana združenja takemu članu preneha članstvo z dnem začetka stečaja ali postopka likvidacije ali z dnem ugotovitve izgube sposobnosti. Združenje v takem primeru obstaja še naprej, razen če je v pogodbi o ustanovitvi določeno, da združenje samodejno preneha ob prenehanju posameznega člana.

576. člen
(prenehanje in likvidacija)

(1) Združenje preneha:
- s pretekom časa, če je ustanovljeno za določen čas;
- zaradi uresničitve ali ugasnitve cilja združenja;
- na podlagi sklepa članov, ali
- na podlagi sodne odločbe.

(2) Z nastankom vzroka za prenehanje združenja iz prejšnjega odstavka je treba začeti likvidacijski postopek.

(3) Za postopek likvidacije se smiselno uporabljajo določbe o likvidaciji delniške družbe.

577. člen
(evropsko gospodarsko interesno združenje)

(1) V Republiki Sloveniji se lahko ustanovi evropsko gospodarsko interesno združenje (v nadaljnjem besedilu: evropsko združenje) v skladu z Uredbo 2137/85/EGS.

(2) Glede vprašanj, ki z Uredbo 2137/85/EGS niso izrecno urejena, se tudi za evropsko združenje uporabljajo določbe tega dela zakona, ki veljajo za združenje.

(Incapacity of a grouping member)

At the commencement of bankruptcy or winding-up proceedings against individual grouping members or on the loss of their capacity to contract, their membership in the grouping shall be terminated on the date of commencement of bankruptcy or winding-up proceedings, or on the date of establishing the loss of their capacity to contract. In this case, the grouping shall continue to exist unless the formation agreement provides that the grouping shall automatically be dissolved upon the dissolution of an individual member.

Article 576
(Dissolution and winding-up)

(1) A grouping shall be dissolved:
- on the expiry of the period for which it has been formed, if it has been formed for a fixed period of time;
- on the achievement or elimination of the grouping's objective;
- on the basis of a member resolution; or
- by a court decision.

(2) On the formation of the grounds for dissolution of the grouping in accordance with the preceding paragraph of this Article the commencement of winding-up proceedings shall begin.

(3) The provisions on the winding-up of a public limited company shall apply *mutatis mutandis* to the winding-up proceedings.

Article 577
(European Economic Interest Grouping)

(1) A European Economic Interest Grouping may be formed in the Republic of Slovenia (hereinafter: "European grouping") in accordance with Regulation 2137/85/EEC.

(2) The provisions of this part of the Act relating to groupings shall also apply to the European groupings in respect of issues not specifically defined by the Regulation.

578. člen
(posebne določbe za evropsko združenje)

(1) Evropsko združenje pridobi lastnost pravne osebe z vpisom v register v Republiki Sloveniji.

(2) Član poslovodstva evropskega združenja je lahko tudi pravna oseba pod pogojem, da imenuje za svojega stalnega predstavnika fizično osebo, ki je odgovorna enako, kot da bi bila sama članica poslovodstva.

(3) Članu evropskega združenja samodejno preneha članstvo v združenju z dnem začetka stečaja ali likvidacije.

(4) Evropsko združenje mora v vseh aktih in dokumentih, namenjenih tretjim osebam, uporabljati jasno označeno ime evropskega združenja z dodatkom »evropsko gospodarsko interesno združenje« ali kratico »EGIZ«.

578.a člen

(objavljanje sporočil evropskega združenja v Uradnem listu Evropske unije)

O podatkih ali sporočilih, ki se v skladu z 11. členom Uredbe 2137/85/EGS objavljajo v Uradnem listu Evropske unije, mora AJPES v enem mesecu po njihovi objavi na svoji spletni strani obvestiti organ, ki je pristojen za objave v Uradnem listu Evropske unije.

VI. DEL
STATUSNO PREOBLIKOVANJE DRUŽB

Prvo poglavje
SPLOŠNO

Article 578
(Special provisions on the European grouping)

(1) A European grouping shall obtain legal personality upon its entry in the register of the Republic of Slovenia.

(2) A member of the management of a European Grouping may also be a legal person provided that it appoints as its permanent representative a natural person who shall assume liability in the same way as if it were itself a member of the management.

(3) Membership in a European grouping shall be automatically terminated on the date of commencement of bankruptcy or winding-up proceedings.

(4) A European grouping shall use the clearly marked name of the European grouping together with the designation "evropsko gospodarsko interesno združenje" (European economic interest grouping) or the abbreviation "EGIZ" in all of its bylaws and documents which are indented for third parties.

Article 578a

(Publication of European grouping notifications in the Official Journal of the European Union)

Regarding the information or notifications which are published in the Official Journal of the European Union in accordance with Article 11 of Regulation No 2137/85, AJPES shall on its website within one month of their publication inform the authority responsible for publication in the Official Journal of the European Union.

PART VI
CHANGE OF A COMPANY'S LEGAL STATUS

Chapter One
GENERAL

579. člen
(splošno pravilo)

(1) Družba se lahko statusno preoblikuje:
- z združitvijo,
- z delitvijo,
- s prenosom premoženja, ali
- s spremembo pravnoorganizacijske oblike.

(2) Podjetnik se lahko statusno preoblikuje v kapitalsko družbo.

579.a člen
(črtan)

Drugo poglavje
ZDRUŽITEV

1. oddelek
ZDRUŽITEV DELNIŠKIH DRUŽB

580. člen
(pojem)

(1) Dve ali več delniških družb se lahko združi s pripojitvijo ali spojitvijo.

(2) Pripojitev se opravi s prenosom celotnega premoženja ene ali več delniških družb (prevzeta družba) na drugo delniško družbo (prevzemna družba).

(3) Spojitev se opravi z ustanovitvijo nove delniške družbe (prevzemna družba), na katero se prenese celotno premoženje družb, ki se spajajo (prevzete družbe).

Article 579
(General rule)

(1) A company may change its legal status by:
- merger,
- division,
- transfer of assets, or
- change of legal form.

(2) Sole traders may change their legal status into a company limited by shares.

Article 579a
(Deleted)

Chapter Two
MERGER

Section 1
MERGER OF PUBLIC LIMITED COMPANIES

Article 580
(Definition)

(1) Two or more public limited companies may be merged by absorption or by formation of a new company.

(2) Merger by absorption shall be carried out by transferring all of the assets of one or more public limited companies (the transferor company) to another public limited company (the transferee company).

(3) Merger by formation of a new company is carried out by forming a public limited company (transferee company) to which all the assets of the companies participating in the merger by formation of a new company (transferor companies) are transferred.

(4) Prevzete družbe z združitvijo prenehajo, ne da bi bila prej opravljena njihova likvidacija. Delničarjem prevzetih družb se zagotovijo delnice prevzemne družbe.

(5) Če razmerje, v katerem se zamenjajo delnice prevzete družbe za delnice prevzemne družbe, ni enako ena ali več delnic prevzemne družbe za eno delnico prevzete družbe, lahko delničarjem prevzete družbe, ki ne razpolagajo z ustreznim številom delnic prevzete družbe, da bi lahko prejeli celo število delnic prevzemne družbe, prevzemna družba ali druga oseba zagotovi denarno doplačilo. Vsota denarnih doplačil, ki jih zagotovi prevzemna družba, ne sme presegati desetine skupnega najmanjšega emisijskega zneska delnic, ki jih prevzemna družba zagotovi delničarjem prevzete družbe zaradi pripojitve.

(6) Z združitvijo preide na prevzemno družbo vse premoženje ter pravice in obveznosti prevzete družbe. Prevzemna družba kot univerzalni pravni naslednik vstopi v vsa pravna razmerja, katerih subjekt je bila prevzeta družba.

581. člen
(pogodba o pripojitvi)

(1) Poslovodstva družb, ki se združujejo, morajo skleniti pogodbo o pripojitvi.

(2) Pogodba o pripojitvi mora vsebovati:

1. firmo in sedež vsake družbe, ki je udeležena pri pripojitvi;

2. dogovor o prenosu celotnega premoženja vsake prevzete družbe na prevzemno družbo s pravnimi posledicami iz četrtega in šestega odstavka prejšnjega člena;

3. razmerje, v katerem se zamenjajo delnice prevzete družbe za delnice prevzemne družbe (menjalno razmerje);
4. v primeru iz petega odstavka prejšnjega člena:
   - višino denarnega doplačila, ki mora biti izražena v denarnem znesku

(4) The transferor companies are dissolved by the merger without being previously wound-up. The shareholders of the transferor companies shall be provided with shares of the transferee company.

(5) When the ratio under which shares of the transferor company are being exchanged for shares of the transferee companies is not equal to one or more transferee company shares for one share of the transferor company, the shareholders of the transferor company that do not possess an appropriate number of transferor company shares in order to receive a whole number of the transferee company shares shall be provided additional cash payment by the transferee company or by another person. The sum of the additional cash payments provided by the transferee company shall not exceed one-tenth of the total minimum issue price of shares provided by the transferee company to the shareholders of the transferor company under the merger by absorption.

(6) Following a merger, all assets, rights and obligations of the transferor company are transferred to the transferee company. The transferee company is the universal legal successor of the transferor company and shall enter into all legal relations whose subject was the transferor company.

Article 581
(Agreement on merger by absorption)

(1) The management of the companies merging by absorption shall conclude an agreement on merger by absorption.

(2) The agreement on merger by absorption shall contain:

1. the company name and registered office of each company participating in the merger by absorption;
2. agreement on transferring all of the assets of each transferor company to the transferee company together with the legal consequences referred to in paragraphs four and six of the preceding Article;
3. the ratio under which the shares of the transferor company are to be exchanged for shares of the transferee company (exchange ratio);
4. in cases referred to in paragraph five of the preceding Article:
   - the amount of the additional cash payment expressed as an

na celotno delnico prevzete družbe, in
- navedbo, da bo denarno doplačilo zagotovila prevzemna družba, ali firmo in sedež ali ime in priimek druge osebe, ki bo zagotovila denarno doplačilo;

5. natančen opis postopkov v zvezi s prenosom delnic prevzemne družbe in plačilom denarnega doplačila; če prevzemna družba po 589. členu tega zakona ne bo zagotovila delnic, je treba navesti tudi razloge za to;

6. dan, od katerega dalje so delnice prevzemne družbe, ki jih bo ta zagotovila zaradi pripojitve, udeležene pri dobičku prevzemne družbe, in vse podrobnosti v zvezi z uveljavitvijo te pravice;

7. dan, od katerega dalje se šteje, da so dejanja prevzete družbe opravljena za račun prevzemne družbe (dan obračuna pripojitve);

8. ukrepe za uresničitev pravic imetnikov posebnih pravic iz 593. člena tega zakona;
9. vse posebne ugodnosti, ki bodo zagotovljene članom organov vodenja ali nadzora družb, ki so udeležene pri pripojitvi, ali pripojitvenim revizorjem, in

10. v primeru iz drugega odstavka 600. člena tega zakona višino ponujene denarne odpravnine in navedbo, da bo odpravnino zagotovila prevzemna družba, ali firmo in sedež ali ime in priimek druge osebe, ki bo zagotovila denarno odpravnino.

(3) Izjava druge osebe, da bo zagotovila denarno doplačilo ali denarno odpravnino, mora biti v obliki notarskega zapisa.

582. člen
(poročilo poslovodstva o pripojitvi)

(1) Poslovodstvo vsake družbe, ki je udeležena pri pripojitvi, mora izdelati podrobno pisno poročilo o pripojitvi.

amount of cash per whole share of the transferor company, and
- an indication that the additional cash payment will be provided by the transferee company, or the company name and the registered office or the name and surname of any other person that will provide such payment;

5. detailed information on procedures concerning the transfer of shares of the transferee company and payment of the additional cash payment; if the transferee company does not provide shares in accordance with Article 589 of this Act, the reasons for this shall also be indicated;
6. the date from which shares of the transferee company which will be provided for the merger by absorption will become entitled to participate in the profits of the transferee company, and all the details which relate to exercising this right;
7. the date from which the activities of the transferor company shall be treated as being carried out on behalf of the transferee company (date on which the merger by absorption was settled);
8. measures taken in order for holders of special rights referred to in Article 593 of this Act to execute their rights ;
9. any special benefits which shall be granted to members of the management or supervisory bodies of the companies participating in the merger by absorption, or to the auditors of the merger by absorption;
10. in the case referred to in paragraph two of Article 600 of this Act, the amount of the proposed cash consideration and an indication that the consideration will be provided by the transferee company, or the company name and the registered office or the name and surname of any other person that will provide such cash consideration.

(3) The statement of the other person that will be providing the additional cash payment or cash consideration shall be in the form of a notarial record.

Article 582
(Management's explanatory report on the merger by absorption)

(1) The management of each company participating in the merger by absorption shall draw up a detailed written explanatory report on the merger by absorption.

(2) V poročilu o pripojitvi mora poslovodstvo razložiti ter pravno in ekonomsko utemeljiti:

1. razloge za pripojitev in njene predvidene posledice;

2. vsebino pogodbe o pripojitvi, in še zlasti:
   - menjalno razmerje delnic,
   - višino morebitnih denarnih doplačil, in
   - ukrepe za uresničitev pravic imetnikov posebnih pravic iz 593. člena tega zakona.

(3) Poslovodstva družb, ki so udeležene pri pripojitvi, lahko izdelajo skupno poročilo o pripojitvi.

(4) V poročilu o pripojitvi je treba opozoriti na morebitne posebne težave, ki so nastale pri ocenjevanju vrednosti družb, ki so udeležene pri pripojitvi, in na posledice teh težav za določitev menjalnega razmerja ali drugih pravic.

(5) V poročilu o pripojitvi poslovodstvo ni dolžno razkriti informacij zaradi razlogov iz prve in tretje alineje drugega odstavka 305. člena tega zakona.

(6) Poslovodstvo posamezne družbe, ki je udeležena pri pripojitvi, mora obvestiti svojo skupščino in poslovodstva drugih družb, udeleženih pri pripojitvi, o vseh pomembnih spremembah premoženja družbe, ki so nastale v obdobju od sklenitve pogodbe o pripojitvi ali sestave predloga pogodbe o pripojitvi do zasedanja skupščine, ki bo odločala o soglasju k pripojitvi. Poslovodstva drugih družb, udeleženih pri pripojitvi, morajo o teh spremembah premoženja obvestiti svoje skupščine.

583. člen
(revizija pripojitve)

(1) Pogodbo o pripojitvi mora za vsako družbo, ki je udeležena

(2) In the explanatory report on the merger by absorption the management shall explain and legally as well as economically substantiate:
1. the grounds for merger by absorption, and the envisaged consequences of such merger;
2. the contents of the agreement on merger by absorption, in particular:
   - the proposed share exchange ratio,
   - the amount of potential additional cash payments, and
   - measures taken in order for holders of special rights referred to in Article 593 of this Act to execute their rights.

(3) The managements of the companies participating in the merger by absorption may draw up a joint explanatory report on the merger by absorption.

(4) The explanatory report on the merger by absorption shall draw attention to possible special issues that have arisen in the process in which the merging companies were valued, and the consequences of such issues on the determination of the exchange ratio and other rights.

(5) The management shall not be required to disclose information in cases referred to in indents one and three of paragraph two of Article 305 of this Act.

(6) The management of an individual company participating in the merger by absorption shall notify its general meeting and the managements of the other merging companies on all important changes of assets of the company arising in the period between the conclusion of the agreement on merger by absorption or the drawing up of the draft version of the agreement on merger by absorption and the general meeting that which will decide on giving consent to the merger by absorption. The managements of the other companies which are participating in the merger by absorption shall notify their general meetings of such changes of assets.

Article 583
(Audit of the merger by absorption)

(1) The agreement on merger by absorption shall be examined

pri pripojitvi, pregledati en ali več revizorjev (v nadaljnjem besedilu: pripojitveni revizor).

(2) Pripojitvenega revizorja za posamezno družbo, ki je udeležena pri pripojitvi, imenuje sodišče na predlog nadzornega sveta te družbe. Če družba nima nadzornega sveta, predlaga pripojitvenega revizorja poslovodstvo.

(3) Ne glede na prvi in drugi odstavek tega člena lahko za vse družbe, ki so udeležene pri pripojitvi, opravi revizijo pripojitve isti pripojitveni revizor ali revizorji, če s tem soglašajo nadzorni sveti ali upravni odbori vseh družb, udeleženih pri pripojitvi. V takem primeru pripojitvenega revizorja ali revizorje imenuje sodišče na skupen predlog nadzornih svetov ali upravnih odborov.

(4) Pripojitveni revizorji morajo o reviziji pripojitve izdelati pisno poročilo. Poročilo o reviziji pripojitve je lahko tudi skupno za vse družbe, ki so udeležene pri pripojitvi.

(5) Poročilo o reviziji pripojitve mora vsebovati mnenje revizorja ali revizorjev o tem, ali sta zagotovitev delnic prevzemne družbe po menjalnem razmerju, predlaganem v pogodbi o pripojitvi, in višina morebitnih denarnih doplačil ali ponujena odpravnina primerno nadomestilo za delnice prevzete družbe. Pri tem je treba zlasti razložiti:

1. z uporabo katerih metod ocenjevanja vrednosti podjetij je bilo določeno menjalno razmerje, ki je predlagano v pogodbi o pripojitvi;
2. razloge, zaradi katerih je uporaba teh metod v konkretnem primeru primerna za določitev menjalnega razmerja, in
3. če je bilo za določitev menjalnega razmerja uporabljenih več metod, kakšna vrednost je bila ugotovljena pri uporabi vsake od teh metod; hkrati je treba dati mnenje o relativni pomembnosti, pripisani takim metodam pri izračunu vrednosti, o kateri se odloča, in opisati vse morebitne posebne težave pri ocenjevanju vrednosti družb, udeleženih pri pripojitvi.

by one or more auditors (hereinafter: merger by absorption auditor) for every merging company participating in the merger by absorption.

(2) A merger by absorption auditor shall be appointed by the court for each of the companies participating in the merger by absorption on the proposal of the supervisory board of the company concerned. If a company has no supervisory board, a merger by absorption auditor shall be appointed on the proposal of the management.

(3) Notwithstanding paragraphs one and two of this Article, the same merger by absorption auditor or auditors may examine the merger by absorption for all of the companies participating in the merger by absorption with the consent of the supervisory boards or the boards of directors of the companies participating in the merger by absorption. In such cases, a merger by absorption auditor or auditors shall be appointed by the court on the basis of a joint proposal of the supervisory boards or the boards of directors.

(4) Merger by absorption auditors shall prepare a written report regarding the audit of the merger by absorption. The report regarding the audit of the merger by absorption may be joint for all of the companies participating in the merger by absorption.

(5) The report shall contain the opinion of the auditor or auditors as to whether the amount of the transferee company's shares under the exchange ratio proposed in the agreement on merger by absorption, and the amount of potential additional cash payments or consideration offered, are appropriate compensation for the shares of the transferor company. The report shall state in particular:

1. the methods of valuation of companies used to define the exchange ratio proposed in the merger agreement;
2. the reasons as to why the use of these methods are adequate for determining the exchange ratio in the case in question; and
3. If there were several methods used for determining the exchange ratio, indicate the values arrived at when using each method; at the same time, an opinion on the relative importance attributed to the methods that were used for arriving at the values which are being decided on shall be given, and all of the possible specific issues regarding the valuation of the companies participating in the merger by absorption shall also be described

(6) Pripojitveni revizor ali revizorji morajo predložiti revizijsko poročilo organom vodenja ali nadzora družbe, za katero so opravili revizijo pripojitve.

(7) Za potek revidiranja in pogojev revidiranja se za revizijo pripojitve smiselno uporabljajo določbe zakona, ki ureja revidiranje, o reviziji letnih poročil.

(8) Za odškodninsko odgovornost pripojitvenih revizorjev se smiselno uporablja določba tretjega odstavka 57. člena tega zakona. Pripojitveni revizorji so odškodninsko odgovorni vsem družbam, ki so udeležene pri pripojitvi, in vsem delničarjem teh družb.

584. člen
(pregled pripojitve po nadzornem svetu)

Nadzorni svet vsake družbe, ki je udeležena pri pripojitvi, mora na podlagi poročila poslovodstva o pripojitvi in poročila o reviziji pripojitve pregledati nameravano pripojitev ter o tem izdelati pisno poročilo. V poročilu o pregledu pripojitve nadzorni svet ni dolžan razkriti informacij zaradi razlogov iz prve in tretje alineje drugega odstavka 305. člena tega zakona.

585. člen
(soglasje skupščine za pripojitev)

(1) Za veljavnost pogodbe o pripojitvi je potrebno soglasje skupščine vsake družbe, ki je udeležena pri pripojitvi. Skupščina lahko da soglasje pred sklenitvijo pogodbe o pripojitvi ali po njej.

(2) Sklep skupščine o soglasju za pripojitev je veljavno sprejet, če zanj glasuje najmanj tri četrtine pri sklepanju zastopanega osnovnega kapitala. Statut lahko določi tudi višjo kapitalsko večino in druge zahteve.

(6) The merger by absorption auditor or auditors shall submit the audit report to the management or supervisory bodies of the company for which the audit was performed.

(7) Regarding the carrying out of the audit and the conditions of the audit, the provisions on auditing the annual reports of the Act governing auditing shall apply *mutatis mutandis*.

(8) The provision of paragraph three of Article 57 of this Act shall apply *mutatis mutandis* to the damage liability of merger by absorption auditors. Merger by absorption auditors shall be liable for damage to all companies participating in the merger by absorption and to all shareholders of such companies.

Article 584
(Examination of the merger by absorption by the supervisory board)

The supervisory board of each company participating in the merger by absorption shall, on the basis of the management's explanatory report on the merger by absorption and the report on the audit of the merger by absorption examine the intended merger by absorption and draw up a written report. In its report on the examination of the merger by absorption, the supervisory board is not required to disclose information on the grounds referred to in indents one and three of paragraph two of Article 305 of this Act.

Article 585
(Consent of the general meeting to merger by absorption)

(1) In order for the agreement on merger by absorption to be valid, the consent of each general meeting is required for every company participating in the merger by absorptions. A general meeting may give its consent prior to or after the conclusion of the agreement on merger by absorption.

(2) A resolution of the general meeting shall be deemed to have been validly adopted if at least three quarters of the share capital represented at the general meeting voted in favour of it. A larger majority

(3) Če obstaja več razredov delnic, je za veljavnost sklepa skupščine o soglasju za pripojitev potrebno soglasje delničarjev vsakega razreda. O soglasju morajo delničarji vsakega razreda sprejeti izredni sklep. Za sprejetje izrednega sklepa prejšnji odstavek ne velja.

(4) Pogodba o pripojitvi ali predlog pogodbe o pripojitvi, o kateri je odločala skupščina, se vključi v zapisnik skupščine ali se mu priloži.

586. člen
(priprava in izvedba skupščine)

(1) Poslovodstvo vsake družbe, ki je udeležena pri pripojitvi, mora vsaj mesec dni pred dnem zasedanja skupščine, ki bo odločala o soglasju za pripojitev, registrskemu organu predložiti pogodbo o pripojitvi, ki jo je prej pregledal nadzorni svet te družbe. Obvestilo o predložitvi pogodbe registrskemu organu mora družba objaviti. V objavi je treba delničarje opozoriti na njihove pravice iz drugega in šestega odstavka tega člena.

(2) Vsaj mesec dni pred zasedanjem skupščine, ki bo odločala o soglasju za pripojitev, je treba delničarjem vsake družbe, ki je udeležena pri pripojitvi, na sedežu te družbe omogočiti pregled:

1. pogodbe o pripojitvi;
2. letnih poročil vseh družb, ki so udeležene pri pripojitvi, za zadnja tri poslovna leta;
3. če dan obračuna združitve ni enak bilančnemu presečnemu dnevu zadnjega letnega poročila posameznih prevzetih družb, zaključnih poročil teh družb v skladu s prvim odstavkom 68. člena tega zakona, če so bila ta do takrat že revidirana;

of the capital and other requirements may be stipulated by the articles of association.

(3) If there is more than one class of shares, the resolution of the general meeting with which consent is given to the merger by absorption shall be valid subject to the consent of shareholders of each class of shares. Regarding their consent, shareholders of each class shall adopt an extraordinary resolution. The provisions of the preceding paragraph shall not apply to the adoption of the extraordinary resolution.

(4) The agreement on merger by absorption, or the draft version of the agreement on merger by absorption which the general meeting had been deciding on shall be entered in or attached to the minutes of the general meeting.

Article 586
(Preparing and holding a general meeting)

(1) The management of each merging company participating in the merger by absorption shall submit to the registration authority the agreement on merger by absorption that has been examined by the supervisory board of such company at least one month before the date of the general meeting that is to decide on granting consent to the merger by absorption. The company shall publish a notice for the submission of the agreement on merger by absorption to the registration authority. The notice shall call the shareholders' attention to their rights under paragraphs two and six of this Article.

(2) Not less than one month prior to the general meeting that is to decide on the granting of consent to the merger by absorption, shareholders of each of the companies participating in the merger by absorption shall be allowed to examine the following at the registered office of such company:

1. the agreement on merger by absorption;
2. the annual reports of all companies participating in the merger by absorption for the previous three financial years;
3. in cases where the date on which the merger by absorption was settled is not the same as the cut-off date of the last annual report of the individual transferor companies, the final reports of such companies in accordance with paragraph one of Article 68 of this

4. če se zadnje letno poročilo posameznih družb, ki so udeležene pri pripojitvi, nanaša na poslovno leto, ki se je končalo več kot šest mesecev pred sklenitvijo pogodbe o pripojitvi ali sestave predloga pogodbe o pripojitvi, vmesnih bilanc stanja teh družb, ki morajo biti sestavljene po stanju na dan zaključka zadnjega trimesečja pred sklenitvijo pogodbe o pripojitvi ali sestavo predloga te pogodbe;

5. poročila ali poročil poslovodstev družb, ki so udeležene pri pripojitvi, o pripojitvi;
6. poročila ali poročil o reviziji pripojitve, in

7. poročila nadzornih svetov družb, ki so udeležene pri pripojitvi, o pregledu pripojitve.

(3) Ne glede na prejšnji odstavek delničarjem ni treba omogočiti pregleda listin na sedežu družbe, če so te listine vsaj mesec dni pred zasedanjem skupščine, ki bo odločala o soglasju za pripojitev, pa vse do zaključka zasedanja te skupščine, brezplačno dostopne na spletni strani družbe. V objavi iz prvega odstavka 586. člena tega zakona mora družba delničarje seznaniti z naslovom svoje spletne strani.

(4) Za sestavo vmesne bilance stanja iz 4. točke drugega odstavka se uporabljajo določbe tega zakona o bilanci stanja z izjemami:

1. Pri sestavi vmesne bilance stanja ni treba preveriti, ali se stanje posameznih aktivnih in pasivnih postavk v poslovnih knjigah ujema z dejanskim stanjem.
2. Postavke se lahko v vmesni bilanci stanja izkažejo po vrednostih, po katerih so bile ovrednotene v zadnji letni bilanci stanja. Pri tem je treba upoštevati:
   - odpise in pripise zaradi spremembe vrednosti sredstev,
   - rezervacije, in
   - pomembnejše spremembe dejanske vrednosti sredstev, ki niso razvidne iz poslovnih knjig.

(5) Vmesne bilance stanja iz 4. točke drugega odstavka tega

Act, if these reports have been audited by then;
4. if the last annual report of the individual companies participating in the merger by absorption relates to a financial year that ended more than six months before the date of conclusion of the agreement on merger or the drawing up of the draft version of the agreement on merger by absorption, the interim balance sheets of these companies, which need to be prepared as at the date of the end of the last quarter prior to the conclusion of the agreement on merger by absorption or drawing up the draft version of this agreement.
5. the explanatory report or reports by the management of each company participating in the merger;
6. the report or reports on the audit regarding the merger by absorption, and
7. the reports on the examination of the merger by absorption by the supervisory boards of each of the companies participating in the merger by absorption.

(3) Notwithstanding the preceding paragraph, shareholders shall not be allowed access to documents at the company's registered office if such documents can be gratuitously accessed via the company's website at least one month prior to the general meeting that will decide on granting consent to the merger by absorption, and until the end of the general meeting. In the notice referred to in paragraph one of Article 586 of this Act the company shall inform the shareholders of its company website address.

(4) The provisions of this Act concerning the balance sheet shall apply to the preparation of the interim balance sheet referred to in point 4 of paragraph two, subject to the following exceptions:
1. When preparing the interim balance sheet, verifying whether the status of asset and liability items as presented in the accounts corresponds to the actual state of facts, is not required.
2. In the interim balance sheet, the items may be shown in the same values as per their valuation in the latest annual balance sheet, whereby the following shall be taken into consideration:
   - write-offs and attributions due to changes in asset value,
   - provisions, and
   - important changes of the actual asset value not shown in the accounts.

(5) The preparation of the interim balance sheet referred to in

člena ni potrebno sestaviti:
- če je družba po objavi zadnjega letnega poročila objavila polletno poročilo v skladu z zakonom, ki ureja trg finančnih instrumentov, in je delničarjem pregled polletnega poročila omogočen v skladu z določbami tega člena ali;

- če vsi delničarji vsake družbe, ki je udeležena pri pripojitvi, dajo izjavo v obliki notarskega zapisa, da s tem soglašajo.

(6) Vsakemu delničarju je treba na njegovo zahtevo najpozneje naslednji delovni dan brezplačno dati prepis listin iz drugega odstavka tega člena, razen če spletna stran družbe omogoča, da se lahko listine brezplačno prenesejo in natisnejo. Če delničar soglaša, se lahko kopije listin posredujejo po elektronski pošti.

(7) V času, ko je dostop do listin iz drugega odstavka tega člena na spletni strani družbe onemogočen oziroma listin ni mogoče brezplačno prenesti in natisniti, mora družba delničarju omogočiti pregled teh listin na sedežu družbe ali delničarju na njegovo zahtevo najpozneje naslednji delovni dan brezplačno dati prepis teh listin.

(8) Na zasedanju skupščine je treba predložiti listine iz drugega odstavka tega člena. Na začetku obravnave na skupščini mora poslovodstvo ustno razložiti vsebino pogodbe o pripojitvi. Pred odločanjem o soglasju za pripojitev mora poslovodstvo delničarje obvestiti o vseh pomembnih spremembah premoženja družbe v obdobju od sklenitve pogodbe o pripojitvi ali sestave predloga pogodbe o pripojitvi do zasedanja skupščine. Za pomembno se šteje zlasti tista sprememba, zaradi katere bi bilo primerno drugačno menjalno razmerje.

(9) Vsakemu delničarju mora poslovodstvo na zasedanju skupščine na njegovo zahtevo ustno pojasniti tudi zadeve o drugih družbah, ki so udeležene pri pripojitvi, če so te pomembne za pripojitev. Za dolžnost poslovodstva dati pojasnila se smiselno uporabljajo določbe prve in tretje alineje drugega odstavka 305. člena tega zakona.

point 4 of paragraph two of this Article is not required if:
- the company has published a semi-annual report after the publication of the last annual report in accordance with the Act governing the financial instruments market, and the shareholders have access to the semi-annual report in accordance with the provision of this Act, or;
- if all shareholders of each company participating in the merger by absorption state their consent in the form of a notarial record.

(6) A copy of the documents referred to in paragraph two of this Article shall be provided gratuitously to any shareholder upon their request, no later than on the next business day following such request, unless the website of the company allows for the documents to be downloaded and printed gratuitously. If the shareholder gives consent, the copies may be transmitted via email.

(7) When access to documents referred to in paragraph two of this Article is disabled on the company's website or the documents cannot be downloaded or printed gratuitously, the company shall enable the shareholder to examine the documents at the company's registered office or provide a copy of the documents gratuitously to the shareholder on their request, no later than on the next business day.

(8) The documents referred to in paragraph two of this Article shall be presented at the general meeting. The management shall orally explain the content of the agreement on merger by absorption before the opening of the general meeting discussion. Prior to deciding on the granting of consent to the merger by absorption, the management shall inform shareholders of all significant changes concerning the companies' assets in the period from the date of conclusion of the agreement on merger by absorption, or the drawing up of the draft version of the agreement on merger by absorption to the date of the general meeting. A significant change shall particularly mean a change that would result in a different exchange ratio being appropriate.

(9) At the general meeting, the management shall orally explain to any shareholder, on their request, the matters concerning other companies participating in the merger by absorption, if such matters are important for the merger by absorption. The provisions of indents one and three of paragraph two of Article 305 of this Act shall apply *mutatis mutandis* to the obligation of the management to provide explanations.

587. člen
(oblika pripojitvene pogodbe)

Pogodba o pripojitvi mora biti sklenjena v obliki notarskega zapisa.

588. člen
(povečanje osnovnega kapitala zaradi pripojitve)

(1) Če prevzemna družba poveča osnovni kapital, da bi izvedla pripojitev, se ne uporabljajo določbe petega odstavka 333. člena, drugega odstavka 335. člena, 336. in 337. člena ter drugega odstavka in prve alineje tretjega odstavka 339. člena tega zakona.

(2) Če prevzemna družba poveča osnovni kapital z odobrenim kapitalom, se poleg določb, navedenih v prejšnjem odstavku, ne uporablja tudi določba tretjega odstavka 354. člena tega zakona.

(3) Povečanje osnovnega kapitala za izvedbo pripojitve mora pregledati en ali več revizorjev.

(4) Za revizijo povečanja osnovnega kapitala zaradi pripojitve se smiselno uporabljajo določbe 194. do 197. člena tega zakona. Revizijo lahko opravi tudi pripojitveni revizor.

589. člen
(primeri, ko se zaradi pripojitve ne zagotovijo delnice)

(1) Prevzemna družba ne sme zagotoviti delnic za izvedbo pripojitve zaradi zamenjave:
1. za delnice prevzete družbe, katerih imetnik je sama, in

2. za lastne delnice prevzete družbe.

Article 587
(Form of the agreement on merger by absorption)

The agreement on merger by absorption shall have the form of a notarial record.

Article 588
(Increase of share capital due to a merger by absorption)

(1) If the transferee company increases its share capital in order to carry out a merger by absorption, the provisions of paragraph five of Article 333, paragraph two of Article 335, Articles 336 and 337, and paragraph two and indent one of paragraph three of Article 339 of this Act, shall not apply.

(2) If the transferee company increases its share capital with authorised share capital, alongside the provisions referred to in the preceding paragraph, the provision of paragraph three of Article 354 of this Act shall also not apply.

(3) Any increase of the share capital for carrying out a merger by absorption shall be examined by one or more auditors.

(4) The provisions of Articles 194 to 197 of this Act shall apply *mutatis mutandis* to the audit of the increase of share capital for carrying out a merger by absorption. The audit may also be carried out by a merger by absorption auditor.

Article 589
(Cases in which no shares are provided due to a merger by absorption)

(1) The transferee company shall not be allowed to provide shares, in order to carry out a merger by absorption, in exchange for:
1. shares of the transferor company which are held by the transferee company itself, and
2. own shares of the transferor company.

(2) Prevzemna družba ni dolžna zagotoviti delnic zaradi pripojitve:

1. če so iste osebe (delničarji) v enakem razmerju udeležene v kapitalu prevzemne in kapitalu prevzete družbe, razen če bi bila s tem kršena prepoved vračila vložkov ali prepoved oprostitve dolžnosti vplačila vložkov, ali

2. če se delničarji prevzete družbe odpovedo pravici do zagotovitve delnic prevzemne družbe z izjavo v obliki notarskega zapisa.

(3) Če je prevzeta družba imetnik delnic prevzemne družbe in so bile te delnice v celoti vplačane, je treba te delnice uporabiti za izpolnitev obveznosti prevzemne družbe, da zagotovi delnice delničarjem prevzete družbe. Za izpolnitev obveznosti prevzemne družbe ni dovoljeno uporabiti tistih delnic, katerih imetnik je prevzeta družba in niso bile v celoti vplačane.

(4) Kot delnice, katerih imetnik je prevzemna ali prevzeta družba, se štejejo tudi delnice, katerih imetnik je druga oseba za račun prevzete ali prevzemne družbe.

590. člen
(predlog za vpis pripojitve)

(1) Poslovodstvo vsake družbe, ki je udeležena pri pripojitvi, mora vložiti predlog za vpis pripojitve pri registrskem organu po sedežu prevzemne družbe. Predlog za vpis pripojitve lahko za prevzeto družbo vloži tudi poslovodstvo prevzemne družbe.

(2) Predlogu za vpis pripojitve pri prevzemni družbi je treba priložiti:
1. izjavo poslovodstva vsake družbe, ki je udeležena pri pripojitvi:

   - da proti sklepu skupščine o soglasju za pripojitev v roku za izpodbijanje tega sklepa ni bila vložena tožba za izpodbijanje tega

(2) The transferee company shall have no obligation to provide shares in order to carry out a merger by absorption in the following cases:
1. when the same persons (shareholders) participate in equal proportion in the capital of the transferee company and the capital of the transferor company, except in cases when this would result in a violation of the prohibition on refunding contributions or the prohibition on exemption from the obligation to pay contributions, or
2. if shareholders of the transferor company waive their right to be provided shares of the transferee company with a statement in the form of a notarial record.

(3) If the transferor company holds shares of the transferee company and such shares have been fully paid in, such shares shall be used for the fulfilment of the obligation of the transferee company to provide shares to shareholders of the transferor company. Shares held by the transferor company that have not been fully paid in may not be used for fulfilment of the obligations of the transferee company.

(4) Shares held by another person on behalf of the transferor or the transferee company shall also be considered as shares held by the transferee or the transferor company.

Article 590
(Application for entry of the merger by absorption in the register)

(1) The management of each merging company shall submit an application for entry of the merger by absorption in the register to the registration authority in the place where the transferee company has its registered office. The application for entry of the merger by absorption in the register may also be submitted by the management of the transferee company on behalf of the transferor company.

(2) The application for entry of the merger by absorption in the register which is submitted by the transferee company shall contain:
1. a statement by the management of each company participating in the merger by absorption stating:
   - that against the resolution of the general meeting with which consent was granted to the merger by absorption no action has

sklepa ali za ugotovitev njegove ničnosti ali

- da je bil tožbeni zahtevek za izpodbijanje sklepa skupščine o soglasju za pripojitev ali za ugotovitev njegove ničnosti pravnomočno zavrnjen ali tožba zavržena ali umaknjena, ali

- da so se vsi delničarji z izjavo v obliki notarskega zapisa odpovedali pravici do izpodbijanja sklepa skupščine o soglasju za pripojitev ali uveljavljanju njegove ničnosti;

2. če po določbi prvega odstavka 599. člena tega zakona o soglasju za pripojitev ni odločala skupščina prevzemne družbe, izjavo poslovodstva prevzemne družbe, da delničarji prevzemne družbe niso uresničili pravice zahtevati, naj o soglasju za pripojitev odloča skupščina prevzemne družbe, ali da so se tej pravici odpovedali z izjavo v obliki notarskega zapisa;

3. pogodbo o pripojitvi;
4. zapisnike zasedanj skupščin vseh družb, ki so udeležene pri pripojitvi, na katerih so odločale o soglasju za pripojitev;
5. poročilo ali poročila poslovodstev družb, ki so udeležene pri pripojitvi, o pripojitvi;
6. poročilo ali poročila o reviziji pripojitve;
7. poročila nadzornih svetov družb, ki so udeležene pri pripojitvi, o pregledu pripojitve;
8. zaključna poročila prevzetih družb;
9. dovoljenje ali soglasje pristojnega državnega ali drugega organa, če je to potrebno;
10. dokaz, da je bila nameravana pripojitev objavljena v skladu s prvim odstavkom 586. člena tega zakona, in
11. izjave oseb iz tretjega odstavka 581. člena tega zakona.

(3) Če poslovodstvo ne predloži izjave iz 1. točke prejšnjega odstavka, ker je bila proti sklepu skupščine o soglasju za pripojitev pravočasno vložena tožba za izpodbijanje tega sklepa ali za ugotovitve njegove ničnosti in o tožbenem zahtevku še ni bilo pravnomočno odločeno, registrski organ prekine postopek odločanja o vpisu pripojitve do pravnomočne odločitve o tožbenem zahtevku.

been filed to challenge this resolution or to declare it void within the time limit for challenging such resolution, or
- that an action challenging the resolution of the general meeting with which consent was granted to the merger by absorption or to declare void such resolution has been finally dismissed, rejected or withdrawn, or
- that all shareholders have signed a statement in the form of a notarial record to waive their right to challenge the resolution of the general meeting with which consent was granted to the merger by absorption or to request that it be declared void,

2. in cases in which, in accordance with paragraph one of Article 599 of this Act, consent to the merger by absorption was not decided on by the general meeting, a statement of the management of the transferee company that shareholders of the transferee company did not exercise their right to request that the merger by absorption be approved by the general meeting of the transferee company, or that they had waived this right by issuing a statement in the form of a notarial record;
3. agreement on merger by absorption;
4. minutes of each of the merging companies' general meetings that decided on the granting of consent to the merger by absorption;
5. explanatory report or reports by the management of each company participating in the merger by absorption;
6. report or reports on the audit of the merger by absorption;
7. reports on the merger by absorption by the supervisory boards of each of the companies participating in the merger by absorption;
8. final reports of the transferor companies;
9. permission or consent of the competent national or other authority, where necessary;
10. evidence that the intended merger by absorption has been published in accordance with paragraph one of Article 586 of this Act; and
11. statements of the persons referred to in paragraph three of Article 581 of this Act.

(3) If the management fails to submit the statement referred to in point 1 of the preceding paragraph due to the fact that an action has been filed in due time to challenge the resolution of the general meeting which gave consent to the merger by absorption or to declare such resolution void, and the action has not yet been finally decided on, the registration authority shall stay the procedure for deciding on the entry of the merger by absorption in the register until the decision on the action

(4) Ne glede na prejšnji odstavek registrski organ ne prekine postopka ali razveljavi sklep o prekinitvi postopka in opravi vpis pripojitve še pred pravnomočno odločitvijo o tožbenem zahtevku, če znatno prevladuje interes za hitro odločitev o vpisu in če so izpolnjeni drugi pogoji za vpis.

(5) Pri presoji, ali prevladuje interes za hitro odločitev, registrski organ upošteva pomen pravice, katere kršitev se s tožbo zatrjuje, verjetnost, da bi tožnik s tožbo uspel in škodo, ki lahko družbam, udeleženim pri pripojitvi, nastane zaradi poznejšega vpisa.

591. člen
(vpis in pravne posledice pripojitve)

(1) Registrski organ po sedežu prevzemne družbe v register hkrati vpiše pripojitev vseh prevzetih družb prevzemni družbi. Če je prevzemna družba zaradi pripojitve povečala osnovni kapital, se to povečanje vpiše v register hkrati z vpisom pripojitve. Pri vpisu pripojitve je treba v register vpisati tudi firme vseh prevzetih družb in številke registrskih vložkov, pod katerimi so bile vpisane v register.

(2) Vsaka prevzeta družba mora imenovati zastopnika za prevzem delnic prevzemne družbe, ki jih je treba zagotoviti delničarjem prevzete družbe, in morebitnih denarnih doplačil. Pripojitev se sme vpisati, šele ko zastopnik sporoči registrskemu organu po sedežu prevzemne družbe, da so mu bile delnice izročene ali vplačan denarni znesek za izplačilo denarnih doplačil. Prepoved izdaje delnic in začasnic po 342. in 348. členu tega zakona ne veljata za izdajo delnic zastopniku.

has become final.

(4) Notwithstanding the preceding paragraph, the registration authority shall not stay the procedure, or shall annul the procedural decision on staying the procedure, and shall enter the merger by absorption in the register before the decision on the action becomes final, if substantial interest exists in a rapid decision regarding entry in the register, and all other conditions for registration are fulfilled.

(5) When assessing whether substantial interest in a rapid decision exists, the registration authority shall take into consideration the importance of the right whose violation is alleged in the action, the probability that the plaintiff will succeed with their action, and the damage that could be caused to the companies participating in the merger because of the delayed registration.

Article 591
(Registration and legal consequences of merger by absorption)

(1) The registration authority in the place where the transferee company has its registered office shall simultaneously enter the merger by absorption of all transferor companies to the transferee company into its register. If the transferee company increased its share capital due to the merger by absorption, such an increase shall be entered in the register at the same time as the merger by absorption. The entry of the merger by absorption in the register shall contain the company names of all transferor companies and the register entry numbers which correspond to their previous entries in the register.

(2) Each transferor company shall appoint a representative who will accept the transferee company's shares which are to be provided to shareholders of the transferor company, and any potential additional cash payments. The merger by absorption may be entered in the register only after the representative has notified the registration authority in the place where the transferee company has its registered office that they have been delivered to them or that the additional cash payments have been made. The prohibition to issue shares and interim certificates under Articles 342 and 348 of this Act shall not apply to issuing shares to the representative.

(3) Z vpisom pripojitve v register nastanejo pravne posledice:

1. premoženje prevzetih družb preide skupaj z njihovimi obveznostmi na prevzemno družbo. Če ob pripojitvi obstajajo dvostranske pogodbe, ki jih nobena od pogodbenih strank še ni v celoti izpolnila, in zaradi pravnih posledic pripojitve na podlagi take pogodbe nastaneta kot vzajemni obveznosti:

   - obveznosti prevzema, dobave ali druge podobne vzajemne obveznosti, ki so med seboj nezdružljive, ali
   - katerih hkratna izpolnitev bi za prevzemno družbo pomenila nepravično breme, se obseg teh obveznosti pravično spremeni ob upoštevanju interesov obeh pogodbenih strank;

2. prevzete družbe prenehajo;
3. delničarji prevzetih družb postanejo delničarji prevzemne družbe, razen v primerih iz 589. člena tega zakona. Hkrati preidejo pravice tretjih na delnicah prevzete družbe na delnice prevzemne družbe, ki se zagotavljajo zaradi pripojitve, ali na pravice do morebitnih denarnih doplačil.

(4) Za združitev delnic prevzete družbe se smiselno uporabljajo določbe 376. člena tega zakona.

592. člen
(varstvo upnikov)

(1) Upniki vseh družb, ki so bile udeležene pri pripojitvi, imajo pravico zahtevati zavarovanje za svoje nezapadle, negotove ali pogojne terjatve, če tako zavarovanje zahtevajo v šestih mesecih po objavi vpisa pripojitve v register. Upniki lahko to pravico uveljavljajo samo, če verjetno izkažejo, da je zaradi pripojitve ogrožena izpolnitev njihovih terjatev. Upnike je treba na to pravico opozoriti v objavi vpisa pripojitve v register.

(3) The entry of the merger by absorption in the register shall have the following legal consequences:

1. the assets of the transferor companies shall be transferred to the transferee company together with the corresponding liabilities. If at the time of the merger by absorption bilateral contracts exist, which none of the contracting parties have fulfilled in their entirety, and because of the legal consequences of the merger by absorption on the basis of such contract, the following mutual obligations shall ensue:
   - the obligation of acquisition, supply or other similar mutual obligations which are incompatible amongst themselves, or
   - obligations, the immediate fulfilment of which would represent an unfair burden for the transferee company, whereby the scope of such obligations shall be modified in order to be made fair by taking into consideration the interests of both contractual parties;
2. the transferor companies shall dissolve;
3. shareholders of the transferor companies shall become shareholders of the transferee company, except in cases referred to in Article 589 of this Act. At the same time, third party rights concerning shares of the transferor company shall be transferred to the shares of the transferee company which are being provided due to the merger by absorption, or shall be transferred to the rights concerning potential additional cash payments.

(4) The provisions of Article 376 of this Act shall apply *mutatis mutandis* to the consolidation of shares of the transferor company.

Article 592
(Protection of creditors)

(1) The creditors of all the companies which have participated in the merger have the right to request appropriate security for their claims which have not yet fallen due, uncertain claims or contingent claims within sixth months of publication of the entry of the merger by absorption in the register. Creditors may only exercise this right if they are able to prove to a reasonable degree of probability that the fulfilment of their claims is jeopardised due to the merger by absorption. The attention of creditors shall be drawn to this right in the publication regarding the entry of the merger by absorption in the register.

(2) Pravice zahtevati zavarovanje nimajo tisti upniki, ki imajo ob morebitnem stečajnem postopku pravico do prednostnega poplačila.

(3) Kadar je pri pripojitvi udeležena družba, ki je imetnik več kot 25% delnic katere koli druge pri pripojitvi udeležene družbe (delnice ciljne družbe), in je te delnice dala ali obljubila dati v zastavo ali v zavarovanje za dobljena posojila ali podobne pravne posle, s katerimi si je zagotovila sredstva za pridobitev teh delnic ciljne družbe (prevzemna družba), je za veljavnost pogodbe o pripojitvi potrebno tudi:

- soglasje večine upnikov vsake pri pripojitvi udeležene družbe (večinsko soglasje),
- soglasje upnikov vsake pri pripojitvi udeležene družbe, katerih terjatve presegajo 5% delež vseh obveznosti družbe (posamično soglasje upnikov) in
- soglasje delavcev vsake pri pripojitvi udeležene družbe, v imenu katerih poda izjavo o soglasju njihov predstavnik, v skladu z zakonom, ki ureja sodelovanje delavcev pri upravljanju.

(4) Večinsko soglasje je dano, če dajo soglasje upniki, katerih terjatve znašajo skupaj vsaj 75% vsote obveznosti družbe, izkazanih v bilanci stanja na dan obračuna pripojitve, ki jo je potrdil revizor. V vsoto obveznosti, ki je podlaga za izračun večinskega soglasja, je treba prišteti vrednost odpravnin, do katerih bi bili upravičeni delavci družbi, če bi družba na ta dan prenehala. V imenu delavcev poda izjavo, ki se upošteva pri izračunu večinskega soglasja, njihov predstavnik, v skladu z zakonom, ki ureja sodelovanje delavcev pri upravljanju.

(5) Upniki in predstavnik delavcev dajo izjavo o soglasju v obliki notarskega zapisa.

593. člen
(varstvo imetnikov posebnih pravic)

(2) Creditors who are entitled to preference regarding their payment in the case of bankruptcy proceedings shall not be entitled to request security.

(3) If a company participating in the merger by absorption holds more than 25% of the shares of any other company participating in the merger by absorption (shares of the target company), and has given or promised these shares as pledge or security for the acquired loans or similar legal transactions by which it has acquired funds for the acquisition of such shares of the target company (transferee company), the following shall be required for the validity of the agreement on merger by absorption:

- consent of the majority of creditors of each of the companies participating in the merger by absorption (majority consent),
- consent of the creditors of each of the companies participating in the merger by absorption that have claims exceeding 5% of all liabilities of the company (individual consent by creditors) and
- consent of the employees of each of the companies participating in the merger by absorption; which shall be given as a statement by their representative in their name, in accordance with the Act governing employee participation in management.

(4) Majority consent shall be deemed to be given when it has been given by creditors whose combined claims account for at least 75% of the total liabilities of the company, as is evident from the balance sheet on the day the merger by absorption was settled, as certified by the absorption auditor. The sum of liabilities that serves as the basis for calculating majority consent shall contain the sum of severance pay to which the employees of the company would be entitled in the event that the company were to dissolve on that date. The statement which shall be taken into account when calculating the majority consent shall be given by their representative in their name in accordance with the Act governing employee participation in management.

(5) Statements of consent given by creditors and by the representative of the employees shall have the form of a notarial record.

Article 593
(Protection of holders of special rights)

Če je prevzeta družba izdala zamenljive obveznice, obveznice s pravico do prednostnega nakupa delnic ali dividendne obveznice ali posameznim osebam drugače zagotovila posebne pravice do udeležbe pri dobičku, je treba imetnikom teh pravic zagotoviti enakovredne pravice v prevzemni družbi. Če prevzemna družba ne zagotovi enakovrednih pravic, lahko vsak imetnik posebne pravice od prevzemne družbe zahteva denarno doplačilo. Za postopek določitve denarnega doplačila, do katerega so upravičeni imetniki posebnih pravic, se smiselno uporabljajo določbe drugega odstavka 605. člena in 606. do 615. člena, razen drugega stavka četrtega odstavka 607. in drugega do šestega odstavka 612. člena tega zakona.

If the transferor company has issued convertible bonds, bonds conferring pre-emption rights or dividend bonds, or has otherwise secured to individual persons special rights to participate in the profit, the holders of such rights shall be provided with equivalent rights in the transferee company. If the transferee company fails to provide equivalent rights, every holder of special rights may request additional cash payment from the transferee company. The provisions of paragraph two of Article 605 and of Articles 606 to 615, with the exception of the second sentence of paragraph four of Article 607 and paragraphs two to six of Article 612 of this Act, shall apply *mutatis mutandis* to the procedure for determining the additional cash payment to which the holders of special rights are entitled.

594. člen
(odškodninska odgovornost organov vodenja ali nadzora prevzete družbe)

(1) Člani organov vodenja ali nadzora prevzete družbe so solidarno odgovorni za škodo, ki jo pripojitev povzroči prevzeti družbi, njenim delničarjem in upnikom prevzete družbe iz 592. člena tega zakona. Za odgovornost članov organov vodenja ali nadzora iz prejšnjega stavka se smiselno uporablja določba drugega odstavka 263. člena tega zakona.

Article 594
(Damage liability of the management or supervisory bodies of the transferor company)

(1) Members of the management or supervisory bodies of the transferor company shall be jointly and severally liable for any damage caused by the merger by absorption to the transferor company, its shareholders and creditors referred to in Article 592 of this Act. The provision of paragraph two of Article 263 of this Act shall apply *mutatis mutandis* to the liability of members of the management or supervisory bodies referred to in the preceding sentence.

(2) Za uveljavljanje odškodninskih zahtevkov po prejšnjem odstavku in morebitnih odškodninskih zahtevkov za škodo zaradi pripojitve po splošnih pravilih o odškodninski odgovornosti se šteje, da prevzeta družba obstaja še naprej. Medsebojne terjatve in obveznosti se v tem obsegu s pripojitvijo ne pobotajo.

(2) Regarding the filing of claims for the compensation of damage under the preceding paragraph, and regarding possible claims for damage incurred due to the merger by absorption under the general rules on damage liability, the transferor company shall be deemed to continue to exist. In this scope, mutual receivables and obligations shall not be offset in the merger by absorption.

(3) Tožbeni zahtevki po tem členu zastarajo v petih letih po objavi vpisa pripojitve v register.

(3) The limitation period for actions under this Article shall be five years from the day the entry of the merger by absorption in the register is published.

595. člen
(uveljavljanje odškodninskih zahtevkov)

Article 595
(Filing damage compensation claims)

(1) Tožbo za uveljavitev odškodninskih zahtevkov po prejšnjem členu lahko vloži samo posebni zastopnik, ki te zahtevke uveljavlja za račun vseh delničarjev in za račun vseh upnikov, ki imajo po 592. členu tega zakona pravico zahtevati zavarovanje, pa jim ga prevzemna družba ni zagotovila.

(2) Posebnega zastopnika imenuje sodišče, ki je krajevno pristojno po sedežu prevzemne družbe. Za posebnega zastopnika je lahko imenovana oseba, ki izpolnjuje pogoje za imenovanje za stečajnega upravitelja po zakonu, ki ureja prisilno poravnavo, stečaj in likvidacijo.

(3) Sodišče imenuje posebnega zastopnika na predlog:

1. delničarjev, ki izpolnjujejo pogoje iz 2. točke tretjega odstavka 605. člena tega zakona, ali
2. upnika, ki ima po 592. členu tega zakona pravico zahtevati zavarovanje in mu ga prevzemna družba ni zagotovila.

(4) Predlagatelj mora založiti predujem za stroške postopkov za uveljavljanje odškodninskih zahtevkov.

(5) Sodišče s sklepom, s katerim imenuje posebnega zastopnika, določi tudi rok, v katerem se morajo posebnemu zastopniku prijaviti delničarji in upniki iz 592. člena tega zakona. Ta rok ne sme biti krajši od 30 dni, šteto od objave oklica o imenovanju.

(6) Sodišče objavi oklic o imenovanju posebnega zastopnika na spletni strani AJPES. Oklic mora vsebovati:

1. ime in priimek posebnega zastopnika in naslov, na katerem se prijavljajo delničarji in upniki,
2. obvestilo, da je bil posebni zastopnik imenovan za uveljavitev odškodninskih zahtevkov po prejšnjem členu,

3. poziv delničarjem in upnikom iz 592. člena tega zakona, da se v roku, ki ga je s sklepom o imenovanju določilo sodišče, prijavijo posebnemu zastopniku.

(1) An action concerning a damage compensation claim under the preceding Article shall only be filed by the special representative on behalf of all shareholders and on behalf of all creditors who, under Article 592 of this Act, are entitled to request security but were refused such security by the transferee company.

(2) A special representative shall be appointed by the court with territorial jurisdiction in the place where the transferee company has its registered office. A person may be appointed to be a special representative if they meet the requirements for being appointed bankruptcy trustee under the Act governing compulsory settlement, bankruptcy and winding-up.

(3) The court shall appoint a special representative on the proposal of:
1. shareholders who fulfil the conditions under point 2 of paragraph three of Article 605 of this Act, or
2. a creditor who is entitled under Article 592 of this Act to request security, but was refused such security by the transferee company.

(4) The proposer shall make an advance payment to cover the costs of the proceedings regarding damage compensation claims.

(5) In the procedural decision for appointing the special representative, the court shall also set the deadline by which the shareholders and creditors referred to in Article 592 of this Act shall register with the special representative. This time period shall not be less than 30 days following publication of the notice of appointment.

(6) The court shall publish the notice of appointment of a special representative on the website of AJPES. The notice shall include the following:
1. the name and surname of the special representative and the address where shareholders and creditors shall register,
2. information that the special representative has been appointed for the purpose of filing damage compensation claims in compliance with the preceding Article,
3. a call to the shareholders and creditors referred to in Article 592 of this Act to register with the special representative within the time limit set by the court in its procedural decision on the appointment.

(7) Iz zneskov, ki jih posebni zastopnik prejme na podlagi uveljavljenih odškodninskih zahtevkov, se najprej poplačajo stroški in nagrada posebnega zastopnika, nato pa se ti zneski uporabijo za poplačilo terjatev upnikov iz 592. člena tega zakona, ki jim prevzemna družba ni zagotovila ustreznega zavarovanja. Morebitni ostanek se razdeli delničarjem. Za razdelitev delničarjem se smiselno uporabljajo določbe 418. člena tega zakona.

(8) Posebni zastopnik ima pravico do povrnitve stroškov in nagrade za svoje delo. Za stroške in nagrado posebnega zastopnika se smiselno uporabljajo predpisi, ki veljajo za stroške in nagrado stečajnega upravitelja. O povrnitvi stroškov in nagrade odloči sodišče, ki je posebnega zastopnika imenovalo. Stroški in nagrada posebnega zastopnika se izplačajo iz zneskov, ki jih zastopnik doseže z uveljavitvijo odškodninskih zahtevkov. Glede na okoliščine primera lahko sodišče odloči, da morajo stroške in nagrado posebnega zastopnika plačati delničarji in upniki, za račun katerih zastopnik uveljavlja odškodninske zahtevke.

596. člen
(zastaranje odškodninskih zahtevkov proti članom organov vodenja ali nadzora prevzemne družbe)

Odškodninski zahtevki proti članom organov vodenja ali nadzora prevzemne družbe za škodo zaradi pripojitve zastarajo v petih letih od objave vpisa pripojitve v register.

597. člen
(ničnost in izpodbojnost sklepa skupščine prevzete družbe o

(7) The amounts which are collected by the special representative on the basis of the filed damage compensation claims shall first be used for the reimbursement of costs and payment of the bonus to the special representative, and after that they shall be used to repay the creditors referred to in Article 592 of this Act to whom the transferee company failed to provide adequate security. Any potential surplus shall be distributed to shareholders. The provisions of Article 418 of this Act shall apply *mutatis mutandis* to the distribution of such surplus to the shareholders.

(8) The special representative shall be entitled to have their costs reimbursed and to be paid a bonus for their work. The provisions governing the reimbursement of costs and the payment of a bonus to the bankruptcy trustee shall apply *mutatis mutandis* to the reimbursement of costs and the payment of a bonus to the special representative. The court that appointed the special representative shall decide on the reimbursement of costs and the payment of a bonus to the special representative. The reimbursement of costs and the bonus for the special representative shall be paid from the proceeds the special representative collects from the damage compensation claims. Considering the circumstances of the case, the court may decide that the costs and the bonus for the special representative shall be borne by the shareholders and the creditors on whose behalf the representative is filing the damage compensation claims.

Article 596
(Statute of limitations for damage compensation claims filed against members of the management or supervisory bodies of the transferee company)

The limitation period for damage compensation claims regarding a merger by absorption which are filed against the members of the management or supervisory bodies of the transferee company, shall be five years from the day the entry of the merger by absorption in the register was published.

Article 597
(Voidability and challengeability of the general meeting resolution of

soglasju za pripojitev)

Po vpisu pripojitve v register se tožba za ugotovitev ničnosti ali izpodbijanje sklepa skupščine prevzete družbe o soglasju za pripojitev vloži proti prevzemni družbi.

598. člen
(konvalidacija sklepa o soglasju za pripojitev)

Po vpisu pripojitve v register morebitne pomanjkljivosti pripojitve ne vplivajo na pravne posledice pripojitve iz tretjega odstavka 591. člena tega zakona. Tožnik, ki je pred vpisom pripojitve v register vložil tožbo za ugotovitev ničnosti ali izpodbijanje sklepa o soglasju za pripojitev, lahko brez soglasja toženca tožbo spremeni tako, da zahteva povračilo škode, ki mu je nastala z vpisom pripojitve v register.

599. člen
(poenostavljena pripojitev)

(1) Za veljavnost pogodbe o pripojitvi ni potrebno soglasje skupščine prevzemne družbe za pripojitev:

1. če je prevzemna družba v kapitalu prevzete družbe udeležena z najmanj devetimi desetinami; pri izračunu udeležbe prevzemne družbe v kapitalu prevzete družbe se odštejejo lastne delnice prevzete družbe in delnice, katerih imetnik je druga oseba za račun prevzete družbe, ali

2. če delnice, ki jih mora prevzemna družba zagotoviti delničarjem prevzete družbe, ne presegajo desetine osnovnega kapitala prevzemne družbe; če mora prevzemna družba zaradi pripojitve povečati osnovni kapital, se pri izračunu upošteva tako povečani

the transferor company giving consent to the merger by absorption)

After a merger by absorption is entered in the register, any action to challenge the resolution of the general meeting of the transferor company by which consent was given to the merger by absorption or to declare such resolution void, shall be filed against the transferee company.

Article 598
(Convalidation of the resolution giving consent to the merger by absorption)

After a merger by absorption is entered in the register, any possible deficiencies regarding the merger by absorption shall have no effect on the legal consequences of the merger by absorption referred to in paragraph three of Article 591 of this Act. Any plaintiff who, prior to the entry of the merger by absorption in the register, has filed an action to declare void or to challenge the resolution by which consent was given to the merger by absorption, may, without the consent of the defendant, modify their action in such a way as to claim compensation for the damage incurred by them due to the entry of the merger by absorption in the register.

Article 599
(Simplified merger by absorption)

(1) The agreement on merger by absorption shall be valid without the consent of the general meeting of the transferee company in the following cases:

1. when the transferee company participates in the capital of the transferor company by at least nine tenths, whereby the participation of the transferee company in the capital of the transferor company shall be calculated by subtracting own shares of the transferor company and shares held by another person on behalf of the transferor company from such capital, or
2. when shares of the transferee company which are to be provided to the shareholders of the transferor company do not exceed one tenth of the share capital of the transferee company, and if the transferee company needs to increase its share capital due to the merger by

osnovni kapital.

(2) Če poslovodstvo prevzemne družbe v skladu s prejšnjim odstavkom ne zahteva, da bi o soglasju za pripojitev odločala skupščina prevzemne družbe, mora prevzemna družba izpolniti obveznosti iz prvega in drugega odstavka 586. člena tega zakona najmanj mesec dni pred zasedanjem skupščine prevzete družbe, ki bo odločala o soglasju za pripojitev.

(3) Ne glede na prvi odstavek tega člena mora skupščina prevzemne družbe odločati o soglasju za pripojitev, če delničarji prevzemne družbe, katerih deleži dosegajo dvajsetino osnovnega kapitala prevzemne družbe, v enem mesecu od dneva zasedanja skupščine prevzete družbe, ki je sprejela sklep o soglasju za pripojitev, zahtevajo sklic skupščine prevzemne družbe, ki naj odloči o soglasju za pripojitev. Statut prevzemne družbe lahko določi, da imajo pravico zahtevati sklic skupščine po prejšnjem stavku delničarji, ki so pri osnovnem kapitalu družbe udeleženi z manjšim deležem. V objavi iz prvega odstavka 586. člena tega zakona morajo biti delničarji opozorjeni na to pravico.

(4) Če je prevzemna družba imetnica vseh delnic prevzete družbe in je pri pripojitvi udeležena samo ta prevzeta družba, ni treba upoštevati določb 3. do 6. točke drugega odstavka 581. člena, 582. člena, 583. člena, 5. in 6. točke drugega odstavka 586. člena tega zakona. Prav tako se za to družbo ne uporablja določba 594. člena tega zakona v delu, ki se nanaša na škodo, ki jo pripojitev povzroči delničarjem prevzete družbe.

(5) Če je prevzemna družba imetnica vseh delnic prevzete družbe, ni potrebno soglasje skupščine prevzete družbe o pripojitvi, če so vsaj mesec dni pred vložitvijo predloga vpisa pripojitve pri registrskem organu, ki ga vloži poslovodstvo v skladu s 590. členom tega zakona, izpolnjeni pogoji iz prvega odstavka in 1. do 4. točke ter 7. točke drugega

absorption, the calculation shall consider the share capital which has been increased in this way.

(2) When, in compliance with the preceding paragraph, the management of the transferee company does not request that the general meeting of the transferee company decide on the granting of consent regarding the merger by absorption, the transferee company shall fulfil the obligations referred to in paragraphs one and two of Article 586 of this Act at the latest one month prior to the date of the general meeting of the transferor company that shall decide on the granting of consent to the merger by absorption.

(3) Notwithstanding the provisions of paragraph one of this Article, the general meeting of the transferee company shall decide on the granting of consent to the merger by absorption if the shareholders of a transferee company which hold interests in the amount of at least one twentieth of the share capital of the transferee company request that a general meeting of the transferee company be convened to decide on giving consent to the merger by absorption within one month of the date of the general meeting of the transferor company which gave consent to the merger by absorption. The articles of association of the transferee company may stipulate that shareholders that participate in the share capital of the company with a lower proportion, shall also have the right to request the convening of the general meeting. The notice referred to in paragraph one of Article 586 shall draw the attention of the shareholders to this right.

(4) When the transferee company holds all of the shares of the transferor company, and only this company is participating in the merger by absorption, the provisions of points 3 to 6 of paragraph two of Article 581, Article 582, Article 583, and points 5 and 6 of paragraph two of Article 586 of this Act do not need to be applied. Additionally, for this company the provision of Article 594 of this Act shall not apply in the part relating to the damage caused due to the merger by absorption to the shareholders of the transferor company.

(5) If the transferee company holds all the shares of the transferor company, the general meeting of the transferor company does not have to give consent to the merger by absorption if at least one month prior to the management submitting the application for entering the merger by absorption in the register to the registration authority in

odstavka 586. člena tega zakona. Delničarji prevzemne družbe lahko v skladu s tretjim odstavkom tega člena zahtevajo sklic skupščine prevzemne družbe.

(6) Pri pripojitvi ni treba upoštevati določb 582., 583. ter prvega in drugega odstavka 586. člena tega zakona, če vsi delničarji vsake družbe, ki je udeležena pri pripojitvi, dajo izjavo v obliki notarskega zapisa, da se odpovedujejo uporabi teh določb. Izjavo o odpovedi lahko dajo delničarji tudi ustno na zasedanju skupščine, ki odloča o soglasju za pripojitev. V takem primeru se ta izjava vključi v zapisnik skupščine.

600. člen
(ponudba denarne odpravnine v pogodbi o pripojitvi)

(1) Če so delnice prevzete družbe prosto prenosljive, statut prevzemne družbe pa prenos delnic prevzemne družbe pogojuje z dovoljenjem družbe, lahko vsak delničar prevzete družbe, ki je na skupščini prevzete družbe na zapisnik ugovarjal sklepu o soglasju za pripojitev, od prevzemne družbe zahteva, da prevzame delnice, ki mu jih mora zagotoviti zaradi pripojitve, za plačilo primerne denarne odpravnine. To pravico ima tudi delničar prevzete družbe, ki se skupščine ni udeležil, če mu je bila protipravno preprečena udeležba na skupščini ali če skupščina ni bila pravilno sklicana ali če predmet odločanja na skupščini ni bil pravilno objavljen.

(2) Prevzemna družba mora v pogodbi o pripojitvi ponuditi denarno odpravnino. V objavi sklica zasedanja skupščin vseh družb, ki so udeležene pri pripojitvi, na katerem bodo odločale o soglasju za pripojitev, mora biti navedeno, da je prevzemna družba ponudila denarno odpravnino.

accordance with Article 590 of this Act, all of the conditions referred to in points 1 to 4 of paragraph one and point 7 of paragraph two of Article 586 of this Act are met. The shareholders of the transferee company may require the convening of a general meeting of the transferee company in accordance with paragraph three of this Article.

(6) The provisions of Articles 582 and 583 and of paragraphs one and two of Article 586 of this Act shall not apply if all of the shareholders of each of the companies participating in the merger by absorption give a statement in the form of a notarial record regarding their waiver of the use of these provisions. The shareholders may give their statement regarding their waiver of the use of these provisions orally at the general meeting which decides on the granting of consent to the merger by absorption. Such statement shall be included in the minutes of the general meeting.

Article 600
(Offer of cash consideration in the agreement on merger by absorption)

(1) If shares of the transferor company are freely transferable, but the articles of association of the transferor company provide that the transfer of shares is subject to the company's permission, each shareholder of the transferor company who at the general meeting of the transferor company made an objection for the record against the resolution of the general meeting by which consent is granted to merger by absorption, may require that the transferee company acquires the shares it has the obligation to provide to them due to the merger by absorption, against the payment of an appropriate cash consideration. This right shall also be enjoyed by a shareholder of the transferor company that did not attend the general meeting because of having been unlawfully prevented from attending the general meeting, or if the general meeting was not correctly convened, or if the subject that was to be decided on at the general meeting was not published correctly.

(2) The transferee company shall offer appropriate cash consideration in the agreement on merger by absorption. In the publication of the convening of the general meetings of all the companies participating in the merger by absorption on at the granting of consent to the merger by absorption is to be decided, it shall be indicated that cash

(3) Stroške prevzema delnic iz prvega odstavka tega člena krije prevzemna družba.

601. člen
(višina denarne odpravnine in revizija primernosti višine denarne odpravnine)

(1) Pri določitvi višine denarne odpravnine je treba ustrezno upoštevati razmerja v prevzeti družbi v obdobju zasedanja skupščine prevzete družbe, ki odloča o soglasju za pripojitev. Za obrestovanje denarne odpravnine se smiselno uporablja določba prvega odstavka 612. člena tega zakona.

(2) Primernost višine denarne odpravnine, ki jo prevzemna družba ponuja v pogodbi o pripojitvi, mora pregledati pripojitveni revizor. Za revizijo primernosti višine denarne odpravnine se smiselno uporabljajo določbe 583. člena tega zakona.

(3) Upravičenci do denarne odpravnine se lahko reviziji primernosti višine denarne odpravnine ali poročilu o reviziji primernosti višine denarne odpravnine odpovedo. Izjava o odpovedi mora biti dana v obliki notarskega zapisa.

602. člen
(sprejetje ponudbe denarne odpravnine)

Ponudba denarne odpravnine veže prevzemno družbo do izteka dveh mesecev od objave vpisa pripojitve v register. Pri sodnem preizkusu denarne odpravnine veže ponudba denarne odpravnine prevzemno družbo do izteka dveh mesecev od objave po 613. členu v zvezi s 603. členom tega zakona.

consideration has been offered by the transferee company.

(3) The costs related to the acquisition of shares referred to in paragraph one shall be borne by the transferee company.

Article 601
(Amount of cash consideration and review of the appropriateness of the amount of cash consideration)

(1) In determining the appropriate amount of cash consideration, due account must be taken of the relationships in the transferor company at the time of the general meeting which decided on the granting of consent to the merger by absorption. The provision of paragraph one of Article 612 of this Act shall apply *mutatis mutandis* to the interest which is to be paid on the cash consideration.

(2) The appropriateness of the amount of cash consideration offered by the transferee company in the agreement on merger by absorption shall be examined by a merger auditor. The provisions of Article 583 of this Act shall apply *mutatis mutandis* to the audit regarding the appropriateness of the amount of cash consideration.

(3) Persons entitled to cash consideration may waive their right to the audit regarding the appropriateness of the cash consideration or to the report on the audit regarding the appropriateness of the amount of cash consideration. The statement regarding the waiver of the audit shall be drawn up in the form of a notarial record.

Article 602
(Acceptance of a cash consideration offer)

The offer of a cash consideration shall be binding for the transferee company for two months from the publication date of registration of the merger by absorption. When a judicial review of a cash consideration is being carried out, the offer of the cash consideration shall be binding for the transferee company for two months from the date of publication in compliance with Article 613 in connection with Article 603 of this Act.

603. člen
(sodni preizkus višine denarne odpravnine)

Delničarji iz prvega odstavka 600. člena tega zakona lahko zahtevajo sodni preizkus višine denarne odpravnine. Za sodni preizkus višine denarne odpravnine se smiselno uporabljajo določbe drugega in tretjega odstavka 605. člena in 606. do 615. člena, razen drugega stavka četrtega odstavka 607. člena in drugega do šestega odstavka 612. člena tega zakona.

604. člen
(izključitev razlogov za izpodbijanje)

Sklepa skupščine, ki je udeležena pri pripojitvi, o soglasju za pripojitev ni mogoče izpodbijati zaradi razlogov:

1. ker zagotovitev delnic prevzemne družbe po menjalnem razmerju, določenem v pogodbi o pripojitvi, ali morebitnih denarnih doplačil ni primerno nadomestilo za delnice prevzete družbe,

2. ker višina denarne odpravnine ni primerna ali ker denarna odpravnina ni bila ponujena ali ni bila pravilno ponujena, ali

3. ker utemeljitev ali obrazložitev menjalnega razmerja in morebitnih denarnih doplačil v poročilih iz 582. do 584. člena tega zakona ni v skladu s tem zakonom.

605. člen
(sodni preizkus menjalnega razmerja; upravičeni predlagatelji)

(1) Če zagotovitev delnic prevzemne družbe po menjalnem razmerju, določenem v pogodbi o pripojitvi, ali morebitna denarna doplačila, določena v pogodbi o pripojitvi, niso primerno nadomestilo za delnice prevzete družbe, lahko vsak delničar družbe, ki je bila udeležena pri pripojitvi, od prevzemne družbe zahteva dodatno denarno doplačilo

Article 603
(Judicial review of the amount of cash consideration)

Shareholders referred to in paragraph one of Article 600 of this Act may request a judicial review of the amount of cash consideration. The provisions of paragraphs two and three of Article 605 and of Articles 606 to 615, with the exception of the second sentence of paragraph four of Article 607 and of paragraphs two to six of Article 612 of this Act, shall apply *mutatis mutandis* to the judicial review of the amount of cash consideration.

Article 604
(Exclusion of grounds for challenging)

The following shall not be admissible as grounds for challenging a resolution of the general meeting participating in the merger by absorption by which consent is given to the merger by absorption:

1. the provision of the transferee company's shares at the exchange ratio defined in the agreement on merger by absorption, or the provision of potential additional cash payments is not appropriate compensation for the shares of the transferor company,
2. the amount of cash consideration is not appropriate or the cash consideration has not been offered or has not been offered correctly, or
3. the substantiation or explanation of the exchange ratio and potential additional cash payments in the reports referred to in Articles 582 to 584 of this Act is not in compliance with this Act.

Article 605
(Judicial review of the exchange ratio; entitled proposers)

(1) If providing shares of the transferee company under the exchange ratio defined in the agreement on merger by absorption, or potential additional cash payments defined in the agreement on merger by absorption, are not appropriate compensation for the shares of the transferor company, any shareholder of the company participating in the

zaradi izravnave (v nadaljnjem besedilu: dodatno denarno doplačilo).

(2) Pravico iz prejšnjega odstavka uveljavlja delničar s predlogom za sodni preizkus menjalnega razmerja.

(3) Predlog za sodni preizkus menjalnega razmerja lahko vložijo delničarji, ki izpolnjujejo pogoje:
- da so imeli položaj delničarja v celotnem obdobju od dneva, ko je skupščina družbe, katere delničarji so bili, sprejela sklep o soglasju za pripojitev, do dneva vložitve predloga za sodni preizkus menjalnega razmerja, in

- da se niso odpovedali pravici do dodatnega denarnega doplačila po 606. členu tega zakona, in
- da so njihovi skupni deleži v posamezni družbi, ki je bila udeležena pri pripojitvi, dosegali najmanj eno stotino osnovnega kapitala te družbe ali da vrednost njihovega skupnega najmanjšega emisijskega zneska dosega najmanj 25.000 eurov ali so skupaj imetniki vseh delnic, ki izpolnjujejo pogoje iz prve in druge alineje tega odstavka.

606. člen
(odpoved pravici do dodatnega denarnega doplačila)

Delničarji se lahko odpovedo pravici do dodatnega denarnega doplačila z izjavo, ki mora biti v obliki notarskega zapisa. Izjavo o odpovedi lahko dajo delničarji tudi ustno na zasedanju skupščine, ki odloča o soglasju za pripojitev. V takem primeru se ta izjava vključi v zapisnik skupščine. Odpoved pravici do dodatnega denarnega doplačila učinkuje tudi za nadaljnje pridobitelje delnic, katerih imetniki so se pravici do dodatnega denarnega doplačila odpovedali.

607. člen
(postopek sodnega preizkusa menjalnega razmerja)

merger by absorption may request additional cash payment from the transferee company in order to balance such difference (hereinafter: additional cash payment).

(2) A shareholder shall exercise the right referred to in the preceding paragraph by submitting a proposal for a judicial review of the exchange ratio.

(3) A proposal for a judicial review of the exchange ratio may be filed by shareholders that fulfil the following conditions:
- have had the status of shareholder throughout the period from the day the general meeting of the company of which they were shareholders adopted the resolution by which consent was given to the merger by absorption, until the day of submission of the proposal for a judicial review of the exchange ratio, and
- did not waive their right to additional cash payments under Article 606 of this Act, and
- their combined interests in an individual company which is participating in the merger by absorption represent at least one-hundredth of the share capital of such company, or that the value of their combined minimum issue price is at least EUR 25,000, or that they together hold all of the shares that meet the requirements referred to in indents one and two of this paragraph.

Article 606
(Waiving the right to additional cash payment)

Shareholders may waive their right to additional cash payment with a statement in the form of a notarial record. Shareholders may also state their waiver orally at the general meeting that will decide on the granting of consent to the merger by absorption. In this case, the statement shall be included in the minutes of the general meeting. The waiver of the right to additional cash payment shall also apply to any future holders of such shares whose holders waived their right to additional cash payment.

Article 607
(Procedure of judicial review of the conversion ratio)

(1) Za odločanje o predlogu za sodni preizkus menjalnega razmerja se uporabljajo določbe zakona, ki ureja nepravdni postopek, če ni v tem zakonu drugače določeno.

(2) Sodišče lahko v postopku ugotavlja tudi dejstva, ki jih udeleženci niso navedli, in izvede dokaze, ki jih udeleženci niso predlagali.

(3) Predlog za sodni preizkus menjalnega razmerja se lahko vloži v enem mesecu. Rok za vložitev predloga začne teči z dnem objave vpisa pripojitve v register. Sodišče mora na spletni strani AJPES objaviti obvestilo o vložitvi predloga za sodni preizkus menjalnega razmerja. Delničarji, ki izpolnjujejo pogoje iz 1. točke tretjega odstavka 605. člena tega zakona, lahko v enem mesecu od objave obvestila o vložitvi predloga vložijo svoje predloge za preizkus menjalnega razmerja. Po poteku tega roka predloga za preizkus menjalnega razmerja ni več dopustno vložiti. V objavi je treba na okoliščino iz prejšnjega stavka posebej opozoriti.

(4) Nasprotni udeleženec v postopku sodnega preizkusa menjalnega razmerja je prevzemna družba. Ta lahko v postopku na prvi stopnji predlaga, da ji sodišče dovoli, da namesto dodatnih denarnih doplačil zagotovi dodatne delnice.

(5) Proti sodni odločbi, s katero je sodišče odločilo o predlogu za preizkus menjalnega razmerja, je dovoljena pritožba v mesecu dni od vročitve prepisa te sodne odločbe. Pritožbo lahko vložijo samo prevzemna družba, vsak predlagatelj in vsak skupni zastopnik. Če je sodišče prevzemni družbi dovolilo, da namesto dodatnih denarnih doplačil zagotovi dodatne delnice, lahko pritožbo proti sodni odločbi, s katero je sodišče odločilo o predlogu za preizkus menjalnega razmerja, vložijo tudi delničarji prevzemne družbe, katerih pravice so zaradi zagotovitve dodatnih delnic okrnjene. Rok za odgovor na pritožbo je en mesec.

(6) V postopku sodnega preizkusa menjalnega razmerja je

(1) Unless otherwise provided by this Act, the provisions of the Act governing non-litigious procedures shall apply to the deliberation regarding the proposal for judicial review of the exchange ratio.

(2) In the proceedings, the court may establish facts that have not been stated by the parties, and examine additional evidence that has not been proposed by the parties.

(3) The time limit for submitting a proposal for judicial review of the exchange ratio shall be one month. The time limit for filing the request shall start on the day the entry of the merger by absorption in the register was published. The court shall publish an announcement on the website of AJPES that a proposal for judicial review of the exchange ratio had been submitted. Shareholders that fulfil the conditions referred to in point 1 of paragraph three of Article 605 of this Act may submit their proposal for judicial review of the exchange ratio within one month of the publication of such announcement. No proposal for judicial review of the exchange ratio may be submitted after the expiry of such time limit. In the publication, particular attention shall be drawn to the requirement referred to in the preceding sentence.

(4) The transferee company shall be the opposing party in the proceeding regarding the judicial review of the conversion ratio. During the proceedings at the first instance, the transferee company may ask the court to allow it to provide additional shares instead of additional cash payments.

(5) An appeal shall be permitted against the decision of the court concerning the proposal for judicial review of the exchange ratio within one month of the day of service of the copy of such court decision. The appeal may only be filed by the transferee company, by each of the proposers and by each joint representative. If the court allowed the transferee company to provide additional shares instead of additional cash payments, the appeal against the decision of the court concerning the proposal for judicial review of the exchange ratio may also be filed by the shareholders of the transferor company whose rights had been curtailed by the provision of additional shares. The time limit for responding to an appeal shall be one month.

(6) An appeal on points of law shall be admissible regarding

dovoljena revizija.

608. člen
(skupni zastopnik)

(1) Zaradi varstva pravic delničarjev vsake družbe, udeležene pri pripojitvi, ki niso vložili predloga za sodni preizkus menjalnega razmerja in se niso odpovedali pravici do dodatnega denarnega doplačila po 606. členu tega zakona, sodišče po uradni dolžnosti imenuje skupnega zastopnika teh delničarjev.

(2) Skupni zastopnik ima položaj zakonitega zastopnika. Pri uveljavljanju interesov delničarjev mora ravnati s skrbnostjo dobrega gospodarstvenika, in sicer zlasti ko sprejema odločitve o sklenitvi poravnave, nadaljevanju postopka po umiku vseh predlogov za sodni preizkus menjalnega razmerja ali o vložitvi pravnega sredstva. Če zaradi napačne odločitve skupnega zastopnika nastane delničarjem škoda, jo mora povrniti le, če jo je povzročil naklepno ali iz hude malomarnosti.

(3) Za skupnega zastopnika je lahko imenovan le odvetnik, notar ali revizor. Imenovana oseba lahko imenovanje odkloni le, če za to obstajajo utemeljeni razlogi.

(4) Za skupnega zastopnika ne more biti imenovana oseba:

1. ki je imetnik delnic prevzemne družbe, na podlagi katerih je v osnovnem kapitalu prevzemne družbe udeležena z najmanj 5%,
2. ki je član organov vodenja ali nadzora prevzemne družbe ali je zaposlena pri prevzemni družbi, ali
3. ki je član organa vodenja ali nadzora kapitalske družbe ali družbenik osebne družbe, ki je družba v skupini ali pridružena družba družbe, ki je udeležena pri pripojitvi.

(5) Skupnega zastopnika delničarjev posamezne družbe, ki je udeležena pri pripojitvi, ni treba imenovati, če so se vsi delničarji te

the proceedings of the judicial review of the exchange ratio.

Article 608
(Joint representative)

(1) With the aim of protecting the shareholders of each of the companies participating in the merger by absorption who had not submitted a proposal for the judicial review of the exchange ratio and had not waived their right to additional cash payment under Article 606 of this Act, the court shall, *ex officio*, appoint a joint representative for such shareholders.

(2) The joint representative shall have the status of statutory representative. In asserting the interests of shareholders, they shall act with the diligence of a good businessperson, in particular when making decisions concerning the conclusion of a settlement, the continuation of proceedings after the withdrawal of all proposals for judicial review of the exchange ratio or the filing of a legal remedy. If a wrong decision by the joint representative results in damage being incurred by shareholders, the joint representative shall compensate such damage only if they caused the damage intentionally or through gross negligence.

(3) Only an attorney, a notary or an auditor may be appointed as a joint representative. The person appointed may refuse the appointment only if well-founded reasons exist.

(4) It is not permissible to appoint as joint representative any person who:

1. holds shares of the transferee company and their participation in the share capital of the transferee company equals at least 5% on the basis of such shares ;
2. is a member of the management or supervisory bodies of the transferee company or is employed by the transferee company; or
3. is a member of the management or supervisory body of a company limited by shares or a company member of a partnership that is part of a group of companies or an associated company of the company participating in the merger by absorption.

(5) There shall be no obligation to appoint a joint representative for the shareholders of an individual company participating

družbe, ki izpolnjujejo pogoje iz prve alineje 1. točke tretjega odstavka 605. člena tega zakona, odpovedali pravici do skupnega zastopnika z izjavo, za katero se smiselno uporabljajo določbe 606. člena tega zakona.

(6) Skupni zastopnik ima pravico do povrnitve stroškov in nagrade za svoje delo. Višino stroškov in nagrade skupnega zastopnika odmeri sodišče. Stroški in nagrada skupnega zastopnika so stroški postopka. Sodišče lahko prevzemni družbi na zahtevo skupnega zastopnika naloži tudi plačilo predujma za kritje stroškov in nagrade skupnega zastopnika.

(7) Skupni zastopnik mora po umiku vseh predlogov za sodni preizkus menjalnega razmerja nadaljevati postopek, če je po presoji dobrega gospodarstvenika mogoče pričakovati ugoden izid postopka.

609. člen
(poravnalni odbor za preizkus menjalnega razmerja)

(1) Sodišče lahko pridobi mnenje poravnalnega odbora za preizkus menjalnega razmerja (v nadaljnjem besedilu: poravnalni odbor) in ga mora pridobiti, če to zahteva kateri od udeležencev postopka. Poravnalni odbor mora mnenje predložiti brez nepotrebnega odlašanja. Poravnalni odbor nima statusa sodnega izvedenca, kot ga opredeljuje zakon, ki ureja pravdni postopek.

(2) Takoj ko je sodišče zahtevalo predložitev mnenja, mora predsednik poravnalnega odbora iz prve alineje drugega odstavka 615. člena tega zakona sestaviti poravnalni odbor za posamezen primer, ki ima vključno s predsednikom tri člane. Predsednik poravnalnega odbora za posamezen primer je predsednik ali namestnik predsednika poravnalnega odbora iz drugega odstavka 615. člena tega zakona. Če je pri pripojitvi udeležena družba, s katere delnicami se trguje na organiziranem trgu, mora biti poravnalni odbor za posamezni primer razširjen z dodatnima članoma, imenovanima v skladu s tretjim odstavkom 615. člena tega zakona.

in the merger by absorption if all of the shareholders of such company that fulfil the requirements under indent one of point 1 of paragraph three of Article 605 of this Act waive their right to a joint representative with a statement, to which the provisions of Article 606 of this Act shall apply *mutatis mutandis*.

(6) The joint representative shall be entitled to be reimbursed for their costs and receive a bonus for their work. The amount of costs to be reimbursed and the amount the bonus shall be determined by the court. The costs and the bonus shall be considered costs of the proceedings. At the request of the joint representative, the court may order the transferee company to make an advance payment to cover the costs and the bonus of the joint representative.

(7) After the withdrawal of all of the proposals for judicial review of the exchange ratio, the joint representative shall continue the proceedings, if according to the diligence of a good businessperson, a favourable outcome of the proceedings may be anticipated.

Article 609
(Settlement board for review of the exchange ratio)

(1) The court may obtain the opinion of a settlement board regarding the review of the exchange ratio (hereinafter: settlement board) and shall obtain such an opinion if any of the parties in the procedure have requested it. The settlement board must provide its opinion without undue delay. The settlement board shall not have the status of an expert witness as defined by the Act governing civil procedure.

(2) Immediately after the court requests the submission of an opinion, the president of the settlement board referred to in indent one of paragraph two of Article 615 of this Act shall set up a settlement board for the individual case, composed of a president and three members. The president of the settlement board for the individual case shall be the president or deputy president of the settlement board referred to in paragraph two of Article 615 of this Act. If a company whose shares are traded on the regulated market is participating in a merger by absorption, the settlement board for an individual case shall be enlarged by two additional members appointed in accordance with paragraph three of Article 615 of this Act.

(3) Administrativne zadeve za poravnalni odbor opravlja sodišče.

(4) Predsednik vodi seje poravnalnega odbora. Seja mora biti sklicana takoj, ko je sodišče zahtevalo predložitev mnenja.

(5) Poravnalni odbor je sklepčen, če so navzoči vsi njegovi člani. Poravnalni odbor svoje sklepe sprejema z večino glasov vseh članov; posamezen član se glasovanja ne more vzdržati.

(6) Poravnalni odbor lahko pred predložitvijo svojega mnenja pritegne zunanje izvedence in naroči pripravo izvedenskih mnenj; s tem povezani stroški so stroški postopka.

(7) Poravnalni odbor ima pravico zahtevati pojasnila od vseh družb, udeleženih pri pripojitvi. Poslovodstva teh družb morajo poravnalnemu odboru omogočiti, da pregleda poslovne knjige in dokumentacijo družbe. Obveznost dati pojasnila poravnalnemu odboru velja tudi za zunanje izvedence iz prejšnjega odstavka.

610. člen
(poravnava pred poravnalnim odborom)

(1) Poravnalni odbor opozori udeležence postopka na možnost poravnave in jim pomaga, da se poravnajo. Sporazum udeležencev o poravnavi pred poravnalnim odborom se vpiše v zapisnik. Poravnava je sklenjena, ko vsi člani poravnalnega odbora in udeleženci postopka ali njihovi zastopniki podpišejo ta zapisnik.

(2) Zapisnik o sklenjeni poravnavi se pošlje sodišču, ki sklenjeno poravnavo potrdi, če so izpolnjeni pogoji iz drugega in tretjega stavka prejšnjega odstavka. Potrjena poravnava ima učinke sodne poravnave. Udeležencem postopka se na njihovo zahtevo izda overjen

(3) The court shall take care of the administrative matters of the settlement board.

(4) Meetings of the settlement board shall be chaired by its president. A meeting shall be convened immediately after the court requests the submission of an opinion.

(5) There shall be a quorum in the settlement board when all its members are present. The settlement board shall adopt its decisions by a majority vote of all of its members; no member may abstain from voting.

(6) Prior to the submission of its opinion, the settlement board may call upon external experts and order the preparation of expert opinions; any costs involved shall be considered costs of the proceedings.

(7) The settlement board shall have the right to require explanations from all of the companies participating in the merger by absorption. The managements of such companies shall allow the settlement board to examine the companies' books of account and the companies' documents. The obligation to provide explanations applies equally to the external experts referred to in the preceding paragraph.

Article 610
(Settlement through the settlement board)

(1) The settlement board shall call the attention of the parties of the procedure to the possibility of settlement and assist them in reaching a settlement. The agreement of parties to settle through the settlement board shall be entered in the minutes. A settlement shall be deemed to have been concluded when all members of the settlement board and all parties of the procedure or their representatives have signed such minutes.

(2) The minutes regarding the concluded settlement shall be sent to the court, which shall approve the settlement if the conditions referred to in the second and third sentences of the preceding paragraph are fulfilled. The approved settlement shall have the effect of a court

prepis zapisnika, v katerem je vpisana poravnava.

611. člen
(učinki pravnomočnih sodnih odločb in poravnav)

(1) Pravnomočna sodna odločba, s katero je sodišče odločilo o predlogu za preizkus menjalnega razmerja, pravnomočna sodna poravnava in pravnomočno potrjena poravnava pred poravnalnim odborom učinkujejo za prevzemno družbo in vse delničarje družb, ki so bile udeležene pri pripojitvi.

(2) Vsem delničarjem mora biti s sodno odločbo ali poravnavo iz prejšnjega odstavka za vsako delnico zagotovljeno enako dodatno denarno doplačilo ali enako število dodatnih delnic. To velja tudi, če so delničarji ali njihov skupni zastopnik zahtevali nižje dodatno denarno doplačilo.

(3) Prejšnji odstavek ne velja za delničarje, ki so se v skladu s 606. členom tega zakona odpovedali pravici do dodatnega denarnega doplačila.

612. člen
(obrestovanje dodatnih denarnih doplačil, izdaja dodatnih delnic)

(1) Dodatna denarna doplačila, ki so bila določena s pravnomočno sodno odločbo ali poravnavo iz prvega odstavka prejšnjega člena, se od dneva vpisa pripojitve v register obrestujejo po obrestni meri, po kateri poslovna banka prevzemne družbe obrestuje denarne depozite, vezane za obdobje, ki je enako obdobju od vpisa pripojitve v register do izdaje sodne odločbe ali sklenitve poravnave.

(2) Če ima prevzemna družba na podlagi pravnomočne sodne odločbe ali poravnave iz prvega odstavka prejšnjega člena pravico namesto dodatnih denarnih doplačil zagotoviti dodatne delnice, sme prevzemna družba namesto dodatnih denarnih doplačil zagotoviti dodatne

settlement. At their request, the parties shall be given a certified copy of the minutes in which the settlement has been entered.

Article 611
(Effect of final court decisions and settlements)

(1) A final decision of the court with which the court has decided on the proposal for the judicial review of the exchange ratio, a final court settlement and a finally approved settlement which has been concluded through the settlement board shall affect the transferee company and all of the shareholders of the companies participating in the merger by absorption.

(2) By way of a court decision or settlement referred to in the preceding paragraph, for each share all shareholders shall be provided equal additional cash payments or an equal number of additional shares. This shall also apply in cases where shareholders or their joint representative have requested a lower additional cash payment.

(3) The provisions of the preceding paragraph do not apply to shareholders that waived the right to additional cash payment in compliance with Article 606 of this Act.

Article 612
(Paying interest on additional cash payments, issuing of additional shares)

(1) Interest at the rate of the business bank of the transferee company which applies to cash deposits for the period equal to the time elapsed between the date of entry of the merger by absorption in the register, and the issue date of the court decision or settlement, shall be paid for additional cash payments which have been determined by a final court decision or settlement referred to in paragraph one of the preceding Article.

(2) If the final court decision or settlement referred to in paragraph one of the preceding Article gives the transferee company the right to provide additional shares instead of additional cash payment, the transferee company may provide additional shares instead of additional

delnice, če so izpolnjeni pogoji iz tretjega do šestega odstavka tega člena.

(3) Prevzemna družba mora zaradi zagotovitve dodatnih delnic najprej uporabiti lastne delnice.

(4) Če prevzemna družba nima lastnih delnic ali če lastne delnice ne zadoščajo za izpolnitev obveznosti prevzemne družbe zagotoviti dodatne delnice, lahko prevzemna družba izda nove delnice po postopku povečanja osnovnega kapitala, če so te namenjene samo delničarjem, ki imajo pravico do dodatnih delnic. Vložki za dodatne delnice se ne vplačajo.

(5) Povečanje osnovnega kapitala prevzemne družbe zaradi zagotovitve dodatnih delnic iz prejšnjega odstavka je dopustno samo:

1. če je v zadnji ali vmesni bilanci stanja, ki je sestavljena na presečni dan največ osem mesecev pred odločanjem o povečanju osnovnega kapitala, skupni znesek drugih rezerv iz dobička in prenesenega dobička najmanj enak skupnemu najmanjšemu emisijskemu znesku dodatnih delnic, ali
2. če je skupni znesek osnovnega kapitala po povečanju in rezerv, ki jih mora družba oblikovati in jih ne sme uporabiti za povečanje osnovnega kapitala, enak skupni vrednosti sredstev družbe, zmanjšani za obveznosti družbe, ali manjši od te vrednosti.

(6) Za povečanje osnovnega kapitala zaradi izdaje dodatnih delnic se smiselno uporabljajo določbe prvega in drugega odstavka 588. člena tega zakona, v primeru iz 2. točke prejšnjega odstavka pa tudi določbe tretjega in četrtega odstavka 588. člena tega zakona.

613. člen
(objava pravnomočne sodne odločbe ali poravnave)

Poslovodstvo prevzemne družbe mora izrek pravnomočne sodne odločbe ali poravnave iz prvega odstavka 611. člena tega zakona objaviti na spletni strani AJPES v 30 dneh od dne, ko je zvedela za pravnomočnost.

cash payment subject to fulfilment of the requirements referred to in paragraphs three to six of this Article.

(3) In order to provide additional shares, the transferee company shall first provide additional shares from own shares.

(4) In the event that the transferee company has no own shares or has too few own shares to fulfil the obligation of providing additional shares, the transferee company may issue new shares through the procedure for increasing the share capital, if these shares are only intended for those shareholders who have the right to additional shares. No contributions for additional shares shall be paid in.

(5) Increasing the share capital of the transferee company in order to provide additional shares referred to in the preceding paragraph shall only be allowed:

1. if, in the last or the interim balance sheet prepared on the cut-off date no more than eight months prior to deciding on the increase of the share capital, the total amount of other revenue reserves and the profit brought forward is at least equal to the minimum issue price of the additional shares; or
2. if the total amount of the increased share capital and the reserves that the company is obliged to create and which may not be used for increasing the share capital, equals the total value of the company's assets less the company's obligations, or is lower than this value.

(6) The provisions of paragraphs one and two of Article 588 of this Act, and for cases referred to in point 2 of the preceding paragraph also the provisions of paragraphs three and four of Article 588 of this Act, shall apply *mutatis mutandis* to the increasing of share capital for the purposes of issuing additional shares.

Article 613
(Publishing final court decision or settlement)

The management of the transferee company shall publish the operative part of the final court decision or settlement referred to in paragraph one of Article 611 of this Act on the AJPES website within 30 days of the date on which it learned that such decision or settlement is final.

614. člen
(stroški postopka)

(1) Stroške postopka za sodni preizkus menjalnega razmerja skupaj s stroški skupnih zastopnikov predhodno krije prevzemna družba. Sodišče lahko na predlog prevzemne družbe predlagateljem postopka naloži, da ji povrnejo vse stroške postopka ali del teh stroškov, če bi ti od vložitve predloga ali poznejšega dne morali vedeti, da nastajajo stroški, ki so nesorazmerni s pravicami, ki se v postopku uveljavljajo.

(2) Ne glede na prejšnji odstavek vsak udeleženec postopka predhodno sam krije stroške svojih pravnih pooblaščencev.

(3) Sodišče prevzemni družbi naloži, da predlagateljem povrne stroške njihovih pravnih pooblaščencev, če so bila v postopku sodnega preizkusa menjalnega razmerja ugotovljena bistvena odstopanja od menjalnega razmerja ali denarnih doplačil, določenih v pogodbi o pripojitvi.

(4) Če utemeljitev ali obrazložitev menjalnega razmerja in morebitnih denarnih doplačil v poročilih iz 582. do 584. člena tega zakona ni bila v skladu s tem zakonom, sodišče prevzemni družbi naloži, da predlagateljem povrne tiste stroške njihovih pravnih pooblaščencev, ki so nastali do dneva, do katerega predlagatelji niso mogli vedeti, da nastajajo stroški, nesorazmerni s pravicami, ki se v postopku uveljavljajo.

615. člen
(imenovanje in nagrada članom poravnalnega odbora; varovanje zaupnih podatkov)

(1) Za člane poravnalnega odbora so lahko imenovane osebe, ki izpolnjujejo pogoje iz drugega odstavka 255. člena tega zakona.

Article 614
(Costs of the procedure)

(1) The costs of the procedure of judicial review of the exchange ratio together with the costs of the joint representatives shall be paid in advance by the transferee company. On the proposal of the transferee company, the court may order the party proposing the proceedings to cover all or part of the costs of the proceedings in the event that such party should have been aware, from the date of filing the request or from a later date, that costs are being incurred which are not proportional to the rights exercised which are being asserted in the procedure.

(2) Notwithstanding the preceding paragraph, each party to the procedure shall cover the costs of their statutory representatives.

(3) The court shall order the transferee company to refund to the proposing party the costs of their statutory representatives if, during the judicial review of the exchange ratio, significant deviations from either the exchange ratio or from the additional cash payments, as defined in the agreement on merger by absorption, are established.

(4) If the substantiation or explanation of the exchange ratio or of the potential additional cash payments in the reports referred to in Articles 582 to 584 of this Act is not in compliance with this Act, the court shall order the transferee company to refund to the proposing party the costs incurred by their statutory representatives and that arose before the date that the proposers should have been aware that costs which are being incurred are not proportional to the rights which are being asserted in the procedure.

Article 615
(Appointment and bonuses of members of the settlement board; protection of confidential information)

(1) A person who meets the conditions laid down in paragraph two of Article 255 of this Act may be appointed a member of the settlement board.

(2) Ministri, pristojni za gospodarstvo, pravosodje in finance, imenujejo izmed strokovnjakov s področja prava, računovodstva, financ ali revizije v poravnalni odbor:
- predsednika in vsaj enega namestnika ter
- zadostno število članov.

(3) Dva člana, ki sta imenovana za primere, ko je pri pripojitvi udeležena družba, s katere delnicami se trguje na organiziranem trgu, imenujejo ministri iz prejšnjega odstavka na predlog ATVP.

(4) Člani poravnalnega odbora so imenovani za pet let z možnostjo neomejenega ponovnega imenovanja.

(5) Ministri iz drugega odstavka tega člena razrešijo člana poravnalnega odbora, če ta več ne izpolnjuje pogojev, ki jih določa ta zakon, ter imenujejo drugega člana.

(6) Za izločitev članov poravnalnega odbora se smiselno uporabljajo določbe zakona, ki ureja pravdni postopek o izločitvi sodnika. Člani poravnalnega odbora morajo kot zaupne varovati vse podatke, ki so jih dobili pri opravljanju funkcije člana poravnalnega odbora, in jih smejo uporabiti le pri opravljanju te funkcije. Pri opravljanju svoje funkcije so člani poravnalnega odbora neodvisni.

(7) Ministri iz drugega odstavka tega člena izdajo predpis o merilih za določanje nagrade članom poravnalnega odbora.

616. člen
(spojitev)

(1) Za spojitev delniških družb se smiselno uporabljajo določbe tega zakona o pripojitvi. Novoustanovljena družba velja za prevzemno.

(2) From among the experts in the fields of law, accounting, finance and auditing, the ministers responsible for the economy, justice and finance shall appoint to the settlement board:
- a president and at least one deputy and
- a sufficient number of members.

(3) The two members who are appointed for when a company whose shares are traded on the regulated market is participating in a merger by absorption, shall be appointed by the ministers referred to in the preceding paragraph on the proposal of the ATVP.

(4) Members of the settlement board shall be appointed for a term of five years and may be reappointed without limit.

(5) The ministers referred to in paragraph two of this Article shall dismiss a member of the settlement board who no longer fulfils the requirements provided for by this Act, and shall appoint a new member.

(6) The provisions of the Act governing civil proceedings on the exclusion of a judge shall apply *mutatis mutandis* to the exclusion of a member of the settlement board. Members of the settlement board shall protect the confidentiality of any information they receive during the performance of their functions as members of the settlement board, and shall be authorised to use such information only for performing their functions. Members of the settlement board shall be independent in performing their functions.

(7) The ministers referred to in paragraph two of this Article shall issue rules on the criteria for determining the bonuses which are to be paid to members of the settlement board.

Article 616
(Merger by formation of a new company)

(1) The provisions of this Act relating to merger by absorption shall apply *mutatis mutandis* to the merger by formation of a new company. The newly formed company shall be considered the transferee company.

(2) O spojitvi se sme sklepati, če je vsaka od družb, ki se spajajo, vpisana v registru najmanj dve leti.

(3) Statut novoustanovljene družbe in imenovanje članov njenega nadzornega sveta ali upravnega odbora morajo potrditi skupščine družb, ki se spajajo.

(4) Za ustanovitev nove družbe se smiselno uporabljajo določbe tega zakona o ustanovitvi delniške družbe. Pregled iz zadnje alineje drugega odstavka 194. člena tega zakona lahko opravi pripojitveni revizor.

(5) Poslovodstva družb, ki se spajajo, morajo prijaviti novoustanovljeno družbo za vpis v register. Z vpisom novoustanovljene družbe preide premoženje družb, ki se spajajo, na novo družbo.

(6) Medsebojne pravice in obveznosti iz pogodb med družbami, ki se spajajo, se opredelijo posebej.

(7) Z vpisom novoustanovljene družbe prenehajo obstajati družbe, ki so se spojile. Poseben izbris družb, ki so se spojile, ni potreben. Z vpisom postanejo delničarji družb, ki so se spojile, delničarji novoustanovljene družbe, vendar novoustanovljena družba na ta način ne more postati lastnik svojih delnic.

(8) Poslovodstvo novoustanovljene družbe mora prijaviti spojitev za vpis v register vseh družb, ki se spajajo. Spojitev se sme vpisati šele potem, ko je bila vpisana nova družba.

(2) Merger by formation of a new company shall be allowed in cases when each company participating in the merger by formation of a new company has been entered in the register for at least two years.

(3) The articles of association of the newly formed company and the appointment of members of its supervisory board or its board of directors shall be approved by all of the general meetings of the companies participating in the merger by formation of a new company.

(4) The provisions of this Act relating to the formation of a public limited company shall apply *mutatis mutandis* to the formation of a new company. A merger by absorption auditor may perform the examination referred to in the last indent of paragraph two of Article 194 of this Act.

(5) The managements of the companies participating in the merger by formation of a new company shall submit an application for the entry of the new company in the register. With the entry of the newly formed company in the register, the assets of the companies participating in the merger by formation of a new company shall be transferred to the new company.

(6) Mutual rights and obligations under the agreements which have been signed by the companies participating in the merger by formation of a new company shall be defined separately.

(7) On the date on which the new company is entered in the register, the companies which have merged through the formation of a new company shall be dissolved. A special striking off of the companies participating in the merger by formation of a new company from the register shall not be required. With the entry of the newly formed company in the register, shareholders of the companies participating in the merger by formation of a new company shall become shareholders of the newly formed company; however, the newly formed company may not acquire own shares in this manner.

(8) The management of the newly formed company shall submit an application for the entry of the merger by the formation of a new company in the register of all of the companies which are participating in the merger by formation of a new company. The merger

2. oddelek

ZDRUŽITEV KOMANDITNIH DELNIŠKIH DRUŽB IN DELNIŠKIH DRUŽB

617. člen
(uporaba določb o združitvi delniških družb)

(1) Komanditne delniške družbe se lahko združijo med seboj. Prav tako se lahko združi ena ali več komanditnih delniških družb z delniško družbo ali ena ali več delniških družb s komanditno delniško družbo.

(2) Za združitev se smiselno uporabljajo določbe tega zakona o združitvi delniških družb.

3. oddelek

ZDRUŽITEV DRUŽB Z OMEJENO ODGOVORNOSTJO

618. člen
(splošno; vsebina pogodbe o združitvi)

(1) Družbe z omejeno odgovornostjo so lahko udeležene pri združitvi kapitalskih družb.

(2) Za združitev kapitalskih družb, pri kateri so udeležene tudi družbe z omejeno odgovornostjo, se smiselno uporabljajo določbe tega zakona o združitvi delniških družb, če ni v tem pododdelku drugače določeno.

by formation of a new company may be entered in the register only after the new company has been entered in the register.

Section 2

MERGER OF PARTNERSHIPS LIMITED BY SHARES AND PUBLIC LIMITED COMPANIES

Article 617
(Application of provisions relating to merger of public limited companies)

(1) Partnerships limited by shares may merge with other partnerships limited by shares. Additionally, one or more partnerships limited by shares may merge with a public limited company, or one or more public limited companies may merge with a partnership limited by shares.

(2) The provisions of this Act relating to mergers shall apply *mutatis mutandis* to the merger of public limited companies.

Section 3

MERGER OF LIMITED LIABILITY COMPANIES

Article 618
(General; content of the agreement on merger)

(1) Limited liability companies may participate in the mergers of companies limited by shares.

(2) The provisions of this Act relating to the merger of companies limited by shares shall apply *mutatis mutandis* to the mergers of companies limited by shares in which limited liability companies participate unless otherwise provided in this Subsection.

(3) Če je družba z omejeno odgovornostjo udeležena pri pripojitvi kot prevzemna družba, mora pogodba o pripojitvi vsebovati tudi znesek osnovnega vložka in poslovni deleža v prevzemni družbi, ki ga pridobi posamezen družbenik ali delničar prevzete družbe v zameno za poslovne deleže ali delnice prevzete družbe.

(4) Če bo družba z omejeno odgovornostjo kot prevzemna družba družbenikom ali delničarjem prevzetih družb v zameno za poslovne deleže ali delnice prevzete družbe zagotovila poslovne deleže, iz katerih izhajajo drugačne pravice ali obveznosti kot iz drugih poslovnih deležev prevzemne družbe, morajo biti te drugačne pravice ali obveznosti določene v pogodbi o pripojitvi.

(5) Če bo družba z omejeno odgovornostjo kot prevzemna družba posameznim družbenikom ali delničarjem prevzetih družb v zameno za poslovne deleže ali delnice prevzete družbe zagotovila lastne poslovne deleže, morajo biti v pogodbi o pripojitvi navedeni družbeniki ali delničarji, ki jim bo družba zagotovila lastne poslovne deleže, in znesek njihovih osnovnih vložkov.

(6) Če je pri združitvi kot prevzeta družba udeležena delniška družba in je ali bo prevzemna družba organizirana kot družba z omejeno odgovornostjo, lahko vsak delničar prevzete delniške družbe, ki je na skupščini prevzete delniške družbe na zapisnik ugovarjal sklepu o soglasju za pripojitev, od prevzemne družbe zahteva, da prevzame poslovni delež, ki mu ga mora zagotoviti zaradi pripojitve, za plačilo primerne denarne odpravnine. To pravico ima tudi delničar prevzete delniške družbe, ki se skupščine ni udeležil, če mu je bila protipravno preprečena udeležba na skupščini ali če skupščina ni bila pravilno sklicana ali če predmet odločanja na skupščini ni bil pravilno objavljen. Za denarno odpravnino iz tega odstavka se smiselno uporabljajo določbe drugega in tretjega odstavka 600. člena in 606. do 608. člena tega zakona.

(3) If a limited liability company participates in a merger by absorption as the transferee company, the agreement on merger by absorption shall indicate the amount of the capital contribution and the business interest in the transferee company that will be acquired by each company member or shareholder of the transferor company in exchange for the business interest or shares of the transferor company.

(4) If, in exchange for the business interest or shares of the transferor company the limited liability company will provide as a transferee company to the company members or shareholders of the transferor companies business interests which confer rights or obligations that are different from the rights or obligations conferred by other business interests of the transferee company, such different rights or obligations shall be defined in the agreement on merger by absorption.

(5) If in exchange for the business interest or shares of the transferor company, the limited liability company as a transferee company provides its own business interests to the company members or shareholders of the transferor companies, the agreement on merger by absorption shall indicate the company members or shareholders that will be provided with such own business interests, and the amount of their capital contributions.

(6) If a public limited company participates in a merger as the transferor company and the transferring company is or will be organised as a limited liability company, each shareholder of the transferor public limited company who, at the general meeting of the transferor company, made an objection for the record against the resolution on the granting of consent to the merger by absorption, may request that the transferee company acquires the business interest which it has to provide to them due to the merger by absorption, against payment of an appropriate cash consideration. This right shall also be enjoyed by a shareholder of the transferor company that did not attend the general meeting because of having been unlawfully prevented from attending the general meeting, or if the general meeting was not correctly convened, or if the subject which was to be decided on at the general meeting was not published correctly. The provisions of paragraphs two and three of Article 600 and of Articles 606 to 608 of this Act shall apply *mutatis mutandis* to the consideration referred to in this paragraph.

(7) Če je pri združitvi kot prevzeta družba udeležena družba z omejeno odgovornostjo in je ali bo prevzemna družba organizirana kot delniška družba, se za pravice družbenika prevzete družbe z omejeno odgovornostjo smiselno uporabljajo določbe prejšnjega odstavka.

619. člen
(priprava in izvedba skupščine)

(1) Za pripravo skupščine družbe z omejeno odgovornostjo, ki je udeležena pri združitvi, se ne uporabljajo določbe prvega, šestega in devetega odstavka 586. člena tega zakona.

(2) Najmanj 14 dni pred zasedanjem skupščine družbe z omejeno odgovornostjo, ki bo odločala o soglasju za združitev, je treba vsakemu družbeniku te družbe skupaj z vabilom na skupščino poslati vse listine iz drugega odstavka 586. člena tega zakona.

(3) Po sklicu skupščine družbe z omejeno odgovornostjo morajo poslovodje družbe vsakemu družbeniku na njegovo zahtevo pojasniti tudi zadeve o drugih družbah, ki so udeležene pri pripojitvi, če so te pomembne za pripojitev. Za obveznost poslovodij dati pojasnila se smiselno uporabljajo določbe prve in tretje alineje drugega odstavka 305. člena tega zakona. V sklicu skupščine je treba družbenike opozoriti na to pravico.

620. člen
(soglasje skupščine za združitev)

(1) Sklep skupščine družbe z omejeno odgovornostjo o soglasju za združitev je veljavno sprejet, če zanj glasujejo družbeniki, ki imajo najmanj tri četrtine vseh glasov. Družbena pogodba lahko določi višjo večino in druge zahteve. Sklep mora potrditi notar.

(7) If a limited liability company participates in a merger as the transferor company, and the transferring company is or shall be organised as a public limited company, the provisions of the preceding paragraph shall apply *mutatis mutandis* to the rights of company members of the transferor limited liability company.

Article 619
(Preparation and holding of the general meeting)

(1) The provisions of paragraphs one, six and nine of Article 586 of this Act shall not apply to the preparation of the general meeting of a limited liability company participating in a merger.

(2) At least 14 days prior to the session of the general meeting of a limited liability company that will decide on the granting of consent to the merger, each company member of such company shall be sent, together with the invitation to the general meeting, all the documents referred to in paragraph two of Article 586 of this Act.

(3) After convocation of the general meeting of a limited liability company, the management shall orally explain to any shareholder, at their request, the matters concerning other merging companies which are participating in the merger by absorption, if such matters are important for the merger by absorption. The provisions of indents one and three of paragraph two of Article 305 of this Act shall apply *mutatis mutandis* to the obligation of the management to provide explanations. This right shall be called to the attention of the shareholders in the convening of the general meeting.

Article 620
(Consent of the general meeting to the merger)

(1) A resolution of the general meeting of a limited liability company shall be deemed to have been validly adopted if at least three quarters of the company members voted in favour of it. A larger majority and other requirements may be stipulated by the memorandum of association. The resolution shall be authenticated by a notary.

(2) Če so imeli posamezni družbeniki družbe z omejeno odgovornostjo, ki je prevzeta družba, po družbeni pogodbi pravice v zvezi z vodenjem poslov, imenovanjem poslovodij in nadzornega sveta ali v zvezi s prenosom poslovnih deležev in jim po pogodbi o združitvi ne bodo zagotovljene enakovredne pravice na podlagi statuta ali družbene pogodbe prevzemne družbe, je za veljavnost sklepa skupščine o soglasju za združitev potrebno tudi soglasje teh družbenikov.

(3) Če je po družbeni pogodbi družbe z omejeno odgovornostjo kot prevzete družbe za odtujitev poslovnega deleža osebi, ki ni družbenik, potrebno soglasje posameznega družbenika, je za veljavnost sklepa skupščine o soglasju za združitev potrebno tudi soglasje tega družbenika.

(4) Če je na podlagi družbene pogodbe družbe z omejeno odgovornostjo kot prevzete družbe za veljavnost posameznih sklepov potrebna večina, ki je višja od treh četrtin vseh glasov, je tudi za veljavnost sklepa o soglasju za združitev potrebna taka večina, razen če statut ali družbena pogodba prevzemne družbe zagotavlja enakovredno varstvo manjšinskih pravic.

(5) Če osnovni vložki v posamezni družbi, ki je udeležena pri združitvi, niso v celoti vplačani, je za veljavnost sklepa o soglasju za združitev skupščin drugih družb z omejeno odgovornostjo, ki so udeležene pri združitvi, potrebno soglasje vseh družbenikov teh družb.

(6) Družbenik prevzete družbe lahko da soglasje iz drugega do petega odstavka tega člena tudi zunaj skupščine, če je izjava tej družbi dana najpozneje v treh mesecih po sprejemu sklepa o soglasju za združitev. Izjava o soglasju iz prejšnjega stavka mora biti dana v obliki notarskega zapisa, v katerega je vključena pogodba o združitvi.

(2) If any company members of the limited liability company that is the transferor company had, under the memorandum of association, rights concerning the conducting of business, appointing members of management and supervisory bodies or concerning the transfer of business interests, and under the agreement on merger they will not be granted equal rights on the basis of the articles of association or the memorandum of association of the transferee company, the consent of such company members shall be required for the resolution of the general meeting on the granting of consent to the merger to be valid.

(3) If the memorandum of association of a limited liability company that is a transferor company provides that the disposal of a business interest to a person that is not a company member is subject to the authorisation of an individual company member, the consent of such company member shall be required for the resolution of the general meeting on the granting of consent to the merger to be valid.

(4) If the memorandum of association of a limited liability company that is a transferor company provides that individual resolutions shall be deemed to be valid if adopted by a majority vote of more than three quarters of all votes, the same majority shall be necessary for the validity of the resolution on the granting of consent to the merger, unless the articles of association or the memorandum of association of the transferee company stipulate the equal protection of minority rights.

(5) If capital contributions in any of the companies participating in the merger are not fully paid in, the validity of the resolutions which grant consent to the merger that have been adopted by the general meetings of other limited liability companies participating in the merger, shall require the consent of all company members of such companies.

(6) A shareholder of a transferor company may also give the consent referred to in paragraphs two to five of this Article outside the general meeting provided that such statement is given to the company at the latest within three months of the date on which the resolution on the granting of consent to the merger was adopted. The statement on the consent referred to in the preceding sentence shall have the form of a notarial record that includes the text of the merger agreement.

621. člen
(pregled po nadzornem svetu; revizija združitve)

(1) Družbeniki družbe z omejeno odgovornostjo, ki je udeležena pri združitvi, se lahko odpovedo tudi uporabi določb o pregledu združitve po nadzornem svetu ob smiselni uporabi določb šestega odstavka 599. člena tega zakona.

(2) Določbe 583. člena tega zakona se za družbo z omejeno odgovornostjo, ki je udeležena pri združitvi, uporabljajo samo, če tako predlaga eden od družbenikov te družbe.

(3) Če družba ne upošteva predloga družbenika iz prejšnjega odstavka, mora družbenik na zasedanju skupščine, ki odloča o soglasju za pripojitev, na zapisnik izjaviti, da njegov predlog ni bil upoštevan. Izjava iz prejšnjega stavka se šteje za ugovor proti združitvi.

622. člen
(povečanje osnovnega kapitala)

Če družba z omejeno odgovornostjo kot prevzemna družba zaradi pripojitve poveča osnovni kapital, se za tako povečanje ne uporabljajo določbe tretjega do petega odstavka 517. člena in 519. člena tega zakona.

4. oddelek

POSEBNA PRAVILA ZA ČEZMEJNE ZDRUŽITVE KAPITALSKIH DRUŽB

622.a člen
(splošna pravila in pomen pojmov)

Article 621
(Examination by the supervisory board; merger audit)

(1) Company members of a limited liability company which is participating in the merger may waive the application of provisions regarding the examination of the merger by the supervisory board by applying *mutatis mutandis* the provisions of paragraph six of Article 599 of this Act.

(2) The provisions of Article 583 of this Act shall be used for a limited liability company participating in the merger only if so proposed by a company member of such company.

(3) If the company does not take into consideration the proposal made by a company member referred to in the preceding paragraph, the company member shall, at the general meeting deciding on the granting of consent to the merger by absorption, state for the record that their proposal was not taken into consideration. The statement referred to in the preceding sentence shall be considered an objection to the merger.

Article 622
(Increase of share capital)

If a limited liability company, as a transferee company, increases its share capital due to a merger by absorption, the provisions of paragraphs three to five of Article 517 and Article 519 of this Act shall not apply to such increase of share capital.

Section 4

SPECIAL RULES FOR CROSS-BORDER MERGERS OF COMPANIES LIMITED BY SHARES

Article 622a
(General rules and definition of terms)

(1) Določbe tega oddelka se uporabljajo za čezmejne združitve kapitalskih družb.

(2) Kapitalska družba, ki je lahko udeležena v čezmejni združitvi po določbah tega oddelka, je:
1. družba iz 1. člena Direktive 68/151/EGS ali
2. družba s priznano pravno osebnostjo, ki za svoje obveznosti odgovarja izključno z lastnim premoženjem in za katero se uporabljajo zaščitni ukrepi za varovanje interesov družbenikov in tretjih oseb, določeni v Direktivi 68/151/EGS.

(3) Izrazi, uporabljeni v tem oddelku, imajo naslednji pomen:

1. "družba, ki izide iz čezmejne združitve" je:
   - nova družba, ki se ustanovi s spojitvijo, na katero se prenese celotno premoženje družb, ki se spajajo (tretji odstavek 580. člena tega zakona), ali

   - prevzemna družba, na katero se prenese celotno premoženje ene ali več družb, ki se pripajajo (drugi odstavek 580. člena tega zakona),
2. "imetnik deležev" je delničar, družbenik družbe z omejeno odgovornostjo ali družbenik komanditne delniške družbe,

3. "delež" je poslovni delež v družbi z omejeno odgovornostjo ali delnica v delniški ali komanditni delniški družbi,

4. "statut" je akt o ustanovitvi, družbena pogodba družbe z omejeno odgovornostjo, statut delniške družbe ali komanditne delniške družbe.

622.b člen
(čezmejna združitev)

(1) Delniške družbe, komanditne delniške družbe ali družbe z omejeno odgovornostjo s sedežem v Republiki Sloveniji so lahko:

- kot prevzete družbe udeležene v čezmejni združitvi s kapitalskimi

(1) The provisions of this Section shall apply to cross-border mergers of companies limited by shares.

(2) The following companies limited by shares may participate in a cross-border merger in compliance with this Section:
1. a company referred to in Article 1 of Directive 68/151/EEC or
2. a company with recognised legal personality that is exclusively liable for its obligations with its own assets, and for which safeguards for the protection of the interests of company members and third parties provided for in Directive 68/151/EEC apply.

(3) The terms used in this Section shall have the following meaning:
1. "company resulting from cross-border merger" means:
   - a new company resulting from the merger, to which all the assets of the companies participating in the merger by formation of a new company are transferred (paragraph three of Article 580 of this Act), or
   - a transferee company, to which all the assets of one or more companies being merged by absorption are transferred (paragraph two of Article 580 of this Act),
2. "holder of an interest" is a shareholder, a company member of a limited liability company, or a company member of a partnership limited by shares,
3. "interest" means a business interest in a limited liability company, or a share in a public limited company or in a partnership limited by shares,
4. "articles of association" shall mean the articles of incorporation, the memorandum of association of a limited liability company, the articles of association of a public limited company, or of a partnership limited by shares.

Article 622b
(Cross-border merger)

(1) Public limited companies, partnerships limited by shares and limited liability companies which have their registered office in the Republic of Slovenia may:
- as transferor companies participate in cross-border mergers with

družbami, ki so ustanovljene po pravu druge države članice, s sedežem, poslovodstvom ali glavno dejavnostjo v državah članicah, ali če imajo te družbe v teh državah podružnico, ali

- družbe, ki izidejo iz čezmejne združitve dveh ali več kapitalskih družb, ki so ustanovljene po pravu različnih držav članic.

companies limited by shares which have been formed under the laws of another Member State, having their registered office, management or main activity in the Member States, or if these companies have a branch office in these Member States, or

- be companies resulting from the cross-border merger of two or more companies limited by shares and formed under the laws of different Member States.

(2) Če ni v določbah tega oddelka določeno drugače, se za čezmejno združitev smiselno uporabljajo določbe Drugega poglavja VI. dela tega zakona.

(2) If not provided otherwise in this Section, cross-border mergers shall be subject *mutatis mutandis* to provisions of Part VI, Chapter 2 of this Act.

(3) Dan začetka veljavnosti čezmejne združitve se presoja po pravu, ki velja za družbo, ki izide iz čezmejne združitve.

(3) The law which is applicable to the company resulting from a cross-border merger shall also be applied when determining the date of validity of a cross-border merger.

(4) Določbe tega oddelka se ne uporabljajo za čezmejne združitve, v katerih je udeležena družba s ciljem kolektivnih naložb s strani javnosti zagotovljenega kapitala, ki deluje v skladu z načelom razpršitve tveganj in katere deleži se na zahtevo imetnikov odkupijo ali ponovno kupijo, neposredno ali posredno, iz premoženja te družbe. Ukrepi, s katerimi ta družba zagotovi, da se vrednost njenih deležev po borznem tečaju bistveno ne razlikuje od njihove neto vrednosti, se štejejo kot enakovredni takemu odkupu ali ponovnemu nakupu.

(4) The provisions of this Section shall not apply to cross-border mergers in which a company whose objective is the collective investment of capital which has been provided by the public, and which operates on the principle of spreading risk, and the interests of which are, at the holders' request, redeemed or repurchased, directly or indirectly with the assets of that company. Measures taken by such company to ensure that the stock exchange value of its interests does not vary significantly from its net asset value shall be regarded as equivalent to such repurchase or redemption.

622.c člen
(načrt čezmejne združitve)

Article 622c
(Cross-border merger plan)

(1) Poslovodstva ali organi vodenja, ki se čezmejno združujejo, morajo pripraviti skupen načrt čezmejne združitve.

(1) Managements or management bodies of each merging company shall draw up a joint cross-border merger plan.

(2) Načrt čezmejne združitve mora vsebovati predvsem:

1. pravnoorganizacijsko obliko, firmo in sedež vsake prevzete družbe ter družbe, ki izide iz čezmejne združitve,

2. razmerje, v katerem se zamenjajo deleži prevzetih družb za deleže družbe, ki izide iz čezmejne združitve (menjalno razmerje), vključno z višino morebitnega denarnega doplačila, ki mora biti izražena v denarnem znesku na posamezen delež prevzete družbe,

(2) The cross-border merger plan shall specifically include:

1. the legal form, name and registered office of each transferor company and of the company resulting from the cross-border merger,
2. the ratio applicable to the exchange of interests of each transferor company for interests of the company resulting from the cross-border merger (exchange ratio), including the amount of potential additional cash payments expressed in cash amounts in relation to each

3. natančen opis postopkov v zvezi s prenosom deležev družbe, ki izide iz čezmejne združitve, in plačilom denarnega doplačila; če družba, ki izide iz čezmejne združitve, ne bo zagotovila deležev, je treba navesti tudi razloge za to,

4. natančen opis verjetnih vplivov čezmejne združitve na položaj delavcev v družbah, ki se čezmejno združujejo,
5. dan, od katerega naprej so imetniki deležev družbe, ki izide iz čezmejne združitve, ki jih bo ta zagotovila zaradi čezmejne združitve, udeleženi pri dobičku te družbe, in vse podrobnosti v zvezi z uveljavitvijo te pravice,

6. dan, od katerega naprej se šteje, da so dejanja prevzetih družb opravljena za račun družbe, ki izide iz čezmejne združitve (dan obračuna čezmejne združitve),

7. pravice ter ukrepe za uresničitev pravic imetnikov posebnih pravic iz deležev prevzetih družb,

8. vse posebne ugodnosti, ki bodo zagotovljene članom organov vodenja ali nadzora družb, ki so udeležene pri čezmejni združitvi, revizorjem ali revizorjem čezmejne združitve,
9. predlog statuta družbe, ki izide iz čezmejne združitve,

10. kadar je to primerno, podatke o postopkih, s katerimi so, v skladu s 16. členom Direktive 2005/56/ES, določene podrobnosti o udeležbi delavcev pri opredelitvi njihovih pravic do soodločanja v družbi, ki nastane s čezmejno združitvijo,

11. podatke o vrednotenju premoženja in obveznosti, ki se prenesejo na družbo, ki izide iz čezmejne združitve,

12. bilančni presečni dan računovodskih poročil družb, ki se čezmejno združujejo, ki so bila podlaga za določitev pogojev čezmejne združitve.

(3) Načrt čezmejne združitve mora vsebovati tudi ponudbo za prevzem deležev tistih imetnikov deležev, ki na skupščini, ki odloča o čezmejni združitvi, na zapisnik ugovarjajo sklepu o soglasju za čezmejno združitev, za plačilo primerne denarne odpravnine. To pravico ima tudi

interest of the transferor company,
3. detailed information on procedures concerning the transfer of interests of the company resulting from a cross-border merger, and payment of additional cash payments; if the company resulting from a cross-border merger will not provide interests, the reasons for this shall also be stated,
4. detailed information on the likely repercussions of the cross-border merger on the situation of the employees of the merging companies,
5. the date from which holders of the interests of the company resulting from cross-border merger which will be provided by the company due to the cross-border merger, will be entitled to participate in the profits of such company, and all details in relation to the exercise of this right,
6. the date from which the activities of the merging companies shall be considered as carried out on behalf of the company resulting from the cross-border merger (on which the cross-border merger was settled),
7. the rights and measures taken in order for holders of special rights which stem from interests held in transferor companies to exercise such rights,
8. any special advantages which shall be granted to members of the management or supervisory bodies of the companies participating in the cross-border merger, auditors or cross-border merger auditors,
9. the proposed articles of association of the company resulting from the cross-border merger,
10. where appropriate, information on the procedures by which, pursuant to Article 16 of Directive 2005/56/ES, the details regarding the participation of employees in the defining of their rights to participate in the decision-making of the company resulting from the cross-border merger are determined,
11. information on the valuation of the assets and liabilities which shall be transferred to the company resulting from the cross-border merger, and
12. the cut-off date of the financial reports of the companies participating in the cross-border merger which were used to establish the conditions of the cross-border merger.

(3) The cross-border merger plan shall also contain the offer for the acquisition of the interests of those holders that made an objection for the record against the resolution granting consent to the cross–border merger at the general meeting that decided on the cross-border merger,

imetnik deležev, ki se skupščine ni udeležil, če mu je bila protipravno preprečena udeležba na skupščini ali če skupščina ni bila pravilno sklicana ali če predmet odločanja na skupščini ni bil pravilno objavljen. Obveznost zagotoviti denarno odpravnino lahko prevzame družba, ki izide iz čezmejne združitve, ali druga oseba. Ponudba denarne odpravnine ni potrebna, če je ista oseba imetnik vseh deležev družbe ali če se vsi upravičenci do denarne odpravnine tej odpovedo. Izjava o odpovedi mora biti dana v obliki notarskega zapisa.

(4) Če je prevzemna družba imetnica vseh deležev prevzete družbe in je pri čezmejni združitvi udeležena samo ta prevzeta družba, ni treba upoštevati določb 2., 3. in 5. točke drugega odstavka tega člena, določb prve in druge alineje 2. točke drugega odstavka 582. člena ter določb petega odstavka 583. člena tega zakona.

(5) Načrt čezmejne združitve mora potrditi notar.

622.č člen
(poročilo poslovodstva ali organa vodenja o čezmejni združitvi)

(1) V poročilu poslovodstva ali organa vodenja o čezmejni združitvi je treba obrazložiti pravne in ekonomske posledice čezmejne združitve za imetnike deležev, upnike in delavce v družbah, ki se čezmejno združujejo.

(2) Poročilo o čezmejni združitvi je treba vsaj mesec dni pred zasedanjem skupščine vsake družbe, ki se čezmejno združuje, ki bo odločala o soglasju za čezmejno združitev, predložiti predstavniku, prek katerega delavci uresničujejo pravice do sodelovanja pri upravljanju, ali če predstavnika ni, delavcem.

(3) Kadar poslovodni ali organ vodenja katere koli od družb, ki

against payment of an appropriate cash consideration. This right shall also be enjoyed by a holder of an interest that did not attend the general meeting because of having been unlawfully prevented from attending the general meeting, or if the general meeting was not correctly convened, or if the subject which was to be decided on at the general meeting was not published correctly. The obligation to provide cash consideration may be assumed by the company resulting from the cross-border merger, or any other person. No offer of cash consideration shall be required if the same person is the holder of all of the interests in a company, or if all persons entitled to such cash consideration waive their entitlement. The statement regarding the waiver shall be drawn up in the form of a notarial record.

(4) When the transferee company holds all of the interests in the transferor company and the cross-border merger concerns only this transferor company, it shall not be necessary to comply with the provisions of points 2, 3 and 5 of paragraph two of this Article, or with the provisions of indents one and two of point 2 of paragraph two of Article 582 and of paragraph five of Article 583 of this Act.

(5) The cross-border merger plan shall be authenticated by a notary.

Article 622č
(Explanatory report of the management or the management body report on the cross-border merger)

(1) The explanatory report of the management or the management body on the cross-border merger shall explain the legal and economic implications of the cross-border merger for holders of interests, creditors and employees of the merging companies.

(2) The explanatory report on the cross-border merger shall be made available to the representatives of the employees through which the employees exercise their right to participate in the managing of the company, or in the case where no such representative exists, to the employees themselves, not less than one month before the date of the general meeting of each of the merging companies that shall decide on the granting of consent to the cross-border merger.

(3) Where the management or management body of any of the

se čezmejno združujejo, pravočasno prejme mnenje predstavnikov svojih delavcev, se to mnenje doda poročilu.

(4) Poročilu o čezmejni združitvi se ni dopustno odpovedati.

622.d člen
(revizija čezmejne združitve)

(1) Kadar je v čezmejni združitvi udeležena družba, ki je organizirana kot družba z omejeno odgovornostjo, se za revizijo čezmejne združitve smiselno uporabljajo določbe 583. člena in šestega odstavka 599. člena tega zakona.

(2) Revizorji čezmejne združitve morajo o reviziji čezmejne združitve izdelati pisno poročilo. Poročilo o reviziji čezmejne združitve je lahko tudi skupno za vse družbe, ki se čezmejno združujejo. Pri izdelavi poročila so revizorji upravičeni zahtevati vse informacije, ki so potrebne za izpolnitev njihove naloge, od vsake družbe, ki je udeležena v čezmejni združitvi.

(3) Poročilo o reviziji čezmejne združitve mora vsebovati mnenje revizorja ali revizorjev o tem, ali je ponujena denarna odpravnina primerno nadomestilo za deleže prevzete družbe. Pri tem je treba zlasti razložiti:

1. z uporabo katerih metod ocenjevanja vrednosti podjetij je bila določena višina denarne odpravnine, ki je predlagana v načrtu čezmejne združitve,
2. razloge, zaradi katerih je uporaba teh metod v konkretnem primeru primerna za določitev višine denarne odpravnine, in

3. če je bilo za določitev višine denarne odpravnine uporabljenih več metod, kakšna vrednost je bila ugotovljena pri uporabi vsake od teh metod; hkrati je treba dati mnenje o relativni pomembnosti, pripisani takim metodam pri izračunu vrednosti, o kateri se odloča, in opisati vse morebitne posebne težave pri ocenjevanju vrednosti družb, udeleženih pri čezmejni združitvi.

merging companies receives, in due time, an opinion from the representatives of their employees, that opinion shall be added to the report.

(4) The right to require the preparation of to the cross-border merger report may not be waived.

Article 622d
(Audit of the cross-border merger)

(1) When a company which was organised as a limited liability company participates in a cross-border merger, the provisions of Article 583 and of paragraph six of Article 599 of this Act shall apply *mutatis mutandis* to the audit of the cross-border merger.

(2) The auditors who examine the cross-border merger shall draw up a written report on the audit of the cross-border merger. The audit report on the cross-border merger may also be drawn up jointly for all the companies participating in the cross-border merger. For the purpose of drawing up the report, the auditors are entitled to request any information necessary to accomplish their task from all of the companies participating in the cross-border merger.

(3) The audit report on the cross-border merger shall contain an opinion from the auditor or auditors as to whether the offered cash consideration is appropriate compensation for the interests in the company being transferred. The report shall state in particular:

1. which methods for the valuation of companies were used to determine the amount of cash consideration proposed in the cross-border merger plan,
2. the reasons as to why the use of these methods in this particular case is appropriate for determining the amount of cash consideration, and
3. if there were several methods used for determining the amount of the cash consideration, indicate the values arrived at when using each method; at the same time, an opinion on the relative importance attributed to the methods that were used for arriving at the values on which the opinion is being given, shall also be included and all of the possible special issues regarding the valuation of companies participating in the cross-border merger must be described.

(4) Mnenje revizorja o primernosti višine ponujene denarne odpravnine ni potrebno, če je ista oseba imetnik vseh deležev družbe ali če se vsi upravičenci do denarne odpravnine tej odpovedo. Izjava o odpovedi mora biti dana v obliki notarskega zapisa.

(5) Kadar se s čezmejno združitvijo prenašajo premoženje, pravice in obveznosti prevzete družbe s sedežem v Republiki Sloveniji na družbo, ki izide iz čezmejne združitve, s sedežem v drugi državi članici, je treba v poročilu o reviziji čezmejne združitve navesti tudi višino osnovnega kapitala družb, ki se čezmejno združujejo, in višino vezanih rezerv teh družb.

622.e člen
(priprava in izvedba skupščine)

(1) Kadar je v čezmejni združitvi udeležena družba, ki je organizirana kot družba z omejeno odgovornostjo, se za pripravo in izvedbo skupščine, ki bo odločala o soglasju za čezmejno združitev, namesto določb 619. člena uporabljajo določbe 586. člena tega zakona.

(2) Načrt čezmejne združitve je treba predložiti registrskemu organu in o tem objaviti obvestilo v skladu z določbami prvega in drugega stavka prvega odstavka 586. člena tega zakona. V obvestilu o predložitvi načrta čezmejne združitve registrskemu organu je treba navesti tudi:

1. pravnoorganizacijsko obliko, firmo in sedež vsake družbe, ki se čezmejno združuje,
2. registrske organe, pri katerih so za vsako družbo, ki se čezmejno združuje, shranjene listine iz drugega odstavka 3. člena Direktive 68/151/EGS, in številke, pod katerimi so te družbe vpisane v register,

3. način za uveljavitev pravic upnikov in imetnikov deležev vsake od družb, ki se čezmejno združuje, in naslov, na katerem lahko brezplačno pridobijo popolne informacije o tem. Kadar se s čezmejno združitvijo premoženje, pravice in obveznosti prevzete družbe s

(4) No opinion of the auditor on the amount of cash consideration shall be required if the same person is the holder of all of the interests of a company, or if all persons entitled to such cash consideration waive their entitlement. The waiver shall be drawn up in the form of a notarial record.

(5) When the cross-border merger results in the transfer of assets, rights and obligations of a company which has its registered office in the Republic of Slovenia to a company resulting from the cross-border merger which has its registered office in another Member State, the audit report on the cross-border merger shall also indicate the amount of the share capital of the companies participating in the cross-boarder merger, and the amount of tied-up reserves of such companies.

Article 622e
(Preparation and holding of the general meeting)

(1) When a cross-border merger concerns a company which has been organised as a limited liability company, the provisions of Article 586, and not of Article 619, of this Act shall apply to the preparation and holding of a general meeting that shall decide on the granting of consent to the cross-border merger.

(2) The cross-border merger plan shall be submitted to the registration authority and the notification thereof shall be published in compliance with the provisions of the first and second sentences of paragraph one of Article 586 of this Act. The notification regarding the submission of the cross-border merger plan to the registration authority shall also contain the following:

1. the legal form, company name and registered office of each merging company;
2. the registration authorities with which the documents referred to in paragraph two of Article 3 of Directive 68/151/EEC for each merging company are kept, together with the number of the entry in that register; and
3. the method for exercising the rights of creditors and holders of interests of each merging company, and the address where full relevant information may be obtained gratuitously. When the cross-border merger results in the transfer of the assets, rights and

sedežem v Republiki Sloveniji prenašajo na družbo, ki izide iz čezmejne združitve, s sedežem v drugi državi članici, in katere vsota osnovnega kapitala in vezanih rezerv bo nižja od vsote osnovnega kapitala in vezanih rezerv, ki jih je oblikovala ta prevzeta družba, je treba znane upnike te prevzete družbe osebno obvestiti.

(3) Podatke iz 1., 2. in 3. točke prejšnjega odstavka je treba objaviti tudi v Uradnem listu Republike Slovenije.

(4) Vsakemu upniku prevzete družbe s sedežem v Republiki Sloveniji, katere premoženje, pravice in obveznosti se s čezmejno združitvijo prenašajo na družbo, ki izide iz čezmejne združitve, s sedežem v drugi državi članici, je treba na njegovo zahtevo najpozneje naslednji delovni dan brezplačno dati prepis listin iz drugega odstavka 586. člena tega zakona.

(5) Predložitvi poročila o čezmejni združitvi registrskemu organu in objavi obvestila o predložitvi se ni dopustno odpovedati.

622.f člen
(soglasje skupščine za čezmejno združitev)

(1) Če je prevzemna družba imetnica vseh deležev prevzete družbe, za veljavnost sklepa o soglasju za čezmejno združitev ni potrebno soglasje skupščine prevzete družbe.

(2) Skupščina vsake od družb, ki sodelujejo pri čezmejni združitvi, lahko združitev pogojuje tako, da se način soodločanja delavcev v družbi, ki bo nastala s čezmejno združitvijo, izrecno potrdi pri družbi, ki bo izšla iz čezmejne združitve.

obligations of a company which has its registered office in the Republic of Slovenia to a company resulting from the cross-border merger which has its registered office in another Member State, which will have a lower total amount of share capital and tied-up reserves than the total amount of the share capital and of the tied-up reserves of the transferor company, the known creditors of the transferor company shall be notified in person.

(3) The information referred to in points 1, 2 and 3 of the preceding paragraph shall be published in the Official Gazette of the Republic of Slovenia.

(4) At their request, each creditor of the transferor company which has its registered office in the Republic of Slovenia whose assets, rights and obligations are being transferred to a company resulting from the cross-border merger which has its registered office in another Member State, must be provided with a copy of the documents referred to in paragraph two of Article 586 of this Act gratuitously, on the next business day at the latest.

(5) Waiving the requirement to submit the report on the cross-border merger to the registration authority and publishing the notification of the submission shall not be permitted.

Article 622f
(Consent to the cross-border merger by the general meeting)

(1) If the transferee company is the holder of all of the interests of the transferor company, the consent of the general meeting of the transferor company is not required for the validity of the resolution with which consent is granted to the cross-border merger.

(2) Each general meeting of the companies participating in the cross-border merger may place conditions on the merger whereby the method through which employees will be able to participate in the decision-making of the company resulting from the cross-border merger shall need to be confirmed by the company resulting from the cross-border merger

622.g člen
(ponudba denarne odpravnine v načrtu čezmejne združitve)

(1) Vsak imetnik deležev prevzete družbe s sedežem v Republiki Sloveniji, katere premoženje, pravice in obveznosti se s čezmejno združitvijo prenašajo na družbo s sedežem v drugi državi članici, ki je na skupščini prevzete družbe na zapisnik ugovarjal sklepu o soglasju za čezmejno združitev, lahko od družbe, ki izide iz čezmejne združitve, ali od druge osebe, ki se je zavezala plačati denarno odpravnino, zahteva, da prevzame deleže, ki mu jih mora zagotoviti zaradi čezmejne združitve, za plačilo primerne denarne odpravnine. To pravico ima tudi imetnik deležev prevzete družbe, ki se skupščine ni udeležil, če mu je bila protipravno preprečena udeležba na skupščini ali če skupščina ni bila pravilno sklicana ali če predmet odločanja na skupščini ni bil pravilno objavljen.

(2) Ponudba denarne odpravnine veže ponudnika do izteka enega meseca od dneva sprejetja sklepa o soglasju za čezmejno združitev. Ponudba vsebuje odložni pogoj, ki nastopi, ko je čezmejna združitev vpisana v register. Obveznost plačati denarno odpravnino zastara v treh letih po objavi vpisa čezmejne združitve v register. Stroške v zvezi s prevzemom deležev krije družba ali druga oseba, ki je v načrtu čezmejne združitve prevzela obveznost plačati denarno odpravnino.

(3) Upravičencem do denarne odpravnine iz prvega odstavka tega člena je treba za izpolnitev obveznosti plačati denarno odpravnino in dati ustrezno zavarovanje.

(4) Registrski organ lahko potrdilo iz četrtega odstavka 622.k člena tega zakona izda šele, če ugotovi, da je bilo za izpolnitev obveznosti plačila denarne odpravnine dano ustrezno zavarovanje ali da so se vsi upravičenci do denarne odpravnine tej odpovedali.

Article 622g
(Offer of cash consideration in the cross-border merger plan)

(1) Each holder of interests of the transferor company which has its registered office in the Republic of Slovenia whose assets, rights and obligations are being transferred to a company resulting from the cross-border merger which has its registered office in another Member State, who made an objection for the record against the resolution granting consent to the cross-border merger, may require the company resulting from the cross-border merger or any other person that assumed the obligation to pay the cash consideration, to acquire the interests, which must be provided to them for the purpose of the cross-border merger against payment of appropriate cash consideration. This right shall also be enjoyed by a holder of interests in the acquired company that did not attend the general meeting because of having been unlawfully prevented from attending the general meeting, or if the general meeting was not correctly convened, or if the subject which was to be decided on at the general meeting was not published correctly.

(2) The offer of cash consideration shall be binding for the offeror until one month has passed from the date on which the resolution with which consent was given to the cross-border merger was adopted. The offer shall be subject to a suspensive condition which takes effect when the cross-border merger is entered in the register. The limitation period regarding the obligation of payment of cash consideration shall be three years from the date of publication of the entry in the register of the cross-border merger. The costs relating to the acquisition of interests shall be covered by the company or any other person that assumed the obligation to pay the cash consideration in the cross-border merger plan.

(3) In order to meet this obligation, the persons entitled to cash consideration referred to in paragraph one of this Article shall receive cash consideration and be provided with appropriate security.

(4) The registration authority may issue the certificate referred to in paragraph four of Article 622k of this Act only after establishing that, for the fulfilment of the obligation of payment of cash consideration, appropriate security has been provided or that all persons entitled to such cash consideration waived this right.

(5) Če statut določa, da je za prenos deležev potrebno dovoljenje družbe ali imetnikov deležev, se lahko deleži od dneva sprejetja sklepa o soglasju za čezmejno združitev do izteka roka za sprejem ponudbe denarne odpravnine prenašajo brez dovoljenja.

622.h člen
(sodni preizkus primernosti višine denarne odpravnine)

Imetniki deležev, ki so na zapisnik ugovarjali sklepu o soglasju za čezmejno združitev, lahko zahtevajo sodni preizkus primernosti višine denarne odpravnine. To pravico ima tudi imetnik deležev, ki se skupščine ni udeležil, če mu je bila protipravno preprečena udeležba na skupščini ali če skupščina ni bila pravilno sklicana ali če predmet odločanja na skupščini ni bil pravilno objavljen. Za postopek sodnega preizkusa primernosti višine denarne odpravnine se smiselno uporabljajo določbe 603. člena tega zakona.

622.i člen
(izključitev razlogov za izpodbijanje, posebni primeri sodnega preizkušanja menjalnega razmerja)

(1) Sklepa skupščine, ki je odločila o soglasju za čezmejno združitev, ni mogoče izpodbijati iz razlogov iz 604. člena tega zakona.

(2) Kadar so pri čezmejni združitvi udeležene družbe iz držav članic, v katerih pravni red ne ureja postopka za sodni preizkus menjalnega razmerja, sklepa skupščine, ki je odločila o soglasju za čezmejno združitev, ni mogoče izpodbijati iz razlogov iz 604. člena tega zakona le če skupščine vseh družb s sedežem v drugih državah članicah, ki se čezmejno združujejo, v katerih pravni red ne ureja postopka za sodni preizkus menjalnega razmerja, pri sprejemanju sklepa o soglasju za

(5) If the articles of association provide that the permission of the company or the holders of interests is required for the transfer of interests, interests may be transferred without permission from the date of adoption of the resolution on the granting of consent to the cross-border merger until the expiry of the period for accepting the offer of cash consideration.

Article 622h
(Judicial review of the appropriateness of the amount of cash consideration)

Holders of interests who made an objection for the record against the resolution on the granting of consent to a cross-border merger, may request a judicial review of the appropriateness of the cash consideration. This right shall also be enjoyed by the holder of an interest that did not attend the general meeting because of having been unlawfully prevented from attending the general meeting, or if the general meeting was not correctly convened, or if the subject which was to be decided on at the general meeting was not published correctly. The provisions of Article 603 of this Act shall apply *mutatis mutandis* to the judicial review of the appropriateness of the amount of cash consideration.

Article 622i
(Exclusion of grounds for challenging, special cases of judicial review of the exchange ratio)

(1) A resolution of the general meeting on the granting of consent to a cross-border merger may not be challenged on the grounds referred to in Article 604 of this Act.

(2) When a cross-border merger concerns companies from Member States whose laws do not provide for the procedure of judicial review of the exchange ratio, the resolution of the general meeting on the granting of consent to the cross-border merger may not be challenged on the grounds referred to in Article 604 of this Act only when general meetings of all of the companies which are participating in the merger and have their registered offices in other Member States, whose laws do

čezmejno združitev izrecno soglašajo, da:

1. lahko imetniki deležev družbe s sedežem v Republiki Sloveniji predlagajo sodni preizkus menjalnega razmerja proti družbi, ki izide iz čezmejne združitve, s sedežem v Republiki Sloveniji, ali

2. lahko imetniki deležev prevzete družbe s sedežem v Republiki Sloveniji v Republiki Sloveniji predlagajo sodni preizkus menjalnega razmerja proti družbi, ki izide iz čezmejne združitve, s sedežem v drugi državi članici na način in pod pogoji iz 605. do 615. člena tega zakona.

(3) V primeru iz 2. točke prejšnjega odstavka lahko predlog za sodni preizkus menjalnega razmerja vložijo le tisti imetniki deležev, ki so na skupščini, ki je odločala o soglasju za čezmejno združitev, na zapisnik napovedali vložitev predloga za sodni preizkus menjalnega razmerja ali ki so vložitev tega predloga družbi napovedali v mesecu dni po sprejetju sklepa o soglasju za čezmejno združitev. V potrdilu iz četrtega odstavka 622.k člena tega zakona je treba navesti, ali in kateri imetniki deležev so napovedali vložitev predloga za sodni preizkus menjalnega razmerja.

(4) Imetniki deležev posamezne prevzete družbe s sedežem v drugi državi članici lahko vložijo predlog za sodni preizkus menjalnega razmerja, če:

1. iz potrdila, ki je bilo izdano za to družbo, izhaja, da so se imetniki deležev veljavno odpovedali pravici izpodbijati sklep skupščine o soglasju za čezmejno združitev iz razlogov v zvezi z menjalnim razmerjem, in
2. vse prevzete družbe s sedeži v drugih državah članicah soglašajo z vložitvijo predloga za sodni preizkus menjalnega razmerja.

622.j člen
(varstvo upnikov in imetnikov posebnih pravic)

not provide for the procedure of judicial review of the examination of the exchange ratio, when adopting the resolution on the granting of consent to a cross-border merger, expressly agree on the following:

1. holders of interests in a company which has its registered office in the Republic of Slovenia may propose a judicial review of the exchange ratio against the company resulting from the cross-border merger which has its registered office in the Republic of Slovenia, or
2. holders of interests in the company which has its registered office in the Republic of Slovenia may propose a judicial review of the exchange ratio against a company resulting from the cross-border merger with its registered office in another Member State in the manner and under the conditions provided for in Articles 605 to 615 of this Act.

(3) In cases under point 2 of the preceding paragraph, the proposal for judicial review of the exchange ratio can only be submitted by those holders of an interest who, at the general meeting deciding on the consent of the cross-border merger, gave a statement for the record about their intention to submit a proposal for judicial review of the exchange ratio, or who have announced the submission of such proposal within one month of the adoption of the resolution on the granting of consent to the cross-border merger. The certificate referred to in paragraph four of Article 622k shall indicate which, if any, holders of an interest have announced the submission of a proposal for a judicial review of the exchange ratio.

(4) Holders of interests in individual transferor companies which have their registered offices in another Member State, may submit a proposal for a judicial review of the exchange ratio under the following conditions:

1. if it is evident from the certificate issued for this company that holders of interests have validly waived their right to challenge the resolution of the general meeting on the granting of consent to the cross-border merger for reasons linked to the exchange ratio, and
2. all transferor companies with registered offices in other Member States agree to submit a proposal for a judicial review of the exchange ratio.

Article 622j
(Protection of creditors and holders of special rights)

(1) Upniki prevzete družbe s sedežem v Republiki Sloveniji, ki s čezmejno združitvijo prenaša svoje premoženje, pravice in obveznosti na družbo, ki izide iz čezmejne združitev, s sedežem v drugi državi članici, imajo pravico zahtevati zavarovanje za svoje nezapadle, negotove ali pogojne terjatve, če tako zavarovanje zahtevajo v enem mesecu po objavi obvestila o predložitvi načrta čezmejne združitve registrskemu organu. Upniki lahko to pravico uveljavljajo samo, če verjetno izkažejo, da je zaradi čezmejne združitve ogrožena izpolnitev njihovih terjatev. Šteje se, da je izpolnitev njihovih terjatev ogrožena, če je vsota osnovnega kapitala in vezanih rezerv družbe, ki izide iz čezmejne združitve, nižja od vsote osnovnega kapitala in vezanih rezerv te prevzete družbe. Pravice zahtevati zavarovanje nimajo tisti upniki, ki imajo ob morebitnem stečajnem postopku pravico do prednostnega poplačila.

(2) Če je prevzeta družba izdala zamenljive obveznice, obveznice s pravico do prednostnega nakupa delnic ali dividendne obveznice ali posameznim osebam drugače zagotovila posebne pravice do udeležbe pri dobičku, je treba imetnikom teh pravic zagotoviti enakovredne pravice v družbi, ki izide iz čezmejne združitve.

(3) Registrski organ lahko potrdilo iz četrtega odstavka 622.k člena tega zakona izda šele, če ugotovi, da je bilo upnikom, ki so upravičeni do zavarovanja po prvem odstavku tega člena, to dano ali če ugotovi, da so bile imenikom posebnih pravic iz prejšnjega odstavka zagotovljene enakovredne pravice.

622.k člen
(predhodni nadzor zakonitosti čezmejne združitve, potrdilo sodišča)

(1) Poslovodstvo družbe, ki s čezmejno združitvijo prenaša svoje premoženje, pravice in obveznosti na družbo, ki izide iz čezmejne združitve, s sedežem v drugi državi članici, predlaga vpis namere čezmejne združitve v register.

(1) Creditors of the transferor company which has a registered office in the Republic of Slovenia whose assets, rights and obligations are being transferred to a company resulting from the cross-border merger which has its registered office in another Member State shall have the right to request security for their claims which have not yet fallen due, uncertain claims or contingent claims within one month of publication of the notification regarding the submission of the cross-border merger plan to the registration authority. Creditors may only exercise this right if they can prove to a reasonable degree of probability that the fulfilment of their claims is jeopardised by the cross-border merger. The fulfilment of their claims shall be considered jeopardised when the sum of the share capital and tied-up reserves of the company resulting from the cross-border merger is lower than the sum of the share capital and the tied-up reserves of the transferor company. Creditors that are entitled to preference regarding their payment in the case of bankruptcy proceedings shall not be entitled to request security.

(2) If the transferor company issued convertible bonds, bonds conferring pre-emptive rights or dividend bonds, or has otherwise secured for individual persons special rights to participate in the profits, the holders of such rights shall be provided with equivalent rights in the company resulting from the cross-border merger.

(3) The registration authority may issue the certificate referred to in paragraph four of Article 622k of this Act only after having established that creditors who are entitled to security under paragraph one of this Article have been granted this right and after having established that holders of special rights referred to in the preceding paragraph have been provided with equivalent rights.

Article 622k
(Prior supervision regarding the legality of the cross-border merger, certificate issued by a court)

(1) The management of the company that transfers its assets, rights and obligations to the company resulting from the cross-border merger which has its registered office in another Member State, shall file an application for entry of the intended cross-border merger in the register.

(2) Predlogu za vpis namere čezmejne združitve je treba priložiti:

1. načrt čezmejne združitve,
2. zapisnik zasedanja skupščine prevzete družbe, ki je odločala o soglasju za čezmejno združitev,
3. dovoljenje pristojnega organa, če se za čezmejno združitev to zahteva,
4. poročilo poslovodstva prevzete družbe o čezmejni združitvi,
5. poročilo ali poročila o reviziji čezmejne združitve,
6. zaključno poročilo prevzete družbe,
7. dokaz, da je bila nameravana čezmejna združitev objavljena v skladu z določbo 622.e člena tega zakona,
8. dokaze o zagotovitvi pogojev za uresničitev pravic imetnikov deležev in soglasje družb s sedežem v drugih državah članicah za začetek postopka za sodni preizkus primernosti višine denarne odpravnine,
9. dokaze o zagotovitvi pogojev za uresničitev pravic upnikov v skladu z določbo prvega odstavka 622.j člena tega zakona ali izjavo, da to ni bilo potrebno,
10. izjavo poslovodstva prevzete družbe, za katero se smiselno uporablja določba 1. točke drugega odstavka 590. člena tega zakona, in
11. izjavo poslovodstva prevzete družbe o številu imetnikov deležev, ki uveljavljajo pravico zahtevati prevzem delnic za plačilo denarne odpravnine, in o načinu uresničitve te pravice.

(3) Če poslovodstvo ne predloži izjave iz 10. ali 11. točke prejšnjega odstavka, ker je bila proti sklepu skupščine o soglasju za čezmejno združitev vložena tožba za izpodbijanje tega sklepa ali ugotovitev njegove ničnosti, se smiselno uporabljajo določbe tretjega do petega odstavka 590. člena tega zakona.

(4) Registrski organ mora preizkusiti, ali so bila v zvezi s čezmejno združitvijo pravilno opravljena vsa predpisana pravna opravila, ali so izpolnjene predpostavke za uveljavitev pravice imetnikov deležev zahtevati prevzem deležev za plačilo denarne odpravnine, ali je dokazano,

(2) The application for entry of the intended cross-border merger in the register shall be accompanied by the following:

1. the cross-border merger plan,
2. the minutes of the general meeting of the transferor company that decided on the granting of consent to the cross-border merger,
3. the authorisation of the competent body, if required for cross-border mergers,
4. the explanatory report of the management of the transferor company on the cross-border merger,
5. the report or reports on the audit regarding the cross-border merger,
6. the final report of the transferor company,
7. evidence that the intended cross-border merger was published in compliance with the provisions of Article 622e of this Act,
8. evidence that all conditions for the exercise of the rights of holders of interests have been met and evidence regarding the consent of companies which have their registered office in other Member States to the initiation of the procedure for judicial review of the appropriateness of the amount of cash consideration,
9. evidence that all conditions for the exercise of the rights of creditors in compliance with paragraph one of Article 622j of this Act have been met, or a statement that such evidence is not required,
10. a statement from the management of the transferor company in compliance with *mutatis mutandis* the provision of point 1 of paragraph two of Article 590 of this Act, and
11. a statement from the management of the transferor company on the number of holders of interests that exercise their right to request acquisition of shares against payment of a cash consideration, and on the method of exercising this right.

(3) If the management does not submit the statements referred to in points 10 and 11 of this paragraph because an action has been filed to challenge the general meeting's resolution with which consent was granted to the cross-border merger or to have it declared void, the provisions of paragraphs three to five of Article 590 of this Act shall apply *mutatis mutandis*.

(4) The registration authority shall review whether all legal acts concerning the cross-border merger have been duly concluded, whether conditions for holders of interests to exercise their right to request acquisition of interests against payment of a cash consideration have

da so se vsi imetniki deležev veljavno odpovedali tej pravici, in ali so izpolnjene predpostavke za uveljavitev pravice upnikov zahtevati zavarovanje. Če registrski organ ugotovi, da so izpolnjene predpostavke za uveljavitev pravice imenikov deležev zahtevati prevzem deležev za plačilo denarne odpravnine in pravice upnikov zahtevati zavarovanje ter da so imetnikom posebnih pravic zagotovljene enakovredne pravice, vpiše namero čezmejne združitve in kar najhitreje izda potrdilo, s katerim potrdi, da so bila pravilno opravljena vsa pravna opravila, ki jih je bilo treba opraviti za čezmejno združitev.

(5) Ob vpisu namere za čezmejno združitev se vpišeta nameravani sedež družbe, ki izide iz čezmejne združitve, in register, pri katerem bo ta družba vpisana. Vpis se opremi z zaznamkom, da je bilo izdano potrdilo iz prejšnjega odstavka.

(6) **(črtan)**

(7) Registrski organ, pri katerem je vpisana prevzeta družba, po uradni dolžnosti vpiše izbris te družbe iz registra na podlagi obvestila pristojnega organa države članice o vpisu družbe, ki izide iz čezmejne združitve, v register, ki ga prejme prek sistema povezovanja poslovnih registrov, vzpostavljenega v skladu z drugim odstavkom 4.a člena Direktive 2009/101/ES (v nadaljnjem besedilu: sistem povezovanja poslovnih registrov).

622.l člen
(prijava za vpis čezmejne združitve, preizkus in vpis čezmejne združitve v register v Republiki Sloveniji)

(1) Poslovodstvo vsake družbe, ki se čezmejno združuje, mora vložiti predlog za vpis čezmejne združitve pri registrskem organu v Republiki Sloveniji, pri katerem bo družba, ki izide iz čezmejne združitve, vpisana v register.

(2) Predlogu za vpis čezmejne združitve je treba poleg dokumentov in listin iz drugega odstavka 590. člena tega zakona priložiti

been met, whether there is evidence that all holders of interests have validly waived this right, and whether conditions for creditors to request security have been met. If the registration authority establishes that the conditions have been met for holders of interests to exercise their right to request acquisition of interests against payment of cash consideration and for creditors to request security, and that holders of special rights have been provided with equivalent rights, it shall enter the intention of cross-border merger in the register and shall issue, without delay, a certificate attesting to the proper completion of all legal acts necessary for the cross-border merger.

(5) The entry of the intention of cross-border merger in the register shall contain the intended registered office of the company resulting from the cross-border merger and the register in which this company will be entered. The entry shall contain a note attesting that the certificate referred to in the preceding paragraph has been issued.

(6) **(Deleted)**

(7) The registration authority with which the transferor company is entered shall ex officio strike off the company from the register on the basis of a notification from the competent authority of the Member State regarding the entry of the company resulting from the cross-border merger in the register, received through the system of interconnection of registers established in accordance with paragraph two of Article 4a of Directive 2009/101/ES (hereinafter: system of interconnection of registers).

Article 622l
(Application for entry of the cross-border merger in the register, examination and entry of the cross-border merger in the register in the Republic of Slovenia)

(1) The management of each merging company shall submit an application for entry of the cross-border merger in the register to the registration authority in the Republic of Slovenia with which the company resulting from the cross-border merger will be registered.

(2) In addition to the documents and acts referred to in paragraph two of Article 590 of this Act, the application for entry of the

tudi potrdila, ki so jih po opravljenem vpisu nameravane čezmejne združitve izdali pristojni organi držav članic, v katerih so prevzete družbe imele svoje sedeže. Potrdila ne smejo biti starejša od šestih mesecev.

(3) Pred vpisom čezmejne združitve v register mora registrski organ preizkusiti:
1. ali so skupščine družb, ki se čezmejno združujejo, s sklepom o soglasju za čezmejno združitev potrdile isti načrt čezmejne združitve in
2. ali so bila v prevzetih družbah izvedena pogajanja o udeležbi delavcev pri upravljanju družbe, ki izide iz čezmejne združitve.

(4) Registrski organ mora po vpisu čezmejne združitve v register po uradni dolžnosti o tem vpisu prek sistema povezovanja poslovnih registrov nemudoma obvestiti pristojni organ za vpis družb v državah članicah, v katerih so prevzete družbe vpisane v register.

Tretje poglavje

DELITEV

1. oddelek

SPLOŠNO PRAVILO

623. člen
(pojem)

(1) Kapitalska družba se lahko deli z razdelitvijo, oddelitvijo ali izčlenitvijo.

(2) Razdelitev se opravi s hkratnim prenosom vseh delov premoženja prenosne družbe, ki z razdelitvijo preneha, ne da bi bila

cross-border merger in the register shall also contain the certificates which have been issued after the registration of the intended cross-border merger by the competent authorities of the Member States in which the acquired companies had their registered offices. These certificates shall not be more than six months old.

(3) Prior to entering the cross-border merger in the register, the registration authority shall examine:
1. whether the general meetings of companies involved in the cross-border merger have approved the same cross-border merger plan in the resolution granting consent to the cross-border merger; and
2. whether the transferor companies had carried out negotiations on the participation of employees in the managing of the company resulting from the cross-border merger.

(4) After entering the cross-border merger in the register, the registration authority shall notify through the system of interconnection of registers, *ex officio* and without delay, the competent authority responsible for the registration of companies in the Member States in which the transferor companies are registered.

Chapter Three

DIVISION

Section 1

GENERAL RULE

Article 623
(Definition and concept)

(1) A company limited by shares may be divided by split-up, split-off or spin-off.

(2) A split-up shall be carried out by the simultaneous transferring of the total assets of the transferring

opravljena njena likvidacija, na:

- nove kapitalske družbe (v nadaljnjem besedilu tega oddelka: nove družbe), ki se ustanovijo zaradi razdelitve (razdelitev z ustanovitvijo novih družb), ali
- prevzemne kapitalske družbe (v nadaljnjem besedilu tega oddelka: prevzemne družbe) (razdelitev s prevzemom).

(3) Izčlenitev se opravi s prenosom vseh ali posameznih delov premoženja prenosne družbe, ki z izčlenitvijo ne preneha, na:

- nove družbe, ki se ustanovijo zaradi izčlenitve (izčlenitev z ustanovitvijo novih družb), ali
- prevzemne družbe (izčlenitev s prevzemom).

(4) Oddelitev se opravi s prenosom posameznih delov premoženja družbe, ki z oddelitvijo ne preneha, na:

- nove družbe, ki se ustanovijo zaradi oddelitve (oddelitev z ustanovitvijo novih družb), ali
- prevzemne družbe (oddelitev s prevzemom).

(5) Delitev se lahko opravi tudi tako, da se deli premoženja prenosne družbe hkrati prenesejo na nove in na prevzemne družbe.

(6) Z delitvijo preide na novo ali prevzemno družbo del premoženja prenosne družbe, določen z delitvenim načrtom, ter pravice in obveznosti prenosne družbe v zvezi s tem premoženjem. Nova ali prevzemna družba kot univerzalni pravni naslednik vstopi v vsa pravna razmerja v zvezi s tem premoženjem, katerih subjekt je bila prenosna družba.

(7) Pri razdelitvi in oddelitvi se družbenikom ali delničarjem prenosne družbe zagotovijo delnice ali poslovni deleži (v nadaljnjem besedilu tega oddelka: deleži) nove ali prevzemne družbe. Pri izčlenitvi se deleži nove ali prevzemne družbe zagotovijo prenosni družbi.

(8) Če razmerje, v katerem se zamenjajo deleži prenosne

company that shall dissolve due to the split-up, while no winding-up of the transferring company is performed, to:

- new companies limited by shares (hereinafter in this Section: new companies) formed for split-up purposes (split-up through the formation of new companies); or
- transferee companies limited by shares (hereinafter: transferee companies) (split-up through takeover).

(3) A spin-off shall be carried out by transferring the total or individual parts of assets of the transferring company, which does not dissolve, to:

- new companies formed for spin-off purposes (spin-off through the formation of new companies), or
- transferee companies (spin-off through takeover).

(4) A split-off shall be carried out by transferring individual parts of assets of the transferring company, which does not dissolve due to the split-off, to:

- new companies formed for split-off purposes (split-off through the formation of new companies); or
- transferee companies (split-off through takeover).

(5) Division may also be carried out by transferring individual parts of assets of the transferring company to new companies and to transferee companies simultaneously.

(6) In the process of division, the part of the assets of the transferring company as defined in the division plan, together with the rights and obligations of the transferor company in relation to these assets, shall be transferred to the new or transferee company. The new or transferee company shall as a universal legal successor enter into all legal relations that involved the transferor company as subject.

(7) In the case of a split-up and a split-off, the company members or the shareholders of the transferor company shall be provided with shares or business interests (hereinafter: interests) of the new or of the transferee company. In the case of a spin-off, interests of the new company or of the transferee company shall be provided to the transferor company.

(8) When the ratio at which the interests of the transferor

družbe za deleže posamezne nove ali prevzemne družbe, ni enako en ali več deležev posamezne nove ali prevzemne družbe za en delež prenosne družbe, lahko delničarjem ali družbenikom prenosne družbe, ki ne razpolagajo z ustreznim številom deležev prenosne družbe, da bi lahko prejeli celo število deležev posamezne nove ali prevzemne družbe, nova ali prevzemna družba ali druga oseba zagotovi denarno doplačilo. Vsota denarnih doplačil, ki jih zagotovi posamezna nova ali prevzemna družba, ne sme presegati desetine skupnega najmanjšega emisijskega zneska delnic ali zneska osnovnih vložkov, ki jih nova ali prevzemna družba zagotovi delničarjem ali družbenikom prenosne družbe zaradi delitve.

(9) Če razmerje, v katerem se premoženje prenosne družbe pri izčlenitvi zamenja za deleže posamezne nove ali prevzemne družbe, ni enako enemu ali več deležem posamezne nove ali prevzemne družbe za preneseno premoženje prenosne družbe, lahko nova ali prevzemna družba ali druga oseba prenosni družbi zagotovi denarno doplačilo. Denarno doplačilo, ki ga zagotovi posamezna nova ali prevzemna družba, ne sme presegati desetine skupnega najmanjšega emisijskega zneska deležev, ki jih nova ali prevzemna družba zagotovi prenosni družbi zaradi izčlenitve.

(10) Določbe 2. in 3. oddelka tega poglavja se smiselno uporabljajo pri izčlenitvi. Šteje se, da je izčlenitev delitev, ki ohranja kapitalska razmerja.

2. oddelek

DELITEV Z USTANOVITVIJO NOVIH DRUŽB

624. člen
(delitveni načrt)

(1) Poslovodstvo prenosne družbe mora sestaviti delitveni

company are being exchanged for the interests of an individual new company or transferee company is not equal to one or more interests of the new or transferee company for one interest of the transferor company, the shareholders or company members of the transferor company that do not possess an appropriate number of transferor company interests in order to receive a whole number of interests of the individual new company or transferee company, shall be provided additional cash payment by the new or the transferee company or by another person. The sum of additional cash payments provided by the individual new company or the transferee company shall not exceed one tenth of the total minimum issue price of shares or the amount of capital contributions provided by the new or transferee company to the transferor company shareholders or company members due to the division.

(9) If the exchange ratio under which the transferring company's assets are being exchanged for interests of an individual new company or transferee company due to a spin-off, does not equal one or more interests of an individual new company or transferee company exchanged for assets transferred by the transferring company, the new or the transferee company or other person may provide additional cash payment to the transferring company. The additional cash payment provided by the individual new company or transferee company shall not exceed one tenth of the total minimum issue price of interests provided by the new or the transferee company to the transferring company due to the spin-off.

(10) The provisions of Sections 2 and 3 of this Chapter shall apply *mutatis mutandis* to spin-offs. A spin-off shall be considered to be a division that maintains capital ratios.

Section 2

DIVISION THROUGH THE FORMATION OF NEW COMPANIES

Article 624
(Division plan)

(1) The management of the transferor company shall draw up

načrt.

(2) Delitveni načrt mora vsebovati:

1. firmo in sedež prenosne družbe;
2. predlog aktov o ustanovitvi novih družb;
3. izjavo o prenosu delov premoženja prenosne družbe na nove družbe s pravnimi posledicami iz drugega ter šestega do osmega odstavka prejšnjega člena;

4. razmerja, v katerih se zamenjajo deleži prenosne družbe za deleže posamezne nove družbe (menjalna razmerja);

5. v primeru iz osmega odstavka prejšnjega člena:
   - višino denarnega doplačila, ki mora biti izražena v denarnem znesku na celotno delnico prenosne družbe, in
   - navedbo firme nove družbe, ki bo zagotovila denarno doplačilo, ali firmo in sedež ali ime in priimek druge osebe, ki bo zagotovila denarno doplačilo;

6. če bo prenosna družba zaradi oddelitve z ustanovitvijo novih družb zmanjšala osnovni kapital po drugem odstavku 625. členu tega zakona, natančen opis postopkov v zvezi z zmanjševanjem zneska delnic ali združevanjem deležev prenosne družbe;

7. natančen opis postopkov v zvezi z zagotovitvijo deležev novih družb;

8. dan, od katerega dalje zagotavljajo deleži, ki jih bo posamezna nova družba zagotovila, pravico do dela dobička;
9. dan, od katerega dalje se šteje, da so dejanja prenosne družbe opravljena za račun posamezne nove družbe (dan obračuna delitve);

10. ukrepe nove družbe za uresničitev pravic imetnikov posebnih pravic iz deležev prenosnih družb ob smiselni uporabi določb 593. člena tega zakona;

11. vse posebne ugodnosti, ki bodo zagotovljene članom poslovodstva ali nadzornih svetov prenosne ali novih družb, ki so udeležene pri delitvi, ali delitvenim revizorjem;

12. določen opis in dodelitev delov premoženja in obveznosti, ki se prenesejo na posamezno novo družbo; pri tem se je dovoljeno

a division plan.

(2) The division plan shall include the following:

1. the company name and registered office of the transferor company;
2. draft articles of incorporation of the new companies;
3. a statement on transferring parts of the assets of the transferor company to new companies, taking into account the legal consequences referred to in paragraphs six to eight of the preceding Article;
4. the ratio under which interests of the transferor company are to be exchanged for interests of an individual new company (exchange ratio);
5. in cases referred to in paragraph eight of the preceding Article:
   - the amount of additional cash payment expressed as a sum of money per whole share of the transferor company, and
   - the company name of the new company that will provide additional cash payment, or the company name and registered office or the name and surname of another person that will be providing the additional cash payment;
6. if the transferor company will reduce its share capital due to the split-off through the formation of new companies under Article 625 of this Act, a detailed description of procedures concerning the reduction of the amount of shares or concerning the consolidation of interests of the transferor company;
7. detailed information on procedures concerning the provision of interests of new companies;
8. the date from which the right to a part of the profit will stem from the interests provided by individual new companies;
9. the date from which the activities of the transferor company shall be considered as carried out on behalf of each individual new company (date on which the division is settled);
10. measures taken by the new company in order for holders of special rights which stem from interests held in transferor companies to exercise of such rights, by applying *mutatis mutandis* the provisions of Article 593 of this Act;
11. any special benefits which shall be granted to members of the management or supervisory bodies of the transferor company or new companies which are participating in the division or to division auditors;
12. a closed list containing the description and assignment of parts of the assets and liabilities which are to be transferred to each new

sklicevati na listine, kot jih določa tudi 14. točka tega odstavka, če je na podlagi njihove vsebine mogoče določiti premoženje, ki se prenese na posamezno novo družbo;

13. določilo o dodelitvi tistih delov premoženja, ki jih sicer na podlagi delitvenega načrta ne bi bilo mogoče dodeliti nobeni od družb, ki je udeležena pri delitvi;
14. zaključno poročilo prenosne družbe in otvoritvene bilance novih družb, pri oddelitvi pa tudi otvoritveno bilanco prenosne družbe, ki izkazuje stanje premoženja in obveznosti po oddelitvi;

15. v primeru iz 633. člena tega zakona višino denarne odpravnine, ki jo ponuja posamezna nova družba ali druga oseba, razen če so se vsi družbeniki ali delničarji prenosne družbe veljavno odpovedali pravici do denarne odpravnine.

(3) Izjavi iz 5. in 15. točke prejšnjega odstavka o ponudbi denarnega doplačila ali odpravnine morata biti v obliki notarskega zapisa.

625. člen
(ohranitev kapitala; uporaba pravil o ustanovitvi; odgovornost organov)

(1) Skupna višina osnovnega kapitala družb, ki so udeležene pri delitvi, mora biti po delitvi najmanj enaka osnovnemu kapitalu prenosne družbe pred delitvijo. Vsota drugih postavk lastnega kapitala, izkazanih v otvoritveni bilanci stanja družb, ki so udeležene pri delitvi, mora biti najmanj enaka vsoti teh postavk, izkazanih v zaključnem poročilu prenosne družbe.

(2) Pri oddelitvi lahko prenosna družba zmanjša osnovni kapital, ne da bi upoštevala določbe tega zakona o zmanjšanju osnovnega kapitala. Če pa prenosna družba zaradi oddelitve zmanjša osnovni kapital po določbah tega zakona o rednem zmanjšanju osnovnega kapitala, glede na tak način zmanjšanega osnovnega kapitala ni treba upoštevati prvega stavka prejšnjega odstavka.

individual company; whereby reference may be made to the documents referred to in point 14 of this paragraph if it is possible to identify the assets to be transferred to each new company from these documents;
13. a provision on the transfer of those parts of the assets that, on the basis of the division plan, could not be assigned to any of the companies participating in the division;
14. The final report of the transferor company and the opening balance sheets of the new companies; in the case of a split-off, also the opening balance sheet of the transferor company showing the state of the assets and liabilities after the split-off; and
15. in cases referred to in Article 633 of this Act, the amount of cash consideration offered by each new individual company or other person, unless all company members or shareholders of the transferor company have validly waived their right to such consideration.

(3) The statements referred to in points 5 and 15 of the preceding paragraph regarding the provision of additional cash payment or cash consideration shall be in the form of a notarial record.

Article 625
(Maintenance of share capital; application of rules on formation; liability of bodies)

(1) After the division, the combined amount of share capital of the companies participating in the division shall be at least equal to the share capital of the transferor company before the division. The total amount of other own capital items of companies participating in the division, as shown in the opening balance sheets of such companies, shall be at least equal to the sum of such items as shown in the final report of the transferor company.

(2) In the process of splitting-off, the transferor company may reduce its share capital without the application of the provisions of this Act on the reduction of share capital. If a transferor company through split-off reduces its share capital in compliance with the provisions of this Act concerning regular share capital reduction, for such reduction the company may disregard the provisions of the first sentence of the preceding paragraph.

(3) Za ustanovitev novih družb se uporabljajo določbe tega zakona o ustanovitvi, razen drugega odstavka 191. člena tega zakona, če ni v tem oddelku drugače določeno. Za ustanovitelja se šteje prenosna družba.

(4) Ustanovitev novih družb mora pregledati en ali več ustanovitvenih revizorjev. Pri oddelitvi mora ustanovitveni revizor pregledati tudi, ali je po oddelitvi skupna vrednost sredstev prenosne družbe, zmanjšanih za obveznosti, najmanj enaka višini osnovnega kapitala, povečani za vsoto rezerv, ki jih mora družba oblikovati. Za revizijo se smiselno uporabljajo določbe tega zakona o ustanovitveni reviziji delniške družbe, pri čemer ustanovitveno poročilo iz 193. člena tega zakona ni potrebno. Revizijo iz zadnje alineje drugega odstavka 194. člena lahko opravi tudi delitveni revizor iz prvega odstavka 627. člena tega zakona.

(5) Člani poslovodstva in nadzornega sveta prenosne družbe solidarno odgovarjajo za škodo, ki jo delitev povzroči družbam, ki so udeležene pri delitvi, in imetnikom deležev v teh družbah. Za odgovornost članov poslovodstva in nadzornega sveta se smiselno uporabljajo določbe drugega odstavka 255. člena tega zakona. Za uveljavljanje odškodninskih zahtevkov se smiselno uporabljajo določbe tretjega odstavka 594. člena in 595. člena tega zakona.

(6) Če so imetniki deležev prenosne družbe v novih družbah udeleženi v enakih kapitalskih razmerjih, kot so bili v prenosni družbi, ni treba omogočiti pregleda listin iz 4. do 6. točke drugega odstavka 586. člena ter upoštevati določb 626. in 627. člena tega zakona.

626. člen
(poročilo poslovodstva o delitvi)

(1) Poslovodstvo prenosne družbe mora izdelati podrobno pisno poročilo o delitvi ob smiselni uporabi določb 582. člena tega zakona, pri čemer mora opozoriti tudi na ugotovitve poročila o reviziji ustanovitve iz četrtega odstavka prejšnjega člena.

(3) The provisions of this Act on formation shall apply to the formation of new companies, with the exception of paragraph two of Article 191 of this Act, unless otherwise provided for by this Section. The transferor company shall be considered the founder.

(4) The formation of new companies shall be examined by one or more formation auditors. In the case of a split-off, the auditor shall also examine whether the total value of assets of the transferor company minus its liabilities is at least equal to the amount of share capital plus the reserves which the company is required to form. The provisions of this Act on the formation audit of a public limited company shall apply *mutatis mutandis* to such audit; in such cases, the formation report referred to in Article 193 of this Act shall not be required. The audit referred to in the last indent of paragraph two of Article 194 may also be performed by the division auditor referred to in paragraph one of Article 627 of this Act.

(5) Members of the management and supervisory bodies of the transferor company shall be jointly and severally liable for any damage caused by the division to the companies participating in the division, or to the holders of interests in such companies. The provisions of paragraph two of Article 255 of this Act shall apply *mutatis mutandis* to the liability of members of the management and supervisory bodies. The provisions of paragraph two of Article 594 of this Act shall apply *mutatis mutandis* to the filing of damage compensation claims.

(6) If the holders of interests in the transferor company participate in new companies under capital ratios that are equal to those in the transferor company, there is no need to allow the examination of documents referred to in points 4 to 6 of paragraph two of Article 586, and the provisions of Article 626 and 627 of this Act need not be complied with.

Article 626
(Management's explanatory report on the division)

(1) A separate detailed written explanatory report on the division shall be drawn up by applying *mutatis mutandis* the provisions of Article 582 of this Act; such explanatory report shall also draw attention to the findings of the formation audit report referred to in paragraph four of

(2) Vsebina delitvenega načrta vključuje tudi ukrepe za zavarovanje pravic upnikov po petem odstavku 636. člena tega zakona.

(3) V poročilu o delitvi mora poslovodstvo navesti registrske organe, ki jim bodo predložena poročila ustanovitvenih revizorjev po prvem odstavku 635. člena tega zakona.

(4) V poročilu o delitvi poslovodstvo ni dolžno razkriti informacij zaradi razlogov iz prve in tretje alineje drugega odstavka 305. člena tega zakona.

(5) Menjalnega razmerja ni treba pojasniti, če so imetniki deležev prenosne družbe v novih družbah udeleženi v enakih kapitalskih razmerjih, kot so bili v prenosni družbi (delitev, ki ohranja kapitalska razmerja).

(6) Poročilo o delitvi ni potrebno, če vsi imetniki deležev prenosne družbe dajo izjavo v obliki notarskega zapisa, da se odpovedujejo uporabi določb tega zakona o poročilu poslovodstva o delitvi. Izjavo o odpovedi lahko dajo delničarji tudi ustno na zasedanju skupščine prenosne družbe, ki odloča o delitvi. V takem primeru se izjava vključi v zapisnik skupščine.

627. člen
(revizija delitve)

(1) Delitveni načrt mora pregledati revizor (delitveni revizor).

(2) Za revizijo delitve se smiselno uporabljajo določbe drugega, četrtega in šestega do osmega odstavka 583. člena tega zakona.

(3) Če delitev ne ohranja kapitalskih razmerij, mora poročilo o reviziji delitve vsebovati revizorjevo mnenje o tem, ali so zagotovitev

the preceding Article.

(2) The division plan shall also provide for measures to protect the rights of creditors referred to in paragraph five of Article 636 of this Act.

(3) In the explanatory report on the division the management shall indicate the registration authorities to whom the reports of the auditors referred to in paragraph one of Article 635 of this Act shall be submitted.

(4) For reasons provided for in indents one and three of paragraph two of Article 305 of this Act, the management shall not be required to disclose information in the explanatory report on the division.

(5) No explanation shall be required for the exchange ratio if the holders of interests in the transferor company participate in the new companies under capital ratios that are equal to those in the transferor company (division maintaining capital ratios).

(6) No explanatory report on the division shall be required if all of the holders of interests in the transferor company give a statement in the form of a notarial record with which they waive the application of the provisions of this Act to the management's explanatory report on the division. Shareholders may give such a statement orally at the general meeting of the transferor company deciding on the division. In such case, the statement shall be included in the minutes of the general meeting.

Article 627
(Audit of the division)

(1) The division plan shall be examined by an auditor (division auditor).

(2) The provisions of paragraphs two, four and six to eight of Article 583 of this Act shall apply *mutatis mutandis* to the audit of the division.

(3) If capital ratios are not maintained by the division, the audit report on the division shall contain the opinion of the auditor as to

deležev v novih družbah po menjalnem razmerju, predlaganem v delitvenem načrtu, višina morebitnih denarnih doplačil in ponujena odpravnina primerno nadomestilo za deleže v novih družbah, pri čemer se smiselno uporabljajo določbe 1. do 3. točke petega odstavka 583. člena tega zakona.

(4) Revizija delitve ni potrebna, če vsi imetniki deležev prenosne družbe dajo izjavo v obliki notarskega zapisa, da se odpovedujejo uporabi določb tega zakona o reviziji delitve. Izjavo o odpovedi lahko dajo delničarji tudi ustno na zasedanju skupščine prenosne družbe, ki odloča o delitvi. V takem primeru se izjava vključi v zapisnik skupščine.

628. člen
(pregled delitve po nadzornem svetu)

Nadzorni svet prenosne družbe mora pregledati nameravano delitev ob smiselni uporabi določb 584. člena tega zakona.

629. člen
(priprava in izvedba skupščine)

(1) Za pripravo in izvedbo skupščine, ki bo odločala o delitvi, se smiselno uporabljajo določbe prvega do osmega odstavka 586. člena tega zakona.

(2) Če je prenosna družba organizirana kot družba z omejeno odgovornostjo, je treba najmanj 14 dni pred zasedanjem skupščine družbe, ki bo odločala o delitvi, vsakemu družbeniku te družbe skupaj z vabilom za skupščino poslati listine iz prejšnjega odstavka.

(3) Vsakemu upniku in svetu delavcev, če je ta oblikovan, je treba na njegovo zahtevo najpozneje naslednji delovni dan brezplačno dati prepis delitvenega načrta.

whether the amount of interests in the new companies under the exchange ratio proposed in the division plan, and the amount of potential additional cash payments or cash consideration offered, constitutes appropriate compensation for the interests in the new companies, whereby the provisions of points 1 to 3 of paragraph five of Article 583 of this Act shall apply *mutatis mutandis*.

(4) No audit of the division shall be required if all of the holders of interests in the transferor company give a statement in the form of a notarial record with which they waive application of the provisions of this Act regarding the audit of the division. Shareholders may give such statement orally at the general meeting of the transferor company deciding on division. In such case, the statement shall be included in the minutes of the general meeting.

Article 628
(Examination of the division by the supervisory board)

The provisions of Article 584 of this Act shall apply *mutatis mutandis* to the examination of the intended division by the supervisory board of the transferor company.

Article 629
(Preparation and holding of the general meeting)

(1) The provisions of paragraphs one to eight of Article 586 of this Act shall apply *mutatis mutandis* to the preparing and holding of the general meeting deciding on the division.

(2) If the transferor company is organised as a limited liability company, each shareholder of such company shall be sent, together with the invitation to the general meeting, the documents referred to in the preceding paragraph, no less than 14 days prior to the general meeting that is to decide on the division.

(3) Each creditor and the workers' council, if constituted, shall be given, on request, a gratuitous copy of the division plan, no later than the following business day.

630. člen
(soglasje skupščine za delitev)

(1) Za soglasje skupščine za delitev se smiselno uporabljajo določbe 585. člena tega zakona, če ta člen ne določa drugače. Skupščina družbe z omejeno odgovornostjo kot prenosne družbe mora sprejeti sklep o soglasju za delitev, ki ga mora potrditi notar, z najmanj tremi četrtinami glasov vseh družbenikov.

(2) Če delitev ne ohranja kapitalskih razmerij, je sklep o soglasju za delitev veljavno sprejet, če zanj glasuje devet desetin osnovnega kapitala. Če ta večina na skupščini ni dosežena, je sklep veljaven samo, če imetniki deležev, ki so glasovali proti sprejetju sklepa ali se glasovanja niso udeležili, prenosni družbi najpozneje v treh mesecih po zasedanju skupščine pošljejo izjavo o soglasju za delitev, tako da je skupaj z naknadnimi izjavami o soglasju ta večina dosežena. Izjave o soglasju morajo biti v obliki notarskega zapisa, v katerega je vključen delitveni načrt.

631. člen
(izključitev razlogov za izpodbijanje)

Za izključitev razlogov za izpodbijanje sklepa skupščine prenosne družbe o delitvi se smiselno uporabljajo določbe 604. člena tega zakona.

632. člen
(posebne zahteve za soglasje skupščine za delitev)

(1) Če imajo posamezni imetniki deležev prenosne družbe po statutu ali družbeni pogodbi pravice v zvezi z vodenjem poslov, imenovanjem poslovodstva ali nadzornega sveta ali v zvezi s soglasjem za prenos deležev in jim po delitvenem načrtu v novih družbah ne bodo

Article 630
(Consent of the general meeting to the division)

(1) The provisions of Article 585 of this Act shall apply *mutatis mutandis* to the granting of consent to the division by the general meeting, unless otherwise provided by this Article. The general meeting of the transferor company which has been formed as a limited liability company shall adopt the resolution on the granting of consent to the division by at least three quarters of votes of all company members; such resolution shall be authenticated by a notary.

(2) If the division does not maintain the capital ratio, a resolution on the granting of consent to the division shall be valid if nine-tenths of the share capital votes in favour of it. If such majority is not achieved at the general meeting, such resolution shall be valid if the holders of interests that voted against its adoption or did not attend the general meeting, send to the transferor company within three months of the general meeting at the latest, a statement granting consent to the division, so that together with such subsequent statements a majority is achieved. Statements granting consent to the division shall be in the form of a notarial record that includes the division plan.

Article 631
(Exclusion of grounds for challenging)

The provisions of Article 604 of this Act shall apply *mutatis mutandis* to the exclusion of grounds for challenging a resolution of the general meeting of the transferor company on division.

Article 632
(Special requirements for the general meeting's consent to the division)

(1) If individual holders of interests in the transferor company had, under the articles of association or the memorandum of association, special rights concerning the conducting of business, the appointment of management or supervisory bodies, or concerning the granting of

zagotovljene enakovredne pravice, je za veljavnost sklepa skupščine o soglasju za delitev potrebno tudi soglasje teh imetnikov deležev.

(2) Če je po statutu ali družbeni pogodbi prenosne družbe za veljavnost posameznih sklepov skupščine potrebna večina, ki je višja od treh četrtin pri sklepanju zastopanega osnovnega kapitala ali od treh četrtin vseh glasov, je tudi za veljavnost sklepa skupščine o soglasju za delitev potrebna taka večina, razen če statuti novih družb zagotavljajo enakovredno varstvo manjšinskih pravic.

(3) Imetnik deležev lahko da soglasje iz prvega ali drugega odstavka tega člena tudi zunaj skupščine, če je izjava prenosni družbi dana najpozneje v treh mesecih po sprejetju sklepa o soglasju za delitev na skupščini. Izjava o soglasju iz prejšnjega stavka mora biti dana v obliki notarskega zapisa, v katerega je vključen delitveni načrt.

633. člen
(ponudba denarne odpravnine)

(1) Če delitev ne ohranja kapitalskih razmerij, lahko vsak imetnik deležev prenosne družbe, ki je na skupščini prenosne družbe na zapisnik ugovarjal sklepu o soglasju za delitev, od novih družb kot solidarnih dolžnikov zahteva, da prevzamejo deleže, ki mu jih morajo zagotoviti zaradi delitve, za plačilo primerne denarne odpravnine. Pravice do denarne odpravnine iz prejšnjega stavka nima tisti imetnik deležev, ki v kapitalu novih družb ohrani enak delež, kot ga je imel v kapitalu prenosne družbe pred delitvijo.

(2) Če so deleži prenosne družbe prosto prenosljivi, v statutih ali družbenih pogodbah posameznih ali vseh novih družb pa je za prenos deležev zahtevano dovoljenje nove družbe ali posameznih imetnikov

consent to the transfer of interests, and they will not be granted equal rights in the new companies under the division plan, the resolution of the general meeting on the granting of consent to the division shall require the consent of such holders of interests in order to be valid.

(2) If the articles or the memorandum of association of the transferor company provide that resolutions shall be deemed to be valid if adopted by a majority vote of more than three-quarters of the share capital represented at the general meeting or more than three-quarters of all votes, the same majority shall be necessary for the validity of the resolution on the granting of consent to the division, unless the articles of association of the new companies provide equal protection of minority rights.

(3) A holder of an interest may also give the consent referred to in paragraphs one or two of this Article outside the general meeting provided that such statement is given to the transferor company within three months at the latest from the date on which the resolution on the granting of consent to the division was adopted. The statement on consent referred to in the preceding sentence shall have the form of a notarial record that includes the text of the division plan.

Article 633
(Offer of cash consideration)

(1) If the division does not maintain the capital ratio, each holder of an interest of the transferor company that made an objection at the general meeting of the transferor company for the record against the resolution on the granting of consent to the division, may require that the new companies as joint and several debtors acquire the interests which they are obliged to provide to them due to the split-up, against the payment of an appropriate cash consideration. The holder of an interest shall not have the right to receive the cash consideration referred to in the preceding sentence, if they retain in the capital of the new companies a proportion of interests that is equal to the one they had in the transferor company.

(2) If interests of the transferor company are freely transferable, but the articles of association and the memorandum of association of an individual new company or all new companies provide

deležev nove družbe, lahko vsak imetnik deležev prenosne družbe, ki je na skupščini prenosne družbe na zapisnik ugovarjal sklepu o soglasju za delitev, od vsake od teh novih družb zahteva, da prevzame deleže, ki mu jih mora zagotoviti zaradi izvedbe delitve, za plačilo primerne denarne odpravnine.

(3) Če ima posamezna nova družba drugačno pravnoorganizacijsko obliko kot prenosna družba, lahko vsak imetnik deležev prenosne družbe, ki je na skupščini prenosne družbe na zapisnik ugovarjal sklepu o soglasju za delitev, od te nove družbe zahteva, da prevzame deleže, ki mu jih mora zagotoviti zaradi delitve, za plačilo primerne denarne odpravnine.

(4) Pravico iz prvega, drugega ali tretjega odstavka tega člena ima tudi imetnik deležev prenosne družbe, ki se skupščine ni udeležil, če mu je bila protipravno preprečena udeležba na skupščini ali če skupščina ni bila pravilno sklicana ali če predmet odločanja na skupščini ni bil pravilno objavljen.

(5) Upravičencem do denarne odpravnine iz prvega, drugega ali tretjega odstavka tega člena je treba za izpolnitev obveznosti plačati denarno odpravnino dati ustrezno zavarovanje.

(6) Za pravico do denarne odpravnine iz prvega, drugega ali tretjega odstavka tega člena se smiselno uporabljajo določbe drugega in tretjega odstavka 600. člena ter 601. do 603. člena tega zakona.

634. člen
(predlog za vpis delitve)

(1) Poslovodstvo prenosne družbe in poslovodstvo novih družb morajo hkrati predlagati vpis delitve in vpis novih družb v register.

that the transfer of interests is subject to the permission of the new company or the individual holders of interests of the new company, each holder of an interest in the transferor company that made an objection at the general meeting of the transferor company for the record against the resolution on the granting of consent to the division, may require that each new company acquire the interests which they are obliged to provide to them due to the division, against the payment of an appropriate cash consideration.

(3) If any new company has a legal form which is different from the legal form of the transferor company, each holder of an interest of the transferor company that made an objection at the general meeting of the transferor company for the record against the resolution on the granting of consent to the division, may require that the new company acquire the interests which they are obliged to provide to them due to the division, against payment of appropriate cash consideration.

(4) The right referred to in paragraphs one, two and three of this Article shall also be enjoyed by the holder of an interest in the transferor company that did not attend the general meeting because of having been unlawfully prevented from attending the general meeting, or if the general meeting was not correctly convened, or if the subject which was to be decided on at the general meeting was not published correctly.

(5) In order to meet the obligation of payment of cash consideration, the persons entitled to cash consideration under paragraphs one, two or three of this Article shall be provided with appropriate security.

(6) The provisions of paragraphs two and three of Article 600 and of Articles 601 to 603 of this Act shall apply *mutatis mutandis* to the right to cash consideration referred to in paragraphs one, two or three of this Article.

Article 634
(Application for entry of division in the register)

(1) The management of the transferor company and the managements of the new companies shall simultaneously submit an application for entering both the division and the formation of the new

(2) Za predlog vpisa delitve se smiselno uporabljajo določbe drugega odstavka 590. člena, razen 2. in 8. točke ter tretjega do petega odstavka 590. člena tega zakona. Predlogu za vpis delitve je treba priložiti še:

1. izjave o soglasju posameznih imetnikov deležev, če so potrebne;

2. za nove družbe listine, ki jih je treba predložiti ob vpisu ustanovitve družbe v register, in
3. dokaze o zagotovitvi zavarovanja iz petega odstavka prejšnjega člena.

635. člen
(vpis delitve; pravne posledice delitve)

(1) Registrski organ po sedežu prenosne družbe v register hkrati vpiše delitev in ustanovitev novih družb. Če je prenosna družba pri oddelitvi zmanjšala osnovni kapital, se to zmanjšanje v register vpiše hkrati z vpisom delitve in ustanovitve novih družb. Pri vpisu novih družb je treba v register vpisati, da je družba nastala z delitvijo in firmo prenosne družbe ter številko registrskega vložka, pod katerim je prenosna družba vpisana v register. Pri prenosni družbi pa je treba pri razdelitvi vpisati, da je družba prenehala zaradi delitve, in v vseh primerih delitve firme novih družb in številke registrskih vložkov, pod katerimi so bile vpisane v register.

(2) Z vpisom delitve v register nastanejo naslednje pravne posledice:
1. premoženje prenosne družbe skupaj z obveznostmi preide na nove družbe v skladu z delitvenim načrtom;

2. pri razdelitvi prenosna družba preneha. Pri oddelitvi začnejo veljati

companies in the register.

(2) The provisions of paragraph two, with the exception of points 2 and 8, of Article 590, and provisions of paragraphs three to five of Article 590 of this Act shall apply *mutatis mutandis* to the application for entering the division in the register. The application for entering the division in the register shall be accompanied by the following:
1. statements of consent by individual holders of interests, where required;
2. for new companies, documents that must be submitted when entering the formation of a company in the register; and
3. evidence of the existence of security referred to in paragraph five of the preceding Article.

Article 635
(Entry of the division in the register; legal consequences of division)

(1) The registration authority where the transferor company has its registered office shall simultaneously enter the division and the formation of new companies in the register. If the share capital of the transferor company was decreased because of a split-off, such a decrease shall be entered in the register at the same time as the division and the formation of new companies. The register entry concerning the formation of new companies shall include the fact that the formation of the company is the result of a division, the company name of the transferor company and the register entry number under which the transferor company is entered in the register. The register entry concerning the split-up of the transferor company shall include the fact that the company has dissolved as a result of division, and in all other cases of division, the company names of all newly formed companies and the register entry numbers corresponding to their respective entries in the register.

(2) Entering the division in the register shall have the following legal consequences:
1. All the assets and liabilities of the transferor company shall be transferred to the new companies in compliance with the division plan;
2. In cases of split-up, the transferor company shall be dissolved. After

spremembe statuta prenosne družbe, ki so predvidene v delitvenem načrtu. Na to okoliščino je treba pri vpisu posebej opozoriti;

3. imetniki deležev prenosne družbe postanejo imetniki deležev novih družb v skladu z delitvenim načrtom. Hkrati preidejo pravice tretjih na deležih prenosne družbe na deleže novih družb, ki se zagotovijo zaradi delitve, in na pravice do morebitnih denarnih doplačil.

(3) Po vpisu delitve v register morebitne pomanjkljivosti delitve ne vplivajo na pravne posledice delitve iz prejšnjega odstavka. Tožnik, ki je pred vpisom delitve v register vložil tožbo za ugotovitev ničnosti ali izpodbijanje sklepa o soglasju za delitev, lahko brez soglasja toženca tožbo spremeni tako, da zahteva povračilo škode, ki mu je nastala z vpisom delitve v register.

(4) Dokler dolžnik prenosne družbe ni obveščen, kateri od družb, ki so udeležene pri delitvi, je dodeljena terjatev do tega dolžnika, jo lahko veljavno izpolni katerikoli od njih.

(5) Dokler upnik prenosne družbe ni obveščen, kateri od družb, ki so udeležene pri delitvi, je dodeljena obveznost do tega upnika, lahko zahteva izpolnitev od katerekoli od njih.

(6) Za združitev delnic prenosne družbe se smiselno uporabljajo določbe 376. člena tega zakona.

636. člen
(varstvo upnikov in imetnikov posebnih pravic)

(1) Za vse obveznosti družbe, ki so nastale do vpisa delitve v register, so poleg družbe, ki ji je v delitvenem načrtu dodeljena obveznost, kot solidarni dolžniki odgovorne vse druge družbe, ki so udeležene pri

a split-off, the amendments to the articles of association of the transferor company, as provided for in the division plan, shall enter into force. Particular attention shall be drawn to this circumstance during entry in the register;

3. Holders of interests in the transferor company shall become holders of interests in the new companies in compliance with the division plan; at the same time, the third party rights to interests of the transferor company shall be transferred to the interests of the new companies which are to be provided due to the division, or to the rights to potential additional cash payments.

(3) After a division has been entered in the register, any possible deficiencies regarding the division shall have no effect on the legal consequences of the division referred to in the preceding paragraph. Any plaintiff who, prior to the entry of the division in the register, has initiated an action to declare void or to challenge the resolution granting consent to the division, may, without the consent of the defendant, modify their action so as to claim damage compensation for the damage incurred by them due to the entry of the division in the register.

(4) Until the debtor of the transferor company has been informed which of the companies participating in the division has been assigned their claim, any such company shall be entitled to validly settle the claim.

(5) Until the creditor of the transferor company has been informed which of the companies participating in the division has been assigned the obligation towards them, they may request the fulfilment of the obligation from any of them .

(6) The provisions of Article 376 of this Act shall apply *mutatis mutandis* to the consolidation of shares.

Article 636
(Protection of creditors and holders of special rights)

(1) For any obligation of the company that arose before the date on which the division was entered in the register, all other companies participating in the division, each up to the value of assets

delitvi, in sicer vsaka do višine vrednosti premoženja, ki ji je bilo dodeljeno v delitvenem načrtu, zmanjšane za obveznosti, ki so ji bile dodeljene v delitvenem načrtu. Prejšnji stavek ne velja za obveznosti, za katere je bilo dano zavarovanje iz drugega odstavka tega člena.

(2) Za varstvo upnikov in imetnikov posebnih pravic se smiselno uporabljajo določbe 592., 593. in 595. člena tega zakona, pri čemer se pri upnikih domneva, da je zaradi delitve ogrožena izpolnitev njihovih terjatev.

637. člen
(pravica do obveščenosti)

(1) Vsak, čigar pravni interes je zaradi delitve prizadet, lahko od katerekoli družbe, ki je bila udeležena pri delitvi, zahteva pojasnila o dodelitvi posameznih delov premoženja ali obveznosti.

(2) O pravici iz prejšnjega odstavka odloča sodišče. Predlagatelj mora verjetno izkazati pravni interes. Sodišče lahko odredi predložitev poslovnih knjig in druge dokumentacije ter naloži družbi, da predlagatelju ali izvedencu omogoči pregled poslovnih knjig ali druge dokumentacije. Predlagatelj in izvedenec iz prejšnjega stavka morata vse podatke o družbi varovati kot zaupne.

3. oddelek

DELITEV S PREVZEMOM

638. člen
(uporaba določb)

(1) Za delitev s prevzemom se smiselno uporabljajo določbe 624. do 637. člena tega zakona, če ni v tem členu drugače določeno. Pri

assigned to it in the division plan, reduced by the amount of obligations assigned to it in the same division plan, shall be jointly and severally liable, together with the company that has been assigned the liability in the division plan. The preceding sentence shall not apply to obligations covered by the security referred to in paragraph two of this Article.

(2) The provisions of Articles 592, 593 and 595 of this Act shall apply *mutatis mutandis* to the protection of creditors and holders of special rights, where it is presumed that due to the division, the payment of their claims is jeopardised.

Article 637
(Right to be informed)

(1) Each person whose legal interest is affected because of the division, shall have the right to request explanations from any of the companies participating in the division regarding the assignment of individual parts of assets or liabilities.

(2) The right referred to in the preceding paragraph shall be decided upon by a court. The proposer shall have to prove, to a reasonable degree of probability, their legal interest. The court may request that books of account and other documents be submitted for examination and may request the company to allow the proposer or an expert witness to examine the books of account and documents. The proposer and the expert witness referred to in the preceding sentence shall treat all data concerning the company as confidential.

Section 3

DIVISION THROUGH TAKEOVER

Article 638
(Application of provisions)

(1) The provisions of Articles 624 to 637 of this Act shall apply to a division through takeover unless otherwise provided in this Article.

uporabi prejšnjega stavka se upošteva:

1. delitveni načrt se nadomesti s pogodbo o delitvi in prevzemu, ki mora biti sklenjena v obliki notarskega zapisa. Pogodbo o delitvi in prevzemu skleneta poslovodstvi prenosne in prevzemne družbe;

2. nova družba se nadomesti s prevzemno družbo;

3. če pri oddelitvi s prevzemom prenosna družba zmanjša osnovni kapital, se ne uporablja določba prvega stavka drugega odstavka 625. člena tega zakona;
4. za razdelitev s prevzemom se smiselno uporablja določba 375. člen tega zakona.

(2) Če prevzemna družba zaradi delitve poveča osnovni kapital, se smiselno uporabljajo določbe 588. člena in drugega odstavka 591. člena tega zakona. V takem primeru mora biti povečanje osnovnega kapitala vpisano v register hkrati z vpisom delitve.

(3) Za prevzemne in prenosne družbe, ki so udeležene pri delitvi, se smiselno uporabljajo tudi določbe tega zakona o pripojitvi.

(4) Soglasje skupščine prenosne družbe se ne zahteva, če imajo prevzemne družbe v lasti vse deleže prenosne družbe in če so izpolnjeni pogoji iz prvega odstavka 629. člena tega zakona vsaj mesec dni pred vložitvijo predloga za vpis delitve. Pri tem se smiselno uporabljajo tudi določbe šestega odstavka 626. člena in četrtega odstavka 627. člena tega zakona.

(5) Kadar skupščina prenosne družbe skladno s prejšnjim odstavkom ni bila sklicana, mora poslovodstvo prenosne družbe obvestiti delničarje in poslovodstva prevzemnih družb o vseh pomembnih spremembah premoženja družbe, ki so nastale po datumu sklenitve pogodbe o delitvi in prevzemu. Poslovodstva prevzemnih družb morajo o teh spremembah obvestiti svoje delničarje.

When applying the provisions of the preceding sentence, the following shall be considered:
1. the division plan shall be substituted by a division and takeover agreement, which shall be concluded in the form of a notarial record. The division and takeover agreement shall be concluded by the managements of the transferor and the transferee companies;
2. the term "new company" shall be substituted with the term "transferee company";
3. if, in the process of splitting-off through takeover, the transferor company reduces its share capital, the provision of the first sentence of paragraph two of Article 625 shall not apply;
4. the provisions of Article 375 of this Act shall apply *mutatis mutandis*, to the split-up through takeover.

(2) If the transferee company increases its share capital due to the division, the provisions of Article 588 and of paragraph two of Article 591 of this Act shall apply *mutatis mutandis*. In such case, the increase of the share capital shall be simultaneously entered in the register together with the entry of the division.

(3) The provisions of this Act on mergers by absorption shall apply *mutatis mutandis* to transferee and transferor companies participating in the division.

(4) The consent of the general meeting of the transferor company is not required if the transferee companies own all interests of the transferor company, and if the conditions referred to in paragraph one of Article 629 of this Act are met at least one month prior to submitting the application for entry of the division in the register. The provisions of paragraph six of Article 626 and paragraph four of Article 627 shall apply *mutatis mutandis*.

(5) When the general meeting of the transferor company in accordance with the preceding paragraph has not been convened, the management of the transferor company shall inform the shareholders and the management boards of the transferee companies of all important changes of assets of the company arising after the date of conclusion of the division and takeover agreement. The management boards of the transferee companies shall inform their shareholders of such changes.

Četrto poglavje

ZDRUŽITEV IN DELITEV OSEBNIH DRUŽB

639. člen
(uporaba določb za združitev in delitev osebnih družb)

Za združitve in delitve, pri katerih so udeležene osebne družbe, se smiselno uporabljajo določbe tega zakona o združitvah in delitvah, pri katerih so udeležene družbe z omejeno odgovornostjo, in določbe, ki se nanašajo na združitev in delitev družb z omejeno odgovornostjo. Za sklep o združitvi ali delitvi sta potrebni soglasje osebno odgovornih družbenikov v osebni družbi in soglasje družbenikov v kapitalski družbi, ki bodo po združitvi ali delitvi odgovorni za obveznosti družbe z vsem svojim premoženjem.

Peto poglavje

PRENOS PREMOŽENJA

640. člen
(splošno)

(1) Delniška družba, komanditna delniška družba ali družba z omejeno odgovornostjo lahko prenese svoje premoženje kot celoto na Republiko Slovenijo ali na samoupravno lokalno skupnost v Republiki Sloveniji.

(2) Za družbo, ki prenaša svoje premoženje po prejšnjem odstavku, se smiselno uporabljajo določbe tega zakona o družbi, ki se pripaja. Z vpisom prenosa premoženja v register ta družba preneha obstajati. Njeno premoženje preide na prevzemnika. Nadomestilo za preneseno premoženje se razdeli v sorazmerju z delnicami ali deleži.

Chapter Four

MERGER AND DIVISION OF PARTNERSHIPS

Article 639
(Application of provisions for merger and division of partnerships)

The provisions of this Act on mergers and divisions in which limited liability companies participate, and the provisions on merger and division of limited liability companies shall apply *mutatis mutandis* to mergers and divisions in which partnerships participate. In order to be valid, the resolution on merger or division shall require the consent of personally liable company members of the partnership and the consent of shareholders of the company limited by shares who, after the merger or the division, will be liable for the obligations of the company with all their assets.

Chapter Five

TRANSFER OF ASSETS

Article 640
(General)

(1) Public limited companies, partnerships limited by shares and limited liability companies may transfer their assets as a whole to the Republic of Slovenia or to a self-governing local community in the Republic of Slovenia.

(2) The provisions of this Act on merging companies shall apply *mutatis mutandis* to the company transferring its assets in compliance with the preceding paragraph. Such company shall dissolve when the transfer of assets is entered in the register. All its assets shall be transferred to the transferee. The compensation for the transferred

641. člen
(veljavnost pogodbe)

(1) Pogodba, s katero se družba obveže, da bo prenesla svoje premoženje po prejšnjem členu, je veljavna le na podlagi soglasja skupščine družbe. Za veljavnost sklepa skupščine je potrebna večina najmanj treh četrtin pri sklepanju zastopanega osnovnega kapitala. V statutu ali družbeni pogodbi družbe je lahko določena tudi višja večina.

(2) Za obveščenost delničarjev ter potek skupščine in pravic delničarjev se smiselno uporabljajo določbe tega zakona o združitvi delniških družb.

Šesto poglavje

SPREMEMBA PRAVNOORGANIZACIJSKE OBLIKE

1. oddelek

PREOBLIKOVANJE DELNIŠKE DRUŽBE V KOMANDITNO DELNIŠKO DRUŽBO

642. člen
(pogoji)

(1) Delniška družba se lahko preoblikuje v komanditno delniško družbo.

(2) Za preoblikovanje sta potrebna sklep skupščine in pristop najmanj enega komplementarja. Za veljavnost sklepa skupščine je potrebna večina najmanj treh četrtin pri sklepanju zastopanega osnovnega kapitala. Statut lahko določa višjo kapitalsko večino in druge zahteve. V

assets shall be divided in proportion to the shares or interests.

Article 641
(Validity of the agreement)

(1) The agreement by which the company undertakes the transfer of its assets under the preceding Article shall only be valid subject to the consent of the company's general meeting. The validity of the resolution shall require a majority of at least three quarters of the share capital represented at the general meeting. The articles of association or the memorandum of association may stipulate a larger majority.

(2) The provisions of this Act on mergers of public limited companies shall apply *mutatis mutandis* to the informing of shareholders, the holding of the general meeting, and to the shareholders' rights.

Chapter Six

CHANGE OF LEGAL FORM

Section 1

CONVERSION OF PUBLIC LIMITED COMPANY INTO PARTNERSHIP LIMITED BY SHARES

Article 642
(Terms and conditions)

(1) A public limited company may be converted into a partnership limited by shares.

(2) Conversion may be carried out on the basis of a resolution of the general meeting and the accession of at least one general partner. The validity of the resolution shall require the majority of at least three-quarters of the share capital represented at the general meeting. A larger

sklepu se določi firma družbe in opredelijo spremembe, ki so nujne za preoblikovanje. Pristop osebno odgovornih družbenikov mora biti potrjen v obliki notarskega zapisa.

(3) Skupščini, ki sklepa o preoblikovanju, se predloži bilanca, v kateri so premoženjski predmeti in obveznosti družbe določeni z vrednostjo na dan obračuna. Obračun se sestavi na dan, od katerega dalje komplementarji sodelujejo pri dobičku ali izgubi družbe. Če je ta dan po sklepu o preoblikovanju, se obračun sestavi na dan, ki je največ šest mesecev pred sklepom o preoblikovanju.

(4) Ustanovitelje zamenjajo komplementarji.

643. člen
(prijava preoblikovanja)

(1) Hkrati s sklepom o preoblikovanju je treba za vpis v register prijaviti osebno odgovorne družbenike. Listine o njihovem pristopu se priložijo prijavi za vpis v izvirniku ali overjenem prepisu.

(2) Za prijavo preoblikovanja za vpis v register se smiselno uporabljajo določbe 1. točke drugega odstavka in tretjega do petega odstavka 590. člena tega zakona.

644. člen
(učinek vpisa)

Komanditna delniška družba obstaja od vpisa preoblikovanja v register. Komplementarji so neomejeno odgovorni upnikom družb tudi za obveznosti družbe, ki so nastale pred njihovim pristopom.

majority of the capital and other requirements may be stipulated by the articles of association. The resolution shall define the company name and the changes which are necessary for conversion. The accession of personally liable company members shall be made in the form of a notarial record.

(3) A balance sheet containing items of property and liabilities of the company which are valued on the date of the settlement, shall be submitted to the general meeting deciding on the conversion. The settlement shall be drawn up on the day on which the general partners start participating in the profit or loss of the company. If such date is after the date on which the resolution on conversion was adopted, the settlement shall be drawn up on a date not more than six months before the date of adoption of the resolution.

(4) Founders shall be substituted by general partners.

Article 643
(Application for entry of the conversion in the register)

(1) Together with the application for entry of the resolution on conversion in the register, an application for entering personally liable company members in the register shall also be submitted. The application for registration shall be accompanied by the original documents on their accession or their certified copies.

(2) The provisions of point 1 of paragraph two and paragraphs three to five of Article 590 of this Act shall apply *mutatis mutandis* to the submitting of the application for entering the conversion of a company in the register.

Article 644
(Effect of registration)

A partnership limited by shares shall be deemed to exist as of the date on which the conversion was entered in the register. In relation to creditors, general partners shall also have unlimited liability for the obligations of companies which arose prior to their accession.

2. oddelek

PREOBLIKOVANJE KOMANDITNE DELNIŠKE DRUŽBE V DELNIŠKO DRUŽBO

645. člen
(pogoji)

(1) Komanditna delniška družba se lahko preoblikuje v delniško družbo s sklepom skupščine ob soglasju vseh komplementarjev.

(2) V sklepu se določita firma družbe in sestava poslovodstva ter opredelijo spremembe, ki so nujne za preoblikovanje.

(3) Skupščini, ki sklepa o preoblikovanju, se predloži zadnje letno poročilo. Za sestavo organov delniške družbe se smiselno uporabljajo določbe tega zakona o organih delniške družbe.

646. člen
(prijava preoblikovanja)

Hkrati s sklepom o preoblikovanju je treba za vpis v register prijaviti člane poslovodstva. Za prijavo preoblikovanja se smiselno uporabljajo določbe 643. člena tega zakona.

647. člen
(učinek vpisa)

Delniška družba obstaja od vpisa preoblikovanja v register. Komplementarji se izločijo iz družbe, vendar so še naprej odgovorni za obveznosti, ki so nastale pred vpisom preoblikovanja v register.

Section 2

CONVERSION OF A PARTNERSHIP LIMITED BY SHARES INTO A PUBLIC LIMITED COMPANY

Article 645
(Terms and conditions)

(1) A partnership limited by shares may be converted into a public limited company on the basis of a resolution of the general meeting to which all of the general partners gave their consent.

(2) The resolution shall define the company name, the constitution of the management and the changes necessary for conversion.

(3) The latest annual report shall be submitted to the general meeting deciding on conversion. The provisions of this Act relating to bodies of public limited companies shall apply *mutatis mutandis* to the constitution of bodies of the public limited company.

Article 646
(Application for entry of the conversion in the register)

Together with the application for entry of the resolution on conversion in the register, an application for entering members of management in the register shall also be submitted. The provisions of Article 643 of this Act shall apply *mutatis mutandis* to the application for entering the conversion in the register.

Article 647
(Effect of registration)

A public limited company shall be deemed to exist as of the date on which the conversion was entered in the register. General partners shall be excluded from the company, but shall retain liability for

3. oddelek

PREOBLIKOVANJE DELNIŠKE DRUŽBE V DRUŽBO Z OMEJENO ODGOVORNOSTJO

648. člen
(pogoji)

(1) Delniška družba, ki ima manj kot 50 delničarjev, se lahko preoblikuje v družbo z omejeno odgovornostjo na podlagi sklepa skupščine, če izpolnjuje vse pogoje za ustanovitev družbe z omejeno odgovornostjo.

(2) Sklep o preoblikovanju mora sprejeti večina, ki vključuje najmanj devet desetin osnovnega kapitala. Pri izračunu kapitalske večine se od osnovnega kapitala odštejejo lastne delnice. Statut delniške družbe lahko določi tudi višjo kapitalsko večino in druge zahteve.

(3) Objava preoblikovanja je kot predmet dnevnega reda pravilna le, če ji je priložena izjava družbe, s katero se tistim delničarjem, ki preoblikovanju nasprotujejo, z zapisnikom ponudi, da bo pridobila njihove, s preoblikovanjem nastale poslovne deleže za primerno denarno odpravnino.

(4) V sklepu se določi firma družbe in opredelijo druge značilnosti, ki so nujne za preoblikovanje.

(5) Znesek osnovnih vložkov je lahko določen drugače od najmanjšega emisijskega zneska delnic. Če se nominalni znesek poslovnih deležev določi drugače od najmanjšega emisijskega zneska delnic, mora to odločitev potrditi vsak delničar, ki ne more sodelovati glede na skupni najmanjši emisijski znesek svojih delnic. Soglasje mora biti potrjeno v obliki notarskega zapisa.

obligations which arose before the conversion was entered in the register.

Section 3

CONVERSION OF A PUBLIC LIMITED COMPANY INTO A LIMITED LIABILITY COMPANY

Article 648
(Conditions)

(1) A public limited company with less than 50 shareholders may be converted into a limited liability company on the basis of a resolution of the general meeting, if it meets all of the conditions for the formation of a limited liability company.

(2) The resolution on conversion shall be adopted with a majority of at least nine tenths of the share capital. In calculating the majority of the capital, own shares shall be deducted from the share capital. The articles of association of a public limited company may stipulate a larger majority of the capital or additional requirements.

(3) The publication of the conversion shall be a valid item of the agenda if complemented by a statement of the company, to be entered in the minutes, offering to those shareholders that oppose the conversion the possibility that the company acquires their business interests which will result from the conversion, against payment of an appropriate cash consideration.

(4) The resolution shall define the company name and other features necessary for conversion.

(5) The amount of capital contributions may be determined differently than the minimum issue price of shares. If the nominal value of business interests is determined differently than the minimum issue price of shares, such decision shall require the consent of each shareholder that is prevented from participating regarding the combined minimum issue price of their shares. Such consent shall be given in the form of a

notarial record.

649. člen
(prijava preoblikovanja)

Hkrati s sklepom o preoblikovanju je treba za vpis v register prijaviti poslovodje. Prijavi se priloži podpisan seznam družbenikov z navedbo imena, priimka in prebivališča ter njihovih osnovnih vložkov, ki ga podpiše prijavitelj. Za prijavo preoblikovanja se smiselno uporabljajo določbe 643. člena tega zakona.

Article 649
(Application for entry of the conversion in the register)

Together with the application for entry of the resolution on conversion in the register, an application for entering members of management in the register shall also be submitted. The application shall contain a signed list of company members with the indication of their names, surnames and places of residence, and their capital contributions, which shall be signed by the applicant. The provisions of Article 643 of this Act shall apply *mutatis mutandis* to the entry of the conversion in the register.

650. člen
(učinek vpisa)

Družba z omejeno odgovornostjo obstaja od vpisa v register. Delnice postanejo poslovni deleži. Pravice tretjih oseb iz delnic se uresničujejo kot pravice iz poslovnega deleža.

Article 650
(Effect of registration)

A limited liability company shall be deemed to exist as of the date of entry in the register. Shares shall become business interests. Third party rights deriving from shares shall be exercised as rights from business interests.

651. člen
(izključitev razlogov za izpodbijanje; denarna odpravnina)

(1) Vsak delničar, ki je na skupščini ugovarjal proti sklepu o preoblikovanju, lahko od družbe zahteva, da prevzame njegov poslovni delež za plačilo primerne denarne odpravnine. To pravico ima tudi delničar, ki se skupščine ni udeležil, če mu je bila protipravno preprečena udeležba na skupščini ali če skupščina ni bila pravilno sklicana ali če predmet odločanja na skupščini ni bil pravilno objavljen.

(2) Sklepa skupščine o preoblikovanju ni mogoče izpodbijati, ker denarna odpravnina iz prejšnjega odstavka, ki jo ponudi družba, ni primerna ali ker denarna odpravnina sploh ni bila ponujena.

Article 651
(Exclusion of grounds for challenging, cash consideration)

(1) Each shareholder that opposed the resolution on conversion at the general meeting may request that the company acquire their business interest against the payment of an appropriate cash consideration. This right shall also be enjoyed by a shareholder that did not attend the general meeting because of having been unlawfully prevented from attending the general meeting, or if the general meeting was not correctly convened, or if the subject which was to be decided on at the general meeting was not published correctly.

(2) A resolution of the general meeting on conversion may not be challenged if the cash consideration under the preceding paragraph which is offered by the company is not appropriate, or because such cash consideration had not been offered.

(3) Za pravico do denarne odpravnine iz prvega odstavka tega člena se smiselno uporabljajo določbe 603. člena tega zakona. Če je bila proti sklepu o preoblikovanju vložena tožba za izpodbijanje ali ugotovitev ničnosti, začne teči rok za vložitev predloga za določitev primerne denarne odpravnine od dneva pravnomočnosti sodbe, s katero je sodišče tožbeni zahtevek zavrnilo, ali od dneva umika tožbe.

4. oddelek

PREOBLIKOVANJE DRUŽBE Z OMEJENO ODGOVORNOSTJO V DELNIŠKO DRUŽBO

652. člen
(pogoji)

(1) Za preoblikovanje družbe z omejeno odgovornostjo v delniško družbo se uporabljajo določbe tega zakona o spremembah družbene pogodbe pri družbi z omejeno odgovornostjo. Če je odstop poslovnih deležev odvisen od dovoljenja posameznih družbenikov, je za veljavnost sklepa o preoblikovanju potrebno njihovo soglasje. Če imajo družbeniki poleg plačila osnovnih vložkov še druge obveznosti do družbe, je za veljavnost sklepa o preoblikovanju potrebno soglasje teh družbenikov.

(2) V sklepu o preoblikovanju se določijo firma in druge spremembe družbene pogodbe, ki so nujne za preoblikovanje. Družbeniki, ki so glasovali za preoblikovanje, se v zapisnik navedejo poimensko.

653. člen
(ustanovitvena revizija in odgovornost družbenikov)

(1) Za preoblikovanje se smiselno uporabljajo določbe tega zakona o ustanovitveni reviziji delniške družbe. Za ustanovitelje se štejejo

(3) The provisions of Article 603 of this Act shall apply *mutatis mutandis* to the right to receive the cash consideration referred to in paragraph one of this Article. Where an action to declare void or to challenge the resolution on conversion has been filed, the time limit for submitting the application for determining the appropriate cash consideration shall begin on the day the decision dismissing the action became final, or on the date the action was withdrawn.

Section 4

CONVERSION OF A LIMITED LIABILITY COMPANY INTO A PUBLIC LIMITED COMPANY

Article 652
(Conditions)

(1) The provisions of this Act relating to amending the memorandum of association of a limited liability company shall apply to the conversion of a limited liability company into a public limited company. If the transfer of business interests is subject to the approval of individual company members, the consent of such company members shall be necessary for the validity of the resolution on conversion. If, besides paying in their capital contributions, company members have other obligations to the company, the consent of such company members shall be necessary for the validity of the resolution on conversion.

(2) The resolution on conversion shall define the company name and other amendments to the memorandum of association which are necessary for conversion. Company members that voted for conversion shall be indicated by name in the minutes.

Article 653
(Formation audit and liability of company members)

(1) The provisions of this Act relating to the formation audit of a public limited company shall apply *mutatis mutandis* to conversion.

družbeniki, ki so glasovali za preoblikovanje.

(2) V poročilu je treba opisati postopek preoblikovanja in predstaviti gospodarsko položaj družbe z omejeno odgovornostjo.

654. člen
(prijava preoblikovanja)

Hkrati s sklepom o preoblikovanju je treba za vpis v register prijaviti člane poslovodstva. Prijavi se priloži seznam z imeni, priimki in prebivališči članov nadzornega sveta, revizijska poročila članov poslovodstva in nadzornega sveta ter poročila revizorjev. Za prijavo preoblikovanja se smiselno uporabljajo določbe 643. člena tega zakona.

655. člen
(učinek vpisa)

Delniška družba obstaja od vpisa preoblikovanja v register. Poslovni deleži postanejo delnice. Pravice tretjih oseb iz poslovnega deleža se uresničujejo kot pravice iz delnice.

656. člen
(izključitev razlogov za izpodbijanje; denarna odpravnina)

(1) Vsak družbenik, ki je na skupščini ugovarjal proti sklepu o preoblikovanju, lahko od družbe zahteva, da prevzame njegove delnice za plačilo primerne denarne odpravnine. To pravico ima tudi delničar, ki se skupščine ni udeležil, če mu je bila protipravno preprečena udeležba na skupščini ali če skupščina ni bila pravilno sklicana ali če predmet odločanja na skupščini ni bil pravilno objavljen.

Company members that voted for the conversion shall be considered founders.

(2) The report shall contain a description of the conversion process and present the economic position of the limited liability company.

Article 654
(Application for entry of the conversion in the register)

Together with the application for entry of the resolution on conversion in the register, an application for entering members of management in the register shall also be submitted. The application shall be accompanied by a list with names, surnames and places of residence of members of the management and supervisory board, the reports regarding the audit which were drawn up by members of the management and supervisory board, and by the auditor reports. The provisions of Article 643 of this Act shall apply *mutatis mutandis* to the application for entry of the conversion in the register.

Article 655
(Effect of registration)

A public limited company shall be deemed to exist as of the date on which the conversion was entered in the register. Business interests shall become shares. Third party rights deriving from business interests shall be exercised as rights from shares.

Article 656
(Exclusion of grounds for challenging; cash consideration)

(1) Each company member that opposed the resolution on conversion at the general meeting may request that the company acquire their shares against the payment of an appropriate cash consideration. This right shall also be enjoyed by a shareholder that did not attend the general meeting because of having been unlawfully prevented from attending the general meeting, or if the general meeting was not correctly convened, or if the subject which was to be decided on at the general

(2) Sklepa skupščine o preoblikovanju ni mogoče izpodbijati, ker denarna odpravnina iz prejšnjega odstavka, ki jo ponudi družba, ni primerna ali ker denarna odpravnina sploh ni bila ponujena.

(3) Za pravico do denarne odpravnine iz prvega odstavka tega člena se smiselno uporabljajo določbe 603. člena tega zakona. Če je bila proti sklepu o preoblikovanju vložena tožba za izpodbijanje ali ugotovitev ničnosti, začne teči rok za vložitev predloga za določitev primerne denarne odpravnine od dneva pravnomočnosti sodbe, s katero je sodišče tožbeni zahtevek zavrnilo, ali od dneva umika tožbe.

5. oddelek

PREOBLIKOVANJE KOMANDITNE DELNIŠKE DRUŽBE V DRUŽBO Z OMEJENO ODGOVORNOSTJO

657. člen
(pogoji)

(1) Komanditna delniška družba se lahko s sklepom skupščine in s soglasjem vseh komplementarjev preoblikuje v družbo z omejeno odgovornostjo.

(2) Skupščini, ki sklepa o preoblikovanju, se predloži bilanca. Če je za obračun s komplementarjem potrebna bilanca, ki je sestavljena dan pred sklepom o preoblikovanju, se predloži ta bilanca, sicer pa bilanca, ki se sestavi za čas največ šest mesecev pred sklepom o preoblikovanju, in po načelih, ki so predvidena za obračun s komplementarji.

(3) Za prijavo preoblikovanja se smiselno uporabljajo določbe

meeting was not published correctly.

(2) A resolution of the general meeting on conversion may not be challenged if the cash consideration under the preceding paragraph which is offered by the company is not appropriate, or because such cash consideration had not been offered.

(3) The provisions of Article 603 of this Act shall apply *mutatis mutandis* to the right to cash consideration referred to in paragraph one of this Article. Where an action to declare void or to challenge the resolution on conversion has been filed, the time limit for submitting the application for determining the appropriate cash consideration shall begin to run on the day the court adopted the decision dismissing the action became final, or on the date the action was withdrawn.

Section 5

CONVERSION OF A PARTNERSHIP LIMITED BY SHARES INTO A LIMITED LIABILITY COMPANY

Article 657
(Conditions)

(1) A partnership limited by shares may be converted into a limited liability company on the basis of a resolution of the general meeting to which all of the general partners gave their consent.

(2) A balance sheet shall be submitted to the general meeting deciding on the conversion. Where the settlement with a general partner requires a balance sheet which is drawn up one day prior to the day on which the resolution on conversion is adopted, such balance sheet shall be submitted, otherwise a balance sheet drawn up not more than six months prior to the date of adoption of the resolution on conversion shall be submitted; in both cases, the balance sheet shall be drawn up in compliance with the principles prescribed for the settlement with general partners.

(3) The provisions of Articles 649 and 650 of this Act shall

649. in 650. člena tega zakona.

6. oddelek

PREOBLIKOVANJE DRUŽBE Z OMEJENO ODGOVORNOSTJO V KOMANDITNO DELNIŠKO DRUŽBO

658. člen
(pogoji)

(1) Za preoblikovanje družbe z omejeno odgovornostjo v komanditno delniško družbo sta potrebna sklep skupščine družbenikov in pristop vsaj enega komplementarja. Pristop mora biti potrjen z notarsko listino.

(2) Skupščini družbenikov, ki sklepa o preoblikovanju, se predloži obračun, v katerem so premoženjski predmeti in obveznosti družbe določeni z vrednostjo na dan obračuna. Obračun se sestavi na dan, od katerega dalje bodo komplementarji sodelovali pri dobičku in izgubi družbe. Če je ta dan pred sklepom o preoblikovanju, se obračun sestavi za največ šest mesecev pred sklepom o preoblikovanju. Obračun se priloži zapisniku kot priloga.

(3) Ustanovitelje zamenjajo družbeniki, ki so glasovali za preoblikovanje, in komplementarji.

659. člen
(prijava preoblikovanja)

Hkrati s sklepom o preoblikovanju je treba za vpis v register prijaviti komplementarje. Za prijavo preoblikovanja se smiselno uporabljajo določbe 643. člena tega zakona.

apply *mutatis mutandis* to the application for entry of the conversion in the register.

Section 6

CONVERSION OF A LIMITED LIABILITY COMPANY INTO A PARTNERSHIP LIMITED BY SHARES

Article 658
(Conditions)

(1) Conversion of a limited liability company into a partnership limited by shares may be carried out on the basis of a resolution of the general meeting and the accession of at least one general partner. The accession of general partners shall be made in the form of a notarial deed.

(2) A settlement containing items of property and liabilities of the company which are valued on the settlement date, shall be submitted to the general meeting deciding on the conversion. The settlement shall be drawn up on the day on which general partners start participating in the profit or loss of the company. If such date is before the date on which the resolution on conversion is adopted, the settlement shall be drawn up not more than six months before the date on which the resolution is adopted. The settlement shall be attached to the minutes.

(3) The founders shall be substituted by company members that voted for the conversion and by general partners.

Article 659
(Application for entry of the conversion in the register)

Together with the application for entry of the resolution on conversion in the register, an application for entering general partners in the register shall also be submitted. The provisions of Article 643 of this Act shall apply *mutatis mutandis* to the application for entry of the conversion in the register

660. člen
(učinek vpisa)

Komanditna delniška družba obstaja od vpisa preoblikovanja v register. Poslovni deleži postanejo delnice. Pravice tretjih oseb iz poslovnega deleža se uresničujejo kot pravice iz delnice. Komplementarji so upnikom družbe neomejeno odgovorni tudi za obveznosti, ki so nastale pred njihovim pristopom.

661. člen
(uporaba predpisov o preoblikovanju v delniško družbo)

Za preoblikovanje v komanditno delniško družbo se smiselno uporabljajo določbe tega zakona o preoblikovanju družbe z omejeno odgovornostjo v delniško družbo.

7. oddelek

DRUGA PREOBLIKOVANJA

662. člen
(preoblikovanje zadruge v družbo)

(1) Zadruga se lahko preoblikuje v delniško družbo, če na vsakega zadružnika ali zadružnico (v nadaljnjem besedilu: zadružnik) odpade delež najmanj 1 euro.

(2) Za preoblikovanje je potreben sklep občnega zbora zadruge. Upravni odbor ali direktor zadruge mora predlog za preoblikovanje zadruge v delniško družbo pisno sporočiti vsem zadružnikom ob sklicu občnega zbora zadruge.

(3) Za veljavnost sklepa občnega zbora zadruge o

Article 660
(Effect of registration)

A partnership limited by shares shall be deemed to exist as of the date on which the conversion was entered in the register. Business interests shall become shares. Third party rights deriving from business interests shall be exercised as rights from shares. General partners shall also have unlimited liability in relation to the creditors of the company for the obligations that arose prior to their accession.

Article 661
(Application of provisions on conversion into a public limited company)

The provisions of this Act relating to the conversion of a limited liability company into a public limited company shall apply *mutatis mutandis* to the conversion into a partnership limited by shares.

Section 7

OTHER CONVERSIONS

Article 662
(Conversion of a cooperative into a company)

(1) A cooperative may be converted into a public limited company if each member of the cooperative (hereinafter: member) accounts for an interest in the amount of at least 1 euro.

(2) Conversion may be carried out on the basis of a resolution of the general assembly of the cooperative. The board of directors or the director of the cooperative shall notify in writing all of the members about the proposal for conversion of the cooperative into a public limited company upon convening the general assembly of the cooperative.

(3) The provisions of paragraphs two and three of Article 648

preoblikovanju v delniško družbo se smiselno uporabljajo določbe drugega in tretjega odstavka 648. člena tega zakona.

(4) Pred preoblikovanjem zadruge v delniško družbo mora zadruga prenesti premoženje, ki se po določbah zakona, ki ureja zadruge, ne sme razdeliti med zadružnike, na zadružno zvezo, katere člani so.

(5) Za prijavo preoblikovanja in učinek vpisa se smiselno uporabljajo določbe tega zakona o preoblikovanju družbe z omejeno odgovornostjo v delniško družbo.

(6) Zadruga se lahko preoblikuje v družbo, ki ni delniška družba, če tako določa poseben zakon.

663. člen
(vsebina sklepa o preoblikovanju zadruge v delniško družbo)

(1) Pred sklepanjem o preoblikovanju zadruge v delniško družbo se na občnem zboru zadruge, ki odloča o preoblikovanju, preberejo poročila revizorjev, v katerih morajo biti ocenjene posledice preoblikovanja za interese delničarjev in upnikov.

(2) S sklepom o preoblikovanju se določijo:
- firma in sedež družbe,
- znesek delnic in upravičenci, in
- drugi za izvedbo preoblikovanja potrebni podatki.

(3) Zadružna pravila se spremenijo tako, da vsebujejo vse sestavine, predpisane za statut delniške družbe.

664. člen
(preoblikovanje družbe v zadrugo)

of this Act shall apply *mutatis mutandis* for the validity of the resolution of the general assembly on the conversion of a cooperative into a public limited company.

(4) Before the conversion of a cooperative into a public limited company, the cooperative shall transfer all assets that, in compliance with the Act governing cooperatives, may not be distributed among members, to the cooperative association to which they belong.

(5) The provisions of this Act relating to the conversion of a limited liability company into a public limited company shall apply *mutatis mutandis* to the application for entry of the conversion in the register and to the effects of the entry of the conversion in the register.

(6) A cooperative may be converted into any company other than a public limited company if so provided by a special Act.

Article 663
(Content of the resolution on conversion of a cooperative into a public limited company)

(1) At the general assembly which is deciding on the conversion, auditor reports which contain the assessment of the consequences of conversion for the interests of shareholders and creditors shall be read before the general meeting decides on the conversion of a cooperative into a public limited company.

(2) The resolution on conversion shall determine:
- the company name and its registered office,
- the amount of shares and the entitled persons, and
- other data necessary for carrying out the conversion.

(3) The cooperative's rules shall be modified in order to contain all the content required for the articles of association of a public limited company.

Article 664
(Conversion of a company into a cooperative)

(1) Delniška družba se lahko preoblikuje v zadrugo, pri čemer se smiselno uporabljajo določbe tega zakona o preoblikovanju delniške družbe v druge oblike družb, če drug zakon ne določa drugače.

(2) Druge družbe se lahko preoblikuje v zadrugo, če tako določa poseben zakon.

665. člen
(preoblikovanje kapitalskih družb v osebne družbe in preoblikovanje osebnih družb v kapitalske družbe)

(1) Za preoblikovanje kapitalskih družb v osebne družbe se smiselno uporabljajo določbe tega zakona o preoblikovanju delniške družbe v druge družbe, s tem da je za sklep o preoblikovanju potrebno soglasje tistega družbenika, ki je v osebni družbi za obveznosti družbe odgovoren z vsem svojim premoženjem.

(2) Za preoblikovanje osebnih družb v kapitalske družbe se uporablja prejšnji odstavek. Osebno odgovorni družbeniki so še naprej odgovorni za obveznosti družbe, ki so nastale pred vpisom preoblikovanja v register. Ob prenehanju družbe se za zastaranje uporabljajo določbe 133. in 134. člen tega zakona.

666. člen
(preoblikovanje zavodov v gospodarske družbe)

Za preoblikovanje zavodov v gospodarske družbe se smiselno uporabljajo določbe tega zakona o preoblikovanju delniške družbe v druge družbe, s tem da je za sklep o preoblikovanju poleg sklepa pristojnega organa zavoda v skladu z aktom o ustanovitvi ali statutom potrebno še soglasje ustanoviteljev, katerih ustanoviteljski deleži znašajo devet desetin, in družbenika, ki bo v družbi po preoblikovanju odgovarjal za obveznosti družbe z vsem svojim premoženjem. Za ustanovitelje, ki niso glasovali za sklep o preoblikovanju, se smiselno uporabljajo določbe

(1) A public limited company may be converted into a cooperative, whereby the provisions of this Act relating to the conversion of a public limited company into other company forms shall apply *mutatis mutandis* unless otherwise provided by another Act.

(2) Other companies may be converted into a cooperative if so provided by a special Act.

Article 665
(Conversion of companies limited by shares into partnerships and conversion of partnerships into companies limited by shares)

(1) The provisions of this Act on the conversion of a company limited by shares into other company forms shall apply *mutatis mutandis* to the conversion of companies limited by shares into partnerships; however, a resolution on the conversion shall be valid subject to the consent of the company member in the partnership who is liable with all their assets for the obligations of the company.

(2) The provisions of the preceding paragraph shall apply to the conversion of partnerships into companies limited by shares. Personally liable company members shall retain liability for the obligations of the company that arose before the conversion was entered in the register. The provisions of Articles 133 and 134 of this Act shall apply *mutatis mutandis* to the limitation period in the case of dissolution of the company.

Article 666
(Conversion of institutes into companies)

(1) The provisions of this Act on the conversion of a public limited company into other company forms shall apply *mutatis mutandis* to the conversion of institutes into companies, whereby a resolution on the conversion shall be valid subject to the consent of the competent body of the institution in accordance with its articles of incorporation or articles of association, the consent of the founders that hold nine tenths of the founding interest, and the consent of the company member who, after the conversion, will be liable for the obligations of the company with

651. člena tega zakona.

Sedmo poglavje
STATUSNO PREOBLIKOVANJE PODJETNIKA

1. oddelek

SPLOŠNO

667. člen
(oblike statusnega preoblikovanja podjetnika)

(1) Podjetnik se lahko statusno preoblikuje:
- s prenosom podjetja na novo kapitalsko družbo, ki se ustanovi zaradi prenosa podjetnikovega podjetja, ali
- s prenosom podjetja na prevzemno kapitalsko družbo.

(2) S prenosom preidejo na družbo podjetje podjetnika ter pravice in obveznosti podjetnika v zvezi s podjetjem. Družba kot univerzalni pravni naslednik vstopi v vsa pravna razmerja v zvezi s prenesenim podjetjem podjetnika.

2. oddelek

PRENOS PODJETJA NA NOVO KAPITALSKO DRUŽBO

668. člen
(pogoji)

(1) Podjetnik mora v pisni obliki sprejeti sklep o prenosu podjetja.

all their assets. The provisions of Article 651 of this Act shall apply *mutatis mutandis* to founders that did not vote for the resolution on conversion.

Chapter Seven
CHANGE OF THE LEGAL STATUS OF A SOLE TRADER

Section 1

GENERAL

Article 667
(Types of changes in the legal status of sole traders)

(1) A sole trader may change their legal status by:
- transferring the company to a new company limited by shares, which is formed due to the transfer of the sole trader's company, or
- transferring the company to a transferee company limited by shares.

(2) The transfer shall result in the sole trader's company as well as the rights and obligations of their company being transferred to the company. The company shall as a universal legal successor enter into all legal relations of the sole trader's transferred company.

Section 2

TRANSFERRING A COMPANY TO A NEW COMPANY LIMITED BY SHARES

Article 668
(Terms and conditions)

(1) Sole traders shall draw up a written resolution on transferring the company.

(2) V sklepu o prenosu morajo biti navedeni:
- firma in sedež podjetnika,
- izjava o prenosu podjetja, in
- vrednost podjetja (premoženje ter pravice in obveznosti v zvezi s podjetjem) na dan obračuna prenosa podjetja z natančnim opisom podjetja. Pri tem se je mogoče sklicevati na listine, kot so letna bilanca stanja, vmesna bilanca stanja ali ustrezen računovodski izkaz, če je na podlagi njihove vsebine mogoče določiti vrednost podjetja, ki je predmet prenosa. Predložene listine na dan prijave za vpis prenosa podjetja v register ne smejo biti starejše od treh mesecev.

(3) Sklepu o prenosu mora biti priložen tudi akt o ustanovitvi družbe, z navedbo, da je družba ustanovljena s prenosom podjetja podjetnika.

(4) Dan obračuna prenosa podjetja iz drugega odstavka tega člena je bilančni presečni dan, po stanju na katerega podjetnik sestavi računovodske izkaze podjetja podjetnika. Za sestavo računovodskih izkazov po tem odstavku se smiselno uporabljajo določbe prvega odstavka 68. člena tega zakona. Od dneva obračuna prenosa podjetja dalje se šteje, da so dejanja podjetnika, ki se nanašajo na preneseno podjetje, opravljena za račun nove ali prevzemne kapitalske družbe.

669. člen
(uporaba pravil o ustanovitvi)

(1) Za ustanovitev nove družbe veljajo določbe tega zakona o ustanovitvi, razen drugega odstavka 191. člena tega zakona.

(2) Ustanovitev nove družbe mora pregledati ustanovitveni revizor. Za ustanovitveno revizijo se smiselno uporabljajo določbe tega zakona o ustanovitveni reviziji delniške družbe, pri čemer ustanovitveno poročilo iz 193. člena tega zakona ni potrebno. Če vrednost prenesenega podjetja ni večja od vrednosti, določene v četrtem odstavku 476. člena

(2) The resolution on transferring the company shall indicate:
- the company name and registered office of the sole trader,
- the statement on the transfer of the company, and
- the value of the company (assets and rights and obligations of the company) on the date on which the transfer was settled and a detailed description of the company. Documents taken into consideration shall be the annual balance sheet, the interim balance sheet, or an adequate financial statement, if from those documents it is possible to determine the value of the company that is the subject of transfer. Such documents shall not be older than three months on the day of submission of the application for entering the transfer of the company in the register.

(3) The resolution on transfer shall be accompanied by the company's articles of incorporation, indicating that such company was formed due to the transfer of a sole trader's business.

(4) The date on which the transfer was settled referred to in paragraph two of this Article shall be the balance sheet cut-off date as at the date on which the sole trader shall prepare the financial statements for their company. The provisions of paragraph one of Article 68 of this Act shall apply *mutatis mutandis* to the preparation of the financial statements under this paragraph. From the date on which the transfer was settled it shall be considered that the sole trader's operations relating to the transferred company have been carried out on behalf of the new or the transferee company limited by shares.

Article 669
(Application of rules on formation)

(1) The provisions of this Act on formation shall apply to the formation of new companies, with the exception of paragraph two of Article 191 of this Act.

(2) The formation of a new company shall be examined by a formation auditor. The provisions of this Act on the formation audit of a public limited company shall apply *mutatis mutandis* to the formation audit, where the formation report referred to in Article 193 of this Act shall not be required. If the value of the transferred company does not exceed

tega zakona, ustanovitvena revizija za družbo z omejeno odgovornostjo ni potrebna.

670. člen
(predlog za vpis prenosa podjetja)

(1) Podjetnik mora vložiti prijavo za vpis prenosa podjetja pri registrskem organu.

(2) Pred vložitvijo prijave prenosa podjetja za vpis v register mora podjetnik objaviti nameravan prenos. Za objavo se smiselno uporabljajo določbe drugega odstavka 75. člena tega zakona.

(3) Predlogu za vpis prenosa podjetja je treba priložiti:

- sklep o prenosu podjetja, in
- listine, ki jih je treba predložiti ob vpisu ustanovitve nove družbe v register.

671. člen
(učinek vpisa prenosa podjetja na novo družbo)

(1) Registrski organ hkrati vpiše prenos podjetja in ustanovitev nove družbe. Pri vpisu nove družbe je treba v register vpisati, da je družba nastala s prenosom podjetja podjetnika.

(2) Z vpisom prenosa v register podjetnik preneha opravljati dejavnost, podjetje podjetnika v skladu s sklepom o prenosu podjetja preide na novo družbo, podjetnik pa postane imetnik deležev nove družbe.

(3) Registrski organ mora o vpisu prenosa podjetja obvestiti AJPES, da opravi izbris podjetnika iz Poslovnega registra Slovenije.

the value referred to in paragraph four of Article 476 of this Act, no formation audit shall be required for a limited liability company.

Article 670
(Application for entering the transfer of the company in the register)

(1) A sole trader shall submit an application for entering the transfer of the company in the register to the registration authority.

(2) Prior to submitting the application for entering the transfer of the company in the register, the sole trader shall publish a notice regarding the intended transfer. The provisions of paragraph two of Article 75 of this Act shall apply *mutatis mutandis* to such publication.

(3) The application for entering the transfer of the company in the register shall be accompanied by the following:

- resolution on transfer of the company; and
- documents that must be submitted when entering the formation of a new company in the register.

Article 671
(Effect of entering the transfer of the company to a new company in the register)

(1) The registration authority shall simultaneously enter the transfer of a company and the formation of a new company in the register. When entering the new company, the entry shall include the fact that the company was formed as result of the transfer of a sole trader's company.

(2) When the transfer is entered in the register, the sole trader ceases to carry out their activities, the sole trader's company is transferred to the new company in compliance with the resolution on the transfer, and the sole trader becomes a holder of interests in the new company.

(3) The registration authority shall notify AJPES regarding the entry of the transfer of a company in the register in order for it to strike off the sole trader from the Business Register of Slovenia:

672. člen
(podjetnikova odgovornost za obveznosti)

Če družba ne izpolni obveznosti, ki so nastale podjetniku v zvezi s podjetjem pred vpisom prenosa podjetja v register, odgovarja zanje podjetnik z vsem svojim premoženjem. Za zastaranje se smiselno uporabljajo določbe 133. in 134. člena tega zakona.

3. oddelek

PRENOS PODJETJA NA PREVZEMNO KAPITALSKO DRUŽBO

673. člen
(uporaba določb)

(1) Za prenos podjetja na prevzemno družbo se smiselno uporabljajo določbe 668. do 672. člena tega zakona, pri čemer se:
- sklep o prenosu podjetja nadomesti s pogodbo o prenosu podjetja, ki jo skleneta podjetnik in poslovodstvo prevzemne družbe v obliki notarskega zapisa, in
- nova družba nadomesti s prevzemno družbo.

(2) Če prevzemna družba zaradi prenosa podjetja poveča osnovni kapital, se smiselno uporabljajo določbe 588. člena tega zakona. V takem primeru mora biti povečanje osnovnega kapitala vpisano v register hkrati z vpisom prenosa podjetja.

(3) Za prevzemno družbo se smiselno uporabljajo tudi določbe tega zakona o pripojitvi.

4. oddelek

Article 672
(Sole trader's liability for obligations)

If the company fails to fulfil the obligations which arose for a sole trader in connection with their company before the transfer of the company was entered in the register, the sole trader shall assume liability for such obligations with all their assets. The provisions of Articles 133 and 134 of this Act shall apply *mutatis mutandis* to the limitation period.

Section 3

TRANSFERRING A COMPANY TO A TRANSFEREE COMPANY LIMITED BY SHARES

Article 673
(Application of provisions)

(1) The provisions of Articles 668 to 672 shall apply *mutatis mutandis* to the transfer of a company to a transferee company, whereby:
- the resolution on the transfer shall be replaced by the company transfer agreement concluded by the sole trader and the management of the transferee company in the form of a notarial record; and
- the term “new company” shall be substituted by the term “transferee company”.

(2) If the transferee company increases its share capital due to the transfer, the provisions of Article 588 of this Act shall apply *mutatis mutandis*. In such case, the increase of the share capital shall be simultaneously entered in the register together with the entry of the transfer.

(3) The provisions of this Act relating to merger by absorption shall apply *mutatis mutandis* to the transferee company.

Section 4

PRENOS DELA PODJETJA

673.a člen
(uporaba določb)

Za prenos dela podjetja podjetnika se smiselno uporabljajo določbe 667. do 673. člena tega zakona, razen določbe drugega odstavka glede prenehanja opravljanja dejavnosti in tretjega odstavka 671. člena tega zakona.

VII. DEL

TUJA PODJETJA

Prvo poglavje

SPLOŠNO

674. člen
(pojem)

(1) Tuje podjetje po tem zakonu je fizična ali pravna oseba, ki opravlja pridobitno dejavnost in ima prebivališče ali sedež zunaj Republike Slovenije v državi članici (v nadaljnjem besedilu: tuje podjetje iz ES) ali v državi, ki ni država članica (v nadaljnjem besedilu: tuje podjetje iz tretje države).

(2) Položaj tujega podjetja se presoja po pravu države, ki ji podjetje pripada, če zakon ne določa drugače.

675. člen
(poslovanje v Republiki Sloveniji)

TRANSFERRING PART OF A COMPANY

Article 673a
(Application of provisions)

The provisions of Articles 667 to 673 of this Act, except the provisions of paragraph two concerning the cessation of company activities and paragraph three of Article 671 of this Act, shall apply *mutatis mutandis* to transferring part of a sole trader's company.

PART VII

FOREIGN COMPANIES

Chapter One

GENERAL

Article 674
(Definition and concept)

(1) A foreign company shall mean a natural or legal person which carries out a gainful activity and has a place of residence or registered office outside the Republic of Slovenia in a Member State (hereinafter: foreign company from the EU) or in a non-EU country (hereinafter: foreign company from a third country).

(2) The position of a foreign company shall be considered under the law of the country to which the company belongs, unless otherwise provided by an Act.

Article 675
(Carrying out operations in the Republic of Slovenia)

Tuje podjetje je pri poslovanju v Republiki Sloveniji glede svojih pravic, obveznosti in odgovornosti izenačeno z družbami ali podjetniki s sedežem v Republiki Sloveniji, če zakon ne določa drugače.

Drugo poglavje

PODRUŽNICE

676. člen
(pravica do opravljanja dejavnosti)

(1) Tuje podjetje lahko opravlja pridobitno dejavnost v Republiki Sloveniji preko podružnic.

(2) Za podružnico se smiselno uporabljajo določbe tega zakona o:
- dejavnosti (6. člen);
- firmi (12. do 23. člen);
- sedežu (29. in 30. člen);
- prokuri (33. do 37. člen), in
- poslovni skrivnosti (39. člen).

677. člen
(vpis v register)

(1) Prijavo za vpis podružnice v register vloži zastopnik tujega podjetja in mora vsebovati:

- firmo in sedež podružnice;
- navedbo dejavnosti in poslov, ki jih opravlja podružnica;
- ime in priimek osebe, ki zastopa podružnico in tuje podjetje,

- identifikacijske podatke o ustanovitelju ali družbeniku,
- vrsto in obseg odgovornosti ustanovitelja ali družbenika,
- datum vstopa in izstopa ustanovitelja ali družbenika,

The rights, obligations and liabilities of foreign companies when carrying out operations in the Republic of Slovenia shall be equal to the rights, obligations and liabilities of companies with registered office in the Republic of Slovenia, unless otherwise provided by an Act.

Chapter Two

BRANCHES

Article 676
(Right to do business)

(1) A foreign company may carry out a gainful activity in the Republic of Slovenia through branches.

(2) The provisions of this Act relating to:

- activities (Article 6);
- company name (Articles 12 to 23);
- registered office (Articles 29 and 30);
- power of procuration (Articles 33 to 37), and
- trade secrets (Article 39) shall apply *mutatis mutandis* to branches.

Article 677
(Entry in the register)

(1) An application for the entry of a branch in the register shall be filed by a representative of the foreign company, and shall contain the following:
- company name and registered office of the branch;
- indication of activities and transactions carried out by the branch;
- the name and surname of the person representing the branch and the foreign company;
- identification data on the founder or company member,
- the type and scope of liability of the founder or company member,
- the date when the founder or company member joined or withdrew

- višino vložka ustanovitelja ali družbenika, in

- druge podatke, določene z zakonom.

(2) Prijavi je treba priložiti:
- izpisek iz registra, iz katerega sta razvidna vsebina in datum vpisa matičnega podjetja;
- sklep poslovodstva o ustanovitvi podružnice;

- prepis pravil ali pogodbe družbenikov, ki mora biti notarsko overjen, in

- overjeno poslovno poročilo zadnjega leta poslovanja tujega podjetja, ki ustanavlja podružnico, v skrajšani obliki.

(3) Listine iz prejšnjega odstavka morajo biti predložene v izvirniku in overjenem prevodu.

(4) Če se v register vpisani podatki in zbirko listin vložene listine podružnice razlikujejo od na enakovreden način razkritih podatkov in listin tujega podjetja v državi, v kateri ima svoj sedež, je za pravni promet s podružnico odločilno razkritje podatkov podružnice.

678. člen
(črtan)

679. člen
(nastopanje v pravnem prometu)

(1) Podružnica nastopa v imenu in za račun tujega podjetja, pri čemer mora uporabljati firmo matičnega podjetja, njegov sedež in svojo firmo.

(2) Na vseh sporočilih, uradnih dopisih, naročilnicah in drugih listinah podružnice mora biti poleg firme podružnice naveden register, v katerem so shranjene listine o podružnici, skupaj s številko podružnice v tem registru. Če zakonodaja države, ki velja za tuje podjetje iz tretje

from the company,
- the amount of the contribution made by the founder or company member.
- other information stipulated by an Act.

(2) The application shall be accompanied by the following:
- an extract from the register showing the content and the date on which the parent company was entered in the register;
- the resolution of the management regarding the formation of the branch;
- a copy of rules or of the memorandum of association, which shall be notarised, and
- a certified copy of the last business report of the foreign company that is forming a branch.

(3) Original copies and certified translations of the documents referred to in the preceding paragraph shall be submitted.

(4) In the event that the branch's data which has been entered in the register and the documents which are held in the file differ from the data and documents on the foreign company which have been disclosed in the same manner in the country where such company has its registered office, the disclosure of the branch's data shall be considered decisive in order for legal transactions to be entered into with the branch.

Article 678
(Deleted)

Article 679
(Representation in legal transactions)

(1) A branch shall act in the name of and on behalf of the foreign company, whereby it shall use the parent company's company name, its registered office, as well as its own company name.

(2) All the branch's communications, official notifications, purchase orders and other documents shall indicate, together with the company name of the branch, also the register in which the documents concerning the branch are kept, as well as the number of the branch in

države, zahteva vpis podjetja v register, morata biti navedena tudi register, v katerem je vpisano tuje podjetje iz tretje države, in njegova registrska številka v tem registru.

680. člen
(začetek opravljanja dejavnosti)

(1) Pred vpisom podružnice v register tuje podjetje ne more začeti opravljati dejavnosti v Republiki Sloveniji.

(2) Za podružnice se smiselno uporabljajo določbe tega zakona o poslovnih knjigah in letnem poročilu, če ta zakon ne določa drugače.

(3) Podružnica tujega podjetja iz ES predloži letno poročilo tega podjetja, če je bilo to sestavljeno, revidirano in razkrito na podlagi zakonodaje države članice Evropske skupnosti, ki velja za podjetje v skladu z Direktivo 78/660/EGS, Direktivo 83/349/EGS in Direktivo 84/253/EGS.

(4) Podružnica tujega podjetja iz tretje države predloži letno poročilo tega podjetja, če je bilo to sestavljeno, revidirano in razkrito na podlagi zakonodaje države, ki velja za podjetje iz tretje države. Če letno poročilo tujega podjetja iz tretje države ni sestavljeno v skladu z Direktivo 78/660/EGS in Direktivo 83/349/EGS ali na enakovreden način, je treba letno poročilo sestaviti in razkriti za dejavnosti podružnice.

681. člen
(glavna in izbrana podružnica)

(1) Če je tuje podjetje sočasno ustanovilo na območju Republike Slovenije več podružnic, mora biti v prijavi za vpis v register, pa tudi v firmi podružnice označeno, katera podružnica je na območju Republike Slovenije glavna.

(2) Če tuje podjetje ustanavlja več podružnic na območju

such register. If the applicable national laws which govern the foreign company provide that entry in the register is required, the documents shall also indicate the register in which the foreign company is registered, together with the registration number of the company in such register.

Article 680
(Commencement of activity)

(1) A foreign company may not commence its activities in the Republic of Slovenia until its branch has been entered in the register.

(2) The provisions of this Act on books of account and the annual report shall apply *mutatis mutandis* to branches, unless otherwise provided by this Act.

(3) A branch of a foreign company from the EU shall submit the annual report of such company, if such report has been prepared, audited and disclosed in compliance with the law of the EC Member State that applies to the company in compliance with Directive 78/660/EEC, Directive 83/349/EEC and Directive 84/253/EEC.

(4) A branch of a foreign company from a third country shall submit the annual report of such company, if such report has been prepared, audited and disclosed in compliance with the law of the country which applies to the foreign company from a third country. If the annual report of a foreign company from a third country has not been prepared in compliance with Directive 78/660/EEC and Directive 83/349/EEC or in an equivalent manner, the annual report shall be prepared and published for the activity of the branch.

Article 681
(Main and designated branch)

(1) If a foreign company simultaneously forms several branches in the Republic of Slovenia, it shall indicate in the application for entry in the register which of the branches shall be the main branch in the Republic of Slovenia.

(2) If a foreign company successively forms several branches

Republike Slovenije v zaporedju, je treba v prijavi za vpis vsake podružnice navesti zaporedje ustanovitve.

(3) Če tuje podjetje ustanovi sočasno ali v zaporedju dve ali več podružnic, lahko ob vpisu podružnic v register predloži listine iz prve, tretje in četrte alineje drugega odstavka 677. člena tega zakona le ob vpisu ene od podružnic, ki jo samo izbere, in v primeru sočasne ustanovitve ni nujno glavna podružnica. Pri vpisu preostalih podružnic v register navede številko izbrane podružnice in register, v katerega je vpisana.

(4) Če ima tuje podjetje izbrano podružnico s skladu s prejšnjim odstavkom, lahko predloži letno poročilo v razkritje samo izbrana podružnica.

682. člen
(zastopniki tujega podjetja v podružnici)

Za vsako podružnico je treba imenovati enega ali več zastopnikov, ki zastopajo tuje podjetje. Tuje podjetje lahko iste zastopnike postavi za več podružnic, zastopniki v glavni podružnici pa so po zakonu tudi zastopniki drugih podružnic tudi takrat, če so zanje postavljeni tudi drugi zastopniki.

683. člen
(odgovornost za obveznosti)

Za obveznosti, ki nastanejo s poslovanjem podružnic, je odgovorno tuje podjetje z vsem svojim premoženjem.

683.a člen
(izbris)

Podružnica se izbriše iz registra:
1. na podlagi prijave zastopnika podružnice ali tujega podjetja;

in the Republic of Slovenia, it shall indicate for each of them the order in which such branches were formed in the application for entry in the register.

(3) If a foreign company forms two or more branches simultaneously or in sequence, it may submit the documents referred to in indents one, three and four of paragraph two of Article 677 of this Act only when entering one of the branches of its own choosing in the register, which, in the case of simultaneous formation, shall not necessarily be the main branch. When entering other branches in the register, the company shall indicate the number of the designated branch and the register in which it is registered.

(4) If a foreign company has a branch designated in compliance with the preceding paragraph, the annual report may be submitted for disclosure only by such designated branch.

Article 682
(Foreign company's representatives in the branch)

One or more representatives that represent the foreign company shall be appointed for each branch. A foreign company may appoint the same representatives for more than one branch; the representatives in the main branch shall, in compliance to an Act, be representatives of other branches also in cases where such branches have their own representatives.

Article 683
(Liability for obligations)

The foreign company shall be liable with all its assets for the obligations arising from the operations carried out by the branches.

Article 683a
(Striking off)

A branch shall be struck off from the register:
1. on the basis of an application of the branch representative or foreign

2. po uradni dolžnosti na podlagi obvestila pristojnega organa države članice, prejetega prek sistema povezovanja poslovnih registrov, da se je nad tujim podjetjem končal postopek likvidacije, postopek zaradi insolventnosti ali drug postopek, na podlagi katerega je tuje podjetje prenehalo poslovati in je bilo izbrisano ter nima več pravnega naslednika.

VIII. DEL

NADZOR NAD IZVAJANJEM ZAKONA

684. člen

(1) Nadzor nad izvajanjem posameznih določb tega zakona opravljajo AJPES, Finančna uprava Republike Slovenije, Inšpektorat Republike Slovenije za delo, Tržni inšpektorat Republike Slovenije in Ministrstvo za gospodarstvo.

(2) AJPES je pristojna za nadzor nad izvajanjem določb prvega in drugega odstavka 58., prvega odstavka 59., tretjega in četrtega odstavka 680. v zvezi z 58., drugega in tretjega odstavka 74. ter prvega in drugega odstavka 75. člena tega zakona.

(3) Finančna uprava Republike Slovenije je pristojna za nadzor nad izvajanjem določb tretjega odstavka 54. člena tega zakona.

(4) Inšpektorat Republike Slovenije za delo je pristojen za nadzor nad izvajanjem določb četrtega odstavka 11. člena tega zakona.

(5) Tržni inšpektorat Republike Slovenije je pristojen za nadzor nad izvajanjem določb 13., prvega in šestega odstavka 15. člena, 19. člena, prvega odstavka 45. člena, 156. člena, drugega odstavka 679. člena, petega in šestega odstavka 72. člena in 127. člena tega zakona.

company representative;
2. ex officio on the basis of a notification from the competent authority of the Member State received through the system of interconnection of registers, that the winding-up, insolvency or other proceedings due to which the foreign company ceased to carry out its operations, is complete, and on the basis of which the company ceased to operate and was struck off and has no legal successor.

PART VIII

SUPERVISION OF IMPLEMENTATION OF THE ACT

Article 684

(1) The implementation of the provisions of this Act shall be supervised by AJPES, the Financial Administration of the Republic of Slovenia, the Labour Inspectorate of the Republic of Slovenia, the Market Inspectorate of the Republic of Slovenia and the Ministry of the Economy.

(2) AJPES shall be responsible for supervising implementation of the provisions of paragraphs one and two of Article 58, paragraph one of Article 59, paragraphs three and four of Article 680 in connection with Article 58, paragraphs two and three of Article 74, and paragraphs one and two of Article 75 of this Act.

(3) The Financial Administration of the Republic of Slovenia shall be responsible for supervising the implementation of the provisions of paragraph three of Article 54 of this Act.

(4) The Labour Inspectorate of the Republic of Slovenia shall be responsible for supervising the implementation of the provisions of paragraph four of Article 11 of this Act.

(5) The Market Inspectorate of the Republic of Slovenia shall be responsible for supervising the implementation of the provisions of Article 13, paragraphs one and six of Article 15, Article 19, paragraph one of Article 45, Article 156, paragraph two of Article 679, paragraphs five and six of Article 72, and Article 127 of this Act.

(6) Ministrstvo za gospodarstvo je pristojno za nadzor nad izvajanjem drugih določb tega zakona.

IX. DEL

KAZENSKE DOLOČBE

685. člen
(prekrški družbe)

(1) Z globo od 15.000 do 45.000 eurov se za prekršek kaznuje velika družba, z globo od 10.000 do 30.000 eurov srednja družba, z globo od 2.500 do 15.000 eurov majhna družba, z globo od 1.000 do 6.000 eurov pa mikro družba če:

1. v register v skladu s prvim odstavkom 48. člena tega zakona ne prijavi podatkov in priloži aktov, ki odražajo zadnje dejansko stanje;
2. ne prijavi za vpis v register podatkov, ki se po določbah tega zakona vpisujejo v register (47. in 48. člen);
3. ne vodi poslovnih knjig v skladu s tretjim odstavkom 54. člena tega zakona;
4. priloga z izkazi ni v skladu z 69. členom tega zakona;
5. ob izdaji prodaja delnice pod najmanjšim emisijskim zneskom (prvi odstavek 173. člena);
6. izda delnice, ki ob enakem deležu v osnovnem kapitalu dajejo različno število glasov (tretji odstavek 178. člena);
7. delnice družbe, za katero se ne uporablja zakon, ki ureja prevzeme, niso izražene v nematerializirani obliki (182. člen);
8. ne poda zahteve za izdajo delnic v nematerializirani obliki v roku iz drugega odstavka 182. člena;
9. delničarje ali njihove prednike oprosti plačila obveznosti iz 222. in 225. člena tega zakona (prvi odstavek 226. člena);

(6) The Ministry of the Economy shall be responsible for supervising the implementation of all other provisions of this Act.

PART IX

PENALTY PROVISIONS

Article 685
(Minor offences committed by a company)

(1) Large companies shall be fined from EUR 15,000 to EUR 45,000, medium-sized companies shall be fined from EUR 10,000 to EUR 30,000, small companies shall be fined from EUR 2,500 to EUR 15,000 and micro companies shall be fined from EUR 1,000 to EUR 6,000 for the minor offences of:

1. not submitting an application for entering the data and including accompanying documents which reflect the latest state of the facts in accordance with paragraph one of Article 48 of this Act for entry in the register;
2. not submitting an application for entering data in the register, when the entry of such data in the register is required under this Act (Articles 47 and 48);
3. failing to keep books of account in compliance with paragraph three of Article 54 of this Act;
4. not preparing the notes to the financial statements in accordance with Article 69 of this Act;
5. issuing shares at an issue price that is below the minimum issue price (paragraph one of Article 173);
6. issuing shares that give a different number of votes for the same proportion of the share capital (paragraph three of Article 178);
7. not issuing company shares for which the Act governing takeovers applies in dematerialised form (Article 182);
8. not filing an application for the issue of shares in dematerialised form within the deadline referred to in paragraph two of Article 182;
9. exempting shareholders and their predecessors from the payment of obligations referred to in Articles 222 and 225 of this Act (paragraph one of Article 226);

10. vrne vložke ali jih obrestuje (227. člen);
11. uporabi čisti dobiček v nasprotju z določbo prvega odstavka 230. člena tega zakona;
12. pridobi lastne delnice v nasprotju z določbami 247. člena tega zakona;

13. družba v nasprotju z določbami 248. člena zagotovi predujem ali posojilo za pridobitev delnic;
14. pridobi lastne delnice v zastavo v nasprotju z določbami 252. člena tega zakona;
15. je vsebina in objava skupščine v nasprotju z 296. členom tega zakona;
16. poveča osnovni kapital z vložki v nasprotju z določbami 333. in 334. člena tega zakona;
17. ravna v nasprotju s 352. členom tega zakona;
18. izvede pogojno povečanje osnovnega kapitala v nasprotju z določbami 343. člena tega zakona;
19. izda delnice ali začasnice pred vpisom sklepa o pogojnem povečanju osnovnega kapitala v register (342., 348. in 370. člen tega zakona);

20. zmanjša osnovni kapital v nasprotju z določbami 372. člena tega zakona;
21. združi delnice v nasprotju s 376. členom tega zakona;
22. se zmanjša osnovni kapital pod najnižji znesek iz 171. člena tega zakona v nasprotju z določbo 378. člena tega zakona;

23. prijava in izvedba skupščine nista v skladu s 386. členom tega zakona;
24. izplača komplementarju dividendo oziroma odobri posojilo v nasprotju s prvim in drugim odstavkom 470. člena tega zakona;
25. izplača družbenikom premoženje, ki je potrebno za ohranjanje osnovnega kapitala (495. člen tega zakona);
26. pridobi lastne poslovne deleže v nasprotju z določbami 500. člena tega zakona.

(2) Z globo od 500 do 4.000 eurov se kaznuje tudi odgovorna oseba družbe, ki stori prekršek iz prejšnjega odstavka.

685.a člen
(posebni prekršek družbe in poslovodstva)

10. refunding or paying interest on contributions (Article 227);
11. using net profit in contravention of the provision of paragraph one of Article 230 of this Act;
12. acquiring own shares in contravention of the provisions of Article 247 of this Act;
13. the company securing an advance payment or a loan for the acquisition of shares in contravention of the provisions of Article 248;
14. acquiring own shares received in pledge in contravention of the provisions of Article 252 of this Act;
15. the content and publication of the general meeting in contravention of Article 296 of this Act;
16. increasing the share capital through contributions in contravention of the provision of Articles 333 and 334 of this Act;
17. acting in contravention of Article 352 of this Act;
18. conditionally increasing the share capital in contravention of the provisions of Article 343 of this Act;
19. issuing shares or interim certificates before the resolution on the conditional increase of the share capital being entered in the register (Articles 342, 348 and 370 of this Act);
20. reducing the share capital in contravention of the provisions of Article 372 of this Act;
21. consolidating shares in contravention of Article 376 of this Act;
22. the share capital being reduced below the minimum amount referred to in Article 171 of this Act in contravention of the provision of Article 378 of this Act;
23. the preparing and holding of the general meeting not in accordance with Article 386 of this Act;
24. paying a dividend or approving a loan to the general partner in contravention of paragraphs one and two of Article 470 of this Act;
25. paying the assets required for the maintenance of the share capital to the company members (Article 495 of this Act);
26. acquiring own business interests in contravention of the provisions of Article 500 of this Act.

(2) The responsible person of the company which committed a minor offence referred to in the preceding paragraph shall also be fined from EUR 500 to EUR 4,000.

Article 685a
(Specific minor offences committed by a company and by its

(1) Z globo od 15.000 do 45.000 eurov se za prekršek kaznuje velika družba, z globo od 10.000 do 30.000 eurov srednja družba, z globo od 5.000 do 15.000 eurov majhna družba, z globo od 2.000 do 6.000 eurov pa mikro družba ki ne odsvoji ali umakne delnic v skladu z drugim in tretjim odstavkom 250. člena tega zakona.

(2) Z globo od 1.000 do 4.000 eurov se kaznuje član poslovodstva družbe, ki ne odsvoji delnic družbe ali ne pripravi predloga sklepa skupščine o umiku delnic družbe v skladu z drugim in tretjim odstavkom 250. člena tega zakona.

686. člen
(drugi prekrški družbe)

(1) Z globo od 6.000 do 30.000 eurov se za prekršek kaznuje velika družba, z globo od 4.000 do 20.000 eurov srednja družba, z globo od 1.000 do 10.000 eurov majhna družba, z globo od 500 do 5.000 eurov pa mikro družba, če:

1. krši prvi in četrti odstavek 11. člena tega zakona;
2. ima v firmi dodatne sestavine, ki družbo podrobneje označujejo, v nasprotju s 13. členom tega zakona;
3. uporablja besedo Slovenija v nasprotju s 15. členom tega zakona;
4. pri svojem poslovanju ne uporablja firme v obliki, kot je vpisana v register (19. člen);
5. na dopisih, ki jih pošilja družba, ni podatkov iz prvega odstavka 45. člena tega zakona;
6. letnega poročila ali konsolidiranega letnega poročila ne sestavi v rokih iz 54. člena tega zakona;
7. letnega poročila ali konsolidiranega letnega poročila skupaj z revizorjevim poročilom ali popravljenega letnega poročila ali konsolidiranega letnega poročila oziroma spremembe revizorjevega poročila ne predloži AJPES na način in v rokih, ki jih določa prvi odstavek 58. člena tega zakona;
8. letno poročilo ne vsebuje sestavin iz 60. člena tega zakona;

management)

(1) Large companies shall be fined from EUR 15,000 to EUR 45,000, medium-sized companies shall be fined from EUR 10,000 to EUR 30,000, small companies shall be fined from EUR 5,000 to EUR 15,000 and micro companies shall be fined from EUR 2,000 to EUR 6,000 for the minor offence of failing to dispose or withdraw shares, pursuant to paragraphs two and three of Article 250 of this Act.

(2) A member of the management shall be fined from EUR 1,000 to EUR 4,000 for failing to dispose of the company's shares, or failing to prepare the proposed resolution of the general meeting to withdraw the company's shares, pursuant to paragraphs two and three of Article 250 of this Act.

Article 686
(Other minor offences committed by a company)

(1) Large companies shall be fined from EUR 6,000 to EUR 30,000, medium-sized companies shall be fined from EUR 4,000 to EUR 20,000, small companies shall be fined from EUR 1,000 to EUR 10,000 and micro companies shall be fined from EUR 500 to EUR 5,000 for the following minor offences:

1. acts in violation of paragraphs one and four of Article 11 of this Act;
2. has additional components that define the company more accurately in the company name, in contravention of Article 13 of this Act;
3. uses the word Slovenija in contravention of Article 15 of this Act;
4. fails to use its company name in the form that has been entered in the register when carrying out its operations (Article 19);
5. fails to provide data referred to in paragraph one of Article 45 of this Act in its notifications;
6. fails to draw up the annual report or the consolidated annual report within the time limits referred to in Article 54 of this Act;
7. does not submit the annual report or the consolidated annual report together with the auditor's report or the corrected annual report or the consolidated annual report or the changes to the auditor's report to AJPES according to the method and within the time limits laid down in paragraph one of Article 58 of this Act;
8. fails to include in the annual report the elements referred to in Article 60 of this Act;

9. letno poročilo ni podpisano v skladu s 60.a členom tega zakona;

10. na poslovnih listinah poleg firme dvojne družbe nista označena ime in priimek poslovodij ali članov poslovodstva komplementarja v dvojni družbi (prvi odstavek 156. člena);

11. pri vodenju poslov dvojne družbe pri podpisovanju fizične osebe ni dodana tudi firma komplementarja (drugi odstavek 156. člena);

12. ima v sestavi osnovnega kapitala več kot polovico delnic brez glasovalne pravice (drugi odstavek 178. člena);
13. delničarju po ponovnem pozivu ne odvzame neplačanih delnic (drugi odstavek 224. člena);
14. vpisuje lastne delnice (prvi odstavek 229. člena);
15. prevzame lastne delnice v nasprotju z drugim odstavkom 229. člena tega zakona;
16. izplača vmesno dividendo v nasprotju z 232. členom tega zakona;

17. ima organ vodenja ali nadzora sestavljen v nasprotju z 254. in 255. členom tega zakona;
18. odobri posojila v nasprotju z 261. členom tega zakona;

19. ne prijavi v register podatkov iz 277. člena in prvega odstavka 278. člena tega zakona;

20. v prilogi k računovodskim izkazom ne razkrije politike prejemkov članov organa vodenja ali nadzora (peti odstavek 294. člena);

21. ne objavi dodatnih točk dnevnega reda iz tretjega odstavka 298. člena tega zakona;
22. ne pošlje overjenega prepisa zapisnika in prilog v 24 urah po seji skupščine (peti odstavek 304. člena);

23. ne objavi listin ali ne omogoči njihovega brezplačnega prepisa (drugi odstavek 188. člena, drugi odstavek 297.a člena, drugi in tretji odstavek 437. člena, tretji odstavek 447. člena, drugi odstavek 535.č, četrti odstavek 555.a, šesti odstavek 586. člena in 629. člen);

24. poveča osnovni kapital v nasprotju z določbami 358. člena tega zakona;

9. fails to sign the annual report in compliance with Article 60a of this Act;
10. fails to include in the business records, in addition to the company name of a double partnership, the names and surnames of the members of the general partner's management board in a double partnership (paragraph one of Article 156);
11. fails to add the company name of the general partner when a natural person signs on behalf of the company in matters relating to the conducting of business of a double partnership (paragraph two of Article 156);
12. has more than one half of the company's share capital in non-voting preference shares (paragraph two of Article 178);
13. does not seize unpaid shares a the shareholder after the second call (paragraph two of Article 224);
14. subscribes own shares (paragraph one of Article 229);
15. acquires own shares contrary to the provisions of paragraph two of Article 229 of this Act;
16. pays an interim dividend in contravention of the provisions of paragraph two of Article 232 of this Act;
17. constitutes its management or supervisory body in contravention of the provisions of Articles 254 and 255 of this Act;
18. approves loans in contravention of the provisions of Article 261 of this Act;
19. fails to submit an application for entering the data referred to in Article 277 and paragraph one of Article 278 of this Act in the register;
20. fails to disclose the remuneration policy for the members of the management or supervisory bodies in the notes to the financial statements (paragraph five of Article 294);
21. fails to publish additional agenda items referred to in paragraph three of Article 298 of this Act;
22. fails to send a certified copy of the minutes and the attachments within 24 hours of the general meeting taking place (paragraph five of Article 304);
23. fails to publish documents or fails to enable the gratuitous copying thereof (paragraph two of Article 188, paragraph two of Article 297a, paragraphs two and three of Article 437, paragraph three of Article 447, paragraph two of Article 535č, paragraph four of Article 555a, paragraph six of Article 586 and Article 629);
24. increases the share capital in contravention of the provisions of Article 358 of this Act;

25. družbeniku v nasprotju s 512. členom tega zakona ne da informaciji oziroma mu ne dovoli vpogleda;
26. opusti dolžnost obveščanja in objave v skladu s 532. členom tega zakona.

(2) Z globo od 300 do 2.500 eurov se kaznuje tudi odgovorna oseba družbe, ki stori prekršek iz prejšnjega odstavka.

686.a člen
(drugi prekrški družbe in odgovornih oseb)

(1) Z globo od 2.000 do 10.000 eurov se za prekršek kaznuje velika družba, z globo od 1.000 do 5.000 eurov srednja družba, z globo od 700 do 3.000 eurov majhna družba, z globo od 300 do 1.000 eurov pa mikro družba:

1. če letnega poročila ne predloži AJPES zaradi javne objave na način in v rokih, ki jih določa drugi odstavek 58. člena tega zakona

2. če ne predloži AJPES podatkov iz letnih poročil o svojem premoženjskem in finančnem poslovanju ter poslovnem izidu v treh mesecih po koncu koledarskega leta (prvi odstavek 59. člena).

(2) Z globo od 300 do 4.000 eurov se kaznuje tudi odgovorna oseba družbe, ki stori prekršek iz prejšnjega odstavka.

687. člen
(prekrški tujega podjetja, ki je ustanovilo podružnico)

(1) Z globo od 15.000 do 45.000 eurov se za prekršek kaznuje tuje podjetje, ki ustreza merilom za velike družbe, z globo od 10.000 do 30.000 eurov tuje podjetje, ki ustreza merilom za srednje družbe, z globo od 5.000 do 15.000 eurov tuje podjetje, ki ustreza merilom za majhne družbe, z globo od 2.000 do 6.000 eurov pa tuje podjetje, ki ustreza merilom za mikro družbe ki je ustanovilo podružnico, če ob vpisu v register ne prijavi vseh podatkov, ki se po tem zakonu vpisujejo v register (677. člen in 681. člen).

25. fails to inform a company member or allow them inspection in contravention of Article 512 of this Act;
26. omits the duty to notify and publish in accordance with Article 532 of this Act.

(2) The liable person of the company which committed a minor offence referred to in the preceding paragraph shall also be fined from EUR 300 to EUR 2,500.

Article 686a
(Other minor offences committed by companies and liable persons)

(1) Large companies shall be fined from EUR 2,000 to EUR 10,000, medium-sized companies shall be fined from EUR 1,000 to EUR 5,000, small companies shall be fined from EUR 700 to EUR 3,000 and micro companies shall be fined from EUR 300 to EUR 1,000 for the minor offences of:
1. failing to submit the annual report to AJPES for publication according to the method and within the time limits, laid down in paragraph two of Article 58 of this Act
2. failing to submit to AJPES the data from the annual reports on their assets and financial operations and on the profit or loss within three months of the end of the calendar year (paragraph one of Article 59).

(2) The liable person of the company which committed a minor offence referred to in the preceding paragraph shall also be fined from EUR 300 to EUR 4,000.

Article 687
(Offences committed by a foreign company which formed a branch)

(1) A foreign company which meets the criteria for a large company shall be fined from EUR 15,000 to EUR 45,000, a foreign company which meets the criteria for a medium-sized company shall be fined from EUR 10,000 to 30,000, a foreign company which meets the criteria for a small company shall be fined from EUR 5,000 to EUR 15,000 and a foreign company which meets the criteria for a micro company shall be fined from EUR 2,000 to EUR 6,000, if they formed a branch and committed the minor offence of failing to submit an

(2) Z globo od 6.000 do 30.000 eurov se za prekršek kaznuje tuje podjetje, ki ustreza merilom za velike družbe, z globo od 4.000 do 20.000 eurov tuje podjetje, ki ustreza merilom za srednje družbe, z globo od 2.000 do 10.000 eurov tuje podjetje, ki ustreza merilom za majhne družbe, z globo od 1.000 do 5.000 eurov pa tuje podjetje, ki ustreza merilom za mikro družbe ki je ustanovilo podružnico, če podružnica:

1. pri svojem poslovanju ne uporablja firme in drugih podatkov iz 679. člena tega zakona;
2. ne predloži AJPES letnega poročila zaradi javne objave v osmih mesecih po koncu poslovnega leta (tretji in četrti odstavek 680. člena v zvezi z 58. členom).

688. člen
(prekrški podjetnika)

(1) Z globo od 2.000 do 5.000 eurov se za prekršek kaznuje podjetnik, ki ustreza merilom za velike družbe, z globo od 1.300 do 3.500 eurov podjetnik, ki ustreza merilom za srednje družbe, z globo od 600 do 2.000 eurov podjetnik, ki ustreza merilom za majhne družbe, z globo od 200 do 800 eurov pa podjetnik, ki ustreza merilom za mikro družbe:

1. ima v firmi dodatne sestavine, ki podjetnika podrobneje označujejo, v nasprotju s 13. členom tega zakona;

2. če v primeru iz drugega odstavka 58. člena tega zakona ne predloži AJPES letnega poročila zaradi javne objave v treh mesecih po koncu poslovnega leta, razen podjetnikov, ki so po določbah o obdavčitvi dohodkov iz dejavnosti zakona, ki ureja dohodnino, obdavčeni na podlagi ugotovljenega dobička z upoštevanjem normiranih odhodkov;

3. če v primeru iz prvega odstavka 59. člena tega zakona ne predloži AJPES podatkov iz letnih poročil o svojem premoženjskem in finančnem poslovanju ter poslovnem izidu v treh mesecih po koncu

application for entry of the data in the register, for which registration is required under this Act (Articles 677 and 681).

(2) A foreign company which meets the criteria for a large company shall be fined from EUR 6,000 to EUR 30,000, a foreign company which meets the criteria for a medium-sized company shall be fined from EUR 4,000 to 20,000, a foreign company which meets the criteria for a small company shall be fined from EUR 2,000 to EUR 10,000 and a foreign company which meets the criteria for a micro company shall be fined from EUR 1,000 to EUR 5,000, if they formed a branch and the branch committed the minor offence of:

1. failing to use its company name and other data referred to in Article 679 of this Act when carrying out its operations;
2. failing to submit to AJPES the annual report for publication within eight months of the end of the financial year (paragraphs three and four of Article 680 in connection with Article 58).

Article 688
(Minor offences committed by sole traders)

(1) A sole trader who meets the criteria for a large company shall be fined from EUR 2,000 to EUR 5,000, a sole trader who meets the criteria for a medium-sized company shall be fined from EUR 1,300 to EUR 3,500, a sole trader who meets the criteria for a small company shall be fined from EUR 600 to EUR 2,000 and a sole trader who meets the criteria for a micro company shall be fined from EUR 200 to EUR 800, for committing the following minor offences:

1. has additional components that define the sole trader more accurately in the company name, in contravention of Article 13 of this Act;
2. in cases referred to in paragraph two of Article 58 of this Act, fails to submit to AJPES the annual report for publication within three months of the end of the financial year; with the exception of sole traders who under the provisions of the Act governing income tax, are subject to the taxation of income which is derived from business activities on the basis of established profit and by taking into consideration flat rate expenses;
3. in cases referred to in paragraph one of Article 59 of this Act, fails to submit to AJPES the data from the annual reports on their assets and financial operations and on the profit or loss within three months

koledarskega leta, razen podjetnikov, ki so po določbah o obdavčitvi dohodkov iz dejavnosti zakona, ki ureja dohodnino, obdavčeni na podlagi ugotovljenega dobička z upoštevanjem normiranih odhodkov;

4. če uporablja oznako v nasprotju s prvim in drugim odstavkom 72. člena tega zakona;
5. če ne prijavi za vpis v Poslovni register Slovenije sprememb podatkov ali prenehanja poslovanja v skladu s prvim odstavkom 75. člena tega zakona;
6. če v prijavi za vpis v Poslovni register Slovenije navede napačne podatke (drugi odstavek 74. člena);

7. če kot poslovni naslov v skladu z osmo alinejo drugega odstavka 74. člena tega zakona v poslovni register navede naslov, na katerem je objekt, katerega lastnik je druga oseba, ki mu ni dala dovoljenja za poslovanje na tem naslovu.

(2) Z globo od 600 do 1200 eurov se kaznuje za prekršek tudi odgovorna oseba podjetnika, ki stori prekršek iz prejšnjega odstavka.

689. člen
(prekrški družbenikov ali družbenikov ustanoviteljev)

Z globo od 600 do 1200 eurov se za prekršek kaznujejo družbeniki ali družbeniki ustanovitelji:

1. če ne prijavijo prenehanja družbe za vpis v register (prvi odstavek 117. člena);
2. če prospekt ne vsebuje vseh podatkov (prvi odstavek 207. člena);

3. če razpolagajo z vplačili za delnice (213. člen).
4. če glasuje za sklep s katerim je za poslovodjo imenovana oseba v nasprotju s šestim odstavkom 515. člena tega zakona.

(2) Z globo od 1.000 do 5.000 eurov se za prekršek kaznujejo družbeniki družbe, ki nima nadzornega sveta, če družba nima poslovodje.

of the end of the financial year; with the exception of sole traders who are taxed under the provisions of the Act governing income tax and are subject to the taxation of income which is derived from business activities on the basis of established profit and by taking into consideration flat rate expenses;
4. uses a designation in violation of paragraphs one and two of Article 72 of this Act;
5. fails to submit an application for entering any change of data or the cessation of activities in the register to the Business Register of Slovenia in compliance with paragraph one of Article 75 of this Act;
6. submits an application for entering data in the register to the Business Register of Slovenia and the data is incorrect (paragraph two of Article 74);
7. if as the business address in accordance with indent 8 of paragraph two of Article 74 of this Act a business address is registered in the business register where there is a facility which is owned by person that did not give consent to carry out operationsat this address.

(2) The liable person of the sole trader who committed a minor offence referred to in the preceding paragraph shall also be fined from EUR 600 to EUR 1,200.

Article 689
(Minor offences committed by company members or company members who are founders)

Company members or company members who are founders shall be fined from EUR 600 to EUR 1,200 for committing the minor offences of:
1. failing to submit an application for entering the dissolution of a company in the register (paragraph one of Article 117);
2. failing to provide all the necessary information in the prospectus (paragraph one of Article 207);
3. disposing of payments made for shares (Article 213);
4. voting for a resolution that appoints a manager in contravention of paragraph six of Article 515 of this Act.

(2) Company members of a company that does not have a supervisory board shall be fined from EUR 1,000 to EUR 5,000 for the minor offence of not having a manager.

689.a člen
(prekršek poslovodstva)

Z globo od 4.000 do 5.000 eurov se kaznuje za prekršek poslovodstvo, prokurist ali izvršni direktor delniške družbe ali družbe z omejeno odgovornostjo, ki sklene pravni posel iz četrtega odstavka 38.a člena tega zakona brez soglasja nadzornega sveta, upravnega odbora ali skupščine, ali teh organov ne obvesti o sklenitvi pravnega posla v skladu s petim odstavkom 38.a člena tega zakona.

689.b člen
(drugi prekrški poslovodstva)

Z globo od 1.000 do 5.000 eurov se kaznuje za prekršek poslovodstvo, če:

1. opravlja pridobitno dejavnost v nasprotju z 271. členom tega zakona;
2. ne da sodišču predloga za imenovanje člana nadzornega sveta v skladu s prvim odstavkom 276. člena tega zakona;
3. nadzornemu svetu ne posreduje informacij v skladu s tretjim odstavkom 281. člena tega zakona;
4. skliče skupščino v nasprotju s prvim odstavkom 297. člena tega zakona;
5. ne sporoči sklica skupščine in predlogov delničarjev v skladu s prvim odstavkom 299. člena tega zakona;
6. ne objavi predloga delničarjev v skladu s prvim odstavkom 300. člena tega zakona.

689.c člen
(prekrški nadzornega sveta)

(1) Z globo od 1.000 do 5.000 eurov se kaznuje za prekršek predsednik nadzornega sveta, če:

Article 689a
(Minor offence committed by the management)

The management, the procuration holder and the executive director of a public limited company or a limited liability company who committed the minor offence of entering into a legal transaction referred to in paragraph one of Article 38a of this Act without the consent of the supervisory board, the board of directors or the general meeting, or who do not notify such bodies of such legal transactions in compliance with paragraph five of Article 38a of this Act shall be fined from EUR 4,000 to EUR 5,000.

Article 689b
(Other minor offences committed by the management)

The management shall be fined from EUR 1,000 to EUR 5,000 for committing the minor offences of:

1. carrying out a gainful activity in contravention of Article 271 of this Act;
2. failing to submit a proposal to the court for appointing a member of the supervisory board in accordance with paragraph one of Article 276 of this Act;
3. failing to provide information to the supervisory board in accordance with paragraph three of Article 281 of this Act;
4. convening the general meeting in contravention of paragraph one of Article 297 of this Act;
5. failing to notify the convening of the general meeting and the proposals of shareholders in accordance with paragraph one of Article 299 of this Act;
6. not publishing the proposal of the shareholders in accordance with paragraph one of Article 300 of this Act.

Article 689c
(Minor offences committed by the supervisory board)

(1) The president of the supervisory board shall be fined from EUR 1,000 to EUR 5,000 for committing the following minor offences:

1. nadzorni svet ni sklican v skladu s prvim odstavkom 257. člena tega zakona;
2. nadzorni svet sprejme sklep v nasprotju z določbo tretjega odstavka 257. člena tega zakona;
3. ne skliče seje v skladu s prvim odstavkom 260. člena tega zakona;

4. se na sejah nadzornega sveta ne piše zapisnika (drugi odstavek 278. člen).

(2) Z globo od 1.000 do 5.000 eurov se kaznuje za prekršek član nadzornega sveta, ki je glasoval za sklep:

1. s katerim je bi imenovan član oziroma predsednik uprave v nasprotju z drugim odstavkom 255. člena tega zakona;
2. ki ni v skladu z določbami 261. člena tega zakona;

3. na podlagi katerega so prejemki članov uprave določeni v nasprotju z določbami 270. člena tega zakona;

4. s katerim se imenuje nadomestnega člana v nasprotju z drugim odstavkom 273. člena tega zakona;
5. na podlagi katerega je revizijska komisija imenovana v nasprotju z določbo prvega odstavka 280. člena tega zakona.

(3) Z globo od 1.000 do 5.000 eurov se kaznuje za prekršek član nadzornega sveta, če nadzorni svet:

1. nima poslovnika o svojem delu v skladu s prvim odstavkom 258. člena tega zakona;
2. ne imenuje članov uprave in predsednika (prvi odstavek 268. člena);

3. v družbi, s katere vrednostnimi papirji se trguje na organiziranem trgu, ne oblikuje revizijske komisije (prvi odstavek 279. člena);
4. ne imenuje poslovodstva (četrti odstavek 515. člen).

689.č člen
(prekrški upravnega odbora)

1. the supervisory board not being convened in accordance with paragraph one of Article 257 of this Act;
2. the supervisory board adopting a resolution in contravention of the provision of paragraph three of Article 257 of this Act;
3. not convening a meeting in accordance with paragraph one of Article 260 of this Act,
4. not keeping the minutes on the meeting (paragraph two of Article 278).

(2) A member of the supervisory board shall be fined from EUR 1,000 to EUR 5,000 for committing the minor offence of having voted for a decision:

1. by which a member or the president of the management board was appointed in contravention of paragraph two of Article 255 of this Act;
2. which is not in accordance with the provisions of Article 261 of this Act;
3. on the basis of which the remuneration of the members of the management board are determined in contravention of the provisions of Article 270 of this Act;
4. with which a deputy member is appointed in contravention of paragraph two of Article 273 of this Act;
5. on the basis of which the audit committee is appointed in contravention of the provision of paragraph one of Article 280 of this Act.

(3) A member of the supervisory board shall be fined from EUR 1,000 to EUR 5,000 if the supervisory board committed the minor offence of:

1. not having rules of procedure in accordance with paragraph one of Article 258 of this Act;
2. not appointing the members and the president of the management board (paragraph one of Article 268);
3. not appointing an audit committee in a company whose securities are traded on a regulated market (paragraph one of Article 279)
4. not appointing the management board (paragraph four of Article 515).

Article 689č
(Minor offences committed by the board of directors)

(1) Z globo od 1.000 do 5.000 eurov se kaznuje za prekršek predsednik upravnega odbora, če:

1. upravni odbor ni sklican v skladu s prvim odstavkom 257. člena tega zakona;
2. ne skliče seje v skladu s prvim odstavkom 260. člena tega zakona;
3. se na sejah upravnega odbora ne piše zapisnika (prvi odstavek 289. člena v povezavi z drugim odstavkom 278. člena).

(2) Z globo od 1.000 do 5.000 eurov se kaznuje za prekršek član upravnega odbora, ki je glasoval za sklep, na podlagi katerega:

1. je bila za izvršnega direktorja imenovana oseba v nasprotju s tretjim odstavkom 290. člena tega zakona;
2. so prejemki izvršnih direktorjev določeni v nasprotju z določbami 270. člena tega zakona;
3. je revizijska komisija imenovana v nasprotju z določbo četrtega odstavka 289. člena tega zakona.

(3) Z globo od 1.000 do 5.000 eurov se kaznuje za prekršek član upravnega odbora, če:

1. upravni odbor nima poslovnika o svojem delu v skladu s prvim odstavkom 258. člena tega zakona;
2. upravni odbor v družbi, s katere vrednostnimi papirji se trguje na organiziranem trgu, ne oblikuje revizijske komisije (tretji odstavek 279. člena);
3. upravni odbor ne imenuje vsaj enega izvršnega direktorja v skladu z določbami prvega odstavka 291. člena tega zakona.

690. člen
(prekrški likvidacijskega upravitelja)

(1) Z globo od 2.000 do 8.000 eurov se za prekršek kaznuje likvidacijski upravitelj, ki je pravna oseba ali podjetnik, če:

1. se podpisuje v nasprotju s 127. členom tega zakona;
2. ne sestavi začetnega in končnega likvidacijskega obračuna (128. člen);

(1) The president of the board of directors shall be fined from EUR 1,000 to EUR 5,000 for committing the minor offences of:

1. not convening the board of directors in accordance with paragraph one of Article 257 of this Act;
2. not convening a meeting in accordance with paragraph one of Article 260 of this Act;
3. not keeping minutes on the meeting of the board of directors (paragraph one of Article 289 in connection with paragraph two of Article 278).

(2) A member of the board of directors shall be fined from EUR 1,000 to EUR 5,000 for committing the offence of voting for a decision on the basis of which:

1. a person was appointed executive director in contravention of paragraph three of Article 290 of this Act;
2. the remuneration of executive directors was determined in contravention of the provisions of Article 270 of this Act;
3. the audit committee was appointed in contravention of the provision of paragraph four of Article 289 of this Act.

(3) A member of the board of directors shall be fined from EUR 1,000 to EUR 5,000 for committing the following minor offences:

1. the board of directors does not have rules of procedure in accordance with paragraph one of Article 258 of this Act;
2. the board of directors does not constitute an audit committee in a company whose securities are traded on a regulated market (paragraph three of Article 279);
3. the board of directors does not appoint at least one executive director in accordance with the provision of paragraph one of Article 291 of this Act.

Article 690
(Offences committed by liquidators)

(1) A liquidator that is a legal person or a sole trader shall be fined from EUR 2,000 to EUR 8,000 for committing the minor offences of:

1. signing documents in contravention of Article 127 of this Act;
2. failing to draw up the opening and closing liquidation settlement (Article 128);

3. po končani likvidaciji ne prijavi vpisa izbrisa družbe iz registra (prvi odstavek 132. člena);

4. ne sestavi začetne likvidacijske bilance, objavi poziva upnikom, pripravi predloga poročila o poteku likvidacijskega postopka ali predlaga izbrisa družbe v skladu z določbo 412. člena tega zakona;

5. ne ustavi likvidacijskega postopka in da predloga za začetek stečajnega postopka (414. člen);
6. ne pripravi poročila o poteku likvidacije in predloga o razdelitvi premoženja (415. člen);

7. razdeli premoženje pred potekom 6 mesecev (prvi odstavek 421. člen);
8. ne zagotovi ustreznega zavarovanja za poplačilo terjatev, ki še niso dospele (drugi odstavek 421. člen);
9. ne določi delničarja, pri katerem morajo biti shranjene poslovne knjige, knjigovodska dokumentacija in dokumentacija o likvidacijskem postopku (prvi odstavek 424. člen).

(2) Z globo od 2.000 do 4.000 eurov se za prekršek kaznuje odgovorna oseba pravne osebe ali podjetnika, ki stori prekršek iz prejšnjega odstavka.

(3) Z globo od 1.000 do 4.000 eurov se za prekršek kaznuje likvidacijski upravitelj, ki je fizična oseba, če stori prekršek iz prvega odstavka tega člena.

691. člen
(prekršek posameznika)

Z globo od 600 do 1200 eurov se za prekršek kaznuje posameznik, ki mora vložiti prijavo za vpis v register in prijave ne vloži v predpisanem roku (47. in 48. člen).

691.a člen
(prekršek komisije nadzornega sveta)

3. failing to submit an application for striking off the company from the register after the winding-up is completed (paragraph one of Article 132);
4. failing to draw up the opening liquidation balance sheet, publish a call to creditors, prepare a draft report on the progress of the winding-up proceedings or propose the striking off of the company from the register in accordance with Article 412 of this Act;
5. failing to terminate the winding-up proceedings and proposing the commencement of bankruptcy proceedings (Article 414);
6. failing to prepare the report on the progress of the winding-up proceedings and the proposal for the distribution of assets (Article 415);
7. distributing the assets before the six-month period (paragraph one of Article 421);
8. failing to provide appropriate security for the repayment of claims which have not yet fallen due (paragraph two of Article 421);
9. failing to determine a shareholder who shall store the books of account, accounting and winding-up documents (paragraph one of Article 424).

(2) The liable person of a legal person or the liable person of a sole trader that commits a minor offence referred to in the preceding paragraph shall be fined from EUR 2,000 to EUR 4,000.

(3) A liquidator who is a natural person shall be fined from EUR 1,000 to EUR 4,000 for committing the minor offences referred to in paragraph one.

Article 691
(Minor offence committed by an individual)

An individual shall be fined from EUR 600 to EUR 1,200 if they are required to submit an application for entry in the register and commit the offence of failing to do so within the prescribed time limit (Articles 47 and 48).

Article 691a
(Minor offence committed by the supervisory board committee)

Z globo od 1.000 do 5.000 eurov se kaznuje za prekršek član komisije nadzornega sveta, če odloča o vprašanjih, ki sodijo v pristojnost nadzornega sveta oziroma upravnega odbora (drugi odstavek 279. člena).

691.b člen
(odločanje nadzornih organov o prekršku)

Za prekrške iz tega zakona se sme v hitrem postopku izreči globa tudi v znesku, ki je višji od najnižje predpisane globe, določene s tem zakonom.

X. DEL

PREHODNE IN KONČNE DOLOČBE

692. člen
(uporaba zneskov)

Do dneva uvedbe eura, kot ga opredeljuje zakon, ki ureja uvedbo eura (v nadaljnjem besedilu: dan uvedbe eura) se:

- v drugem odstavku 55. člena tega zakona namesto zneska »2.000.000 eurov« uporablja znesek »480 milijonov tolarjev«;
- v tretjem odstavku 55. člena tega zakona namesto zneska »7.300.000 eurov« uporablja znesek »1700 milijonov tolarjev«, namesto zneska »3.650.000 eurov« pa znesek »850 milijonov tolarjev«;
- v četrtem odstavku 55. člena tega zakona namesto zneska »29.200.000 eurov« uporablja znesek »6800 milijonov tolarjev«, namesto zneska »14.600.000 eurov« pa znesek »3400 milijonov tolarjev«;
- v tretjem odstavku 57. člena tega zakona namesto zneska »150.000 eurov« uporablja znesek »35 milijonov tolarjev«;
- v drugem odstavku 73. člena tega zakona namesto zneska »42.000 eurov« uporablja znesek »10.000.000 tolarjev«, namesto zneska »25.000 eurov« pa znesek »6.000.000 tolarjev«;

The member of a committee of the supervisory board shall be fined from EUR 1,000 to EUR 5,000 if they commit the offence of deciding on matters that are within the powers of the supervisory board or the board of directors (paragraph two of Article 279).

Article 691b
(Deciding of supervisory authorities on offences)

For the offences referred to in this Act a fine in the amount higher than the minimum fine laid down by this Act may be imposed in an expedited procedure.

PART X

TRANSITIONAL AND FINAL PROVISIONS

Article 692
(Application of sums)

Until the date of the introduction of the euro as defined by the Act governing the introduction of the euro (hereinafter: date of introduction of the euro) the following shall apply:

- in paragraph two of Article 55 of this Act, the amount of “2,000,000 euros” shall be replaced by “480 million tolars”;
- in paragraph three of Article 55 of this Act, the amount of “7,300,000 euros” shall be replaced by “1,700 million tolars”, and the amount of “3,650,000 euros” shall be replaced by “850 million tolars”;
- in paragraph four of Article 55 of this Act, the amount of “29,200,000 euros” shall be replaced by “6,800 million tolars”, and the amount of “14,600,000 euros” shall be replaced by “3,400 million tolars”;

- in paragraph three of Article 57 of this Act, the amount of “150,000 euros” shall be replaced by “35 million tolars”;
- in paragraph two of Article 73 of this Act, the amount of “42,000 euros” shall be replaced by “10,000,000 tolars”, and the amount of “25,000 euros” shall be replaced by “6,000,000 tolars”;

- v 170. členu tega zakona namesto besede »eurih« uporablja beseda »tolarjih«;
- v 171. členu tega zakona namesto zneska »25.000 eurov« uporablja znesek »6 milijonov tolarjev«;
- v drugem odstavku 172. člena tega zakona namesto zneska »1 euro« uporablja znesek »1000 tolarjev«;
- v tretjem odstavku 172. člena tega zakona namesto zneska »1 uvra« uporablja znesek »1000 tolarjev«;
- v prvem odstavku 233. in drugem odstavku 399. člena tega zakona namesto zneska »400.000 eurov« uporablja znesek »100 milijonov tolarjev«;
- v drugem in četrtem odstavku 318., prvem odstavku 322., prvem odstavku 325. in prvem odstavku 328. člena tega zakona namesto zneska »400.000 eurov« uporablja znesek »100 milijonov tolarjev«;

- v prvem odstavku 475. člena tega zakona namesto zneska »7500 eurov« uporablja znesek »2.100.000 tolarjev«, namesto zneska »50 eurov« pa znesek »14.000 tolarjev«;
- v četrtem odstavku 475. člena tega zakona namesto zneska »7500 eurov« uporablja znesek »1.100.000 tolarjev«;
- v četrtem odstavku 476. člena tega zakona namesto zneska »100.000 eurov« uporablja znesek »14 milijonov tolarjev«;
- v prvem odstavku 506. člena tega zakona obakrat namesto zneska »50 eurov« uporablja znesek »14.000 tolarjev«;
- v tretjem odstavku 605. člena tega zakona namesto zneska »25.000 eurov« uporablja znesek »6 milijonov tolarjev«;
- v prvem odstavku 662. člena tega zakona namesto zneska »1 euro« uporablja znesek »1.400 tolarjev«;
- v prvem odstavku 685. člena tega zakona namesto zneska »16.000 eurov« uporablja znesek »4.000.000 tolarjev«, namesto zneska »62.000 eurov« pa znesek »15.000.000 tolarjev«;
- v drugem odstavku 685. člena tega zakona namesto zneska »1000 eurov« uporablja znesek »250.000 tolarjev«, namesto zneska »4000 eurov« pa znesek »1.000.000 tolarjev«;
- v prvem odstavku 686. člena tega zakona namesto zneskov »6000 eurov« in »40.000 eurov« uporabljata zneska »1.500.000 tolarjev« in »10.000.000 tolarjev«;
- v drugem odstavku 686. člena tega zakona namesto zneska »300 eurov« uporablja znesek »75.000 tolarjev«, namesto zneska »4.000 eurov« pa znesek »1.000.000 tolarjev«;
- v prvem odstavku 687. člena tega zakona namesto zneska »20.000

- in Article 170 of this Act the word “euros” shall be replaced by the word “tolars”;
- in Article 171 of this Act, the amount of “25,000 euros” shall be replaced by “6 million tolars”;
- in paragraph two of Article 172 of this Act, the amount of “1 euro” shall be replaced by “1,000 tolars”;
- in paragraph three of Article 172 of this Act, the amount of “1 euro” shall be replaced by “1,000 tolars”;
- in paragraph one of Article 233 and in paragraph two of Article 399 of this Act, the amount of “400,000 euros” shall be replaced by “100 million tolars”;
- in paragraphs two and four of Article 318, in paragraph one of Article 322, in paragraph one of Article 325 and in paragraph one of Article 328 of this Act, the amount of “400,000 euros” shall be replaced by “100 million tolars”;
- in paragraph one of Article 475 of this Act, the amount of “7,500 euros” shall be replaced by “2,100,000 tolars”, and the amount of “50 euros” shall be replaced by “14,000 tolars”;
- in paragraph four of Article 475 of this Act, the amount of “7,500 euros” shall be replaced by “1,100,000 tolars”;
- in paragraph four of Article 476 of this Act, the amount of “100,000 euros” shall be replaced by “14 million tolars”;
- in paragraph one of Article 506 of this Act, the amount of “50 euros” shall be replaced by “14,000 tolars”;
- in paragraph three of Article 605 of this Act, the amount of “25,000 euros” shall be replaced by “6 million tolars”;
- in paragraph one of Article 662 of this Act, the amount of “1 euro” shall be replaced by “1,400 tolars”;
- in paragraph one of Article 685 of this Act, the amount of “16,000 euros” shall be replaced by “4,000,000 tolars”, and the amount of “62,000 euros” shall be replaced by “15,000,000 tolars”;
- in paragraph two of Article 685 of this Act, the amount of “1,000 euros” shall be replaced by “250,000 tolars”, and the amount of “4,000 euros” shall be replaced by “1,000,000 tolars”;
- in paragraph one of Article 686 of this Act, the amounts of “6,000 euros” and “40,000 euros” shall be replaced by “1,500,000 tolars” and “10,000,000 tolars” respectively;
- in paragraph two of Article 686 of this Act, the amount of “300 euros” shall be replaced by “75,000 tolars”, and the amount of “4,000 euros” shall be replaced by “1,000,000 tolars”;
- in paragraph one of Article 687 of this Act, the amount of “20,000

eurov« uporablja znesek »5.000.000 tolarjev«, namesto zneska »62.000 eurov« pa znesek »15.000.000 tolarjev«;
- v drugem odstavku 687. člena tega zakona namesto zneska »6.000 eurov« uporablja znesek »1.500.000 tolarjev«, namesto zneska »40.000 eurov« pa znesek »10.000.000 tolarjev«;
- v prvem odstavku 688. člena tega zakona namesto zneska »600 eurov« uporablja znesek »150.000 tolarjev«, namesto zneska »1600 eurov« pa znesek »400.000 tolarjev«;
- v drugem odstavku 688. člena tega zakona namesto zneska »600 eurov« uporablja znesek »150.000 tolarjev«, namesto zneska »1200 eurov« pa znesek »300.000 tolarjev«;
- v 689. členu tega zakona namesto zneska »600 eurov« uporablja znesek »150.000 tolarjev« namesto zneska »1200 eurov« pa znesek »300.000 tolarjev«;
- v prvem odstavku 690. člena tega zakona namesto zneska »1600 eurov« uporablja znesek »400.000 tolarjev«, namesto zneska »3700 eurov« pa znesek »900.000 tolarjev«;
- v drugem odstavku 690. člena tega zakona namesto zneska »1000 eurov« uporablja znesek »240.000 tolarjev«, namesto »2000 eurov« pa znesek »480.000 tolarjev«;
- v tretjem odstavku 690. člena tega zakona namesto zneska »600 eurov« uporablja znesek »150.000 tolarjev«, namesto »1200 eurov« pa znesek »300.000 tolarjev« in
- v 691. členu tega zakona namesto zneska »600 eurov« uporablja znesek »150.000 tolarjev«, namesto zneska »1200 eurov« pa znesek »300.000 tolarjev«.

693. člen
(metoda preračuna nominalnih zneskov delnic in osnovnega kapitala delniških družb)

(1) Z dnem uvedbe eura se nominalni zneski delnic preračunajo iz tolarjev v eure na podlagi najmanjšega nominalnega zneska delnic s tečajem zamenjave, kot ga določa predpis Evropske Skupnosti, ki ga bo sprejel Svet Evropske Skupnosti v skladu s petim odstavkom 123. člena Pogodbe o ustanovitvi Evropske skupnosti (v nadaljnjem besedilu: tečaj zamenjave). Pridobljen znesek se v skladu z zakonom, ki ureja uvedbo eura, zaokroži na dve decimalni mesti. Izhajajoč iz tako preračunanega nominalnega zneska delnic, se višji nominalni zneski delnic izračunajo kot večkratniki tega zneska. Osnovni kapital je vsota tako izračunanih

euros” shall be replaced by “5,000,000 tolars”, and the amount of “62,000 euros” shall be replaced by “15,000,000 tolars”;
- in paragraph two of Article 687 of this Act, the amount of “6,000 euros” shall be replaced by “1,500,000 tolars”, and the amount of “40,000 euros” shall be replaced by “10,000,000 tolars”;
- in paragraph one of Article 688 of this Act, the amount of “600 euros” shall be replaced by “150 000 tolars”, and the amount of “1,600 euros” shall be replaced by “400,000 tolars”;
- in paragraph two of Article 688 of this Act, the amount of “600 euros” shall be replaced by “150,000 tolars”, and the amount of “1,200 euros” shall be replaced by “300,000 tolars”;
- in Article 689 of this Act, the amount of “600 euros” shall be replaced by “150,000 tolars”, and the amount of “1,200 euros” shall be replaced by “300,000 tolars”;
- in paragraph one of Article 690 of this Act, the amount of “1,600 euros” shall be replaced by “400,000 tolars”, and the amount of “3,700 euros” shall be replaced by “900,000 tolars”;
- in paragraph two of Article 690 of this Act, the amount of “1,000 euros” shall be replaced by “240,000 tolars”, and the amount of “2,000 euros” shall be replaced by “480,000 tolars”;
- in paragraph three of Article 690 of this Act, the amount of “600 euros” shall be replaced by “150,000 tolars”, and the amount of “1,200 euros” shall be replaced by “300,000 tolars”;
- in Article 691 of this Act, the amount of “600 euros” shall be replaced by “150,000 tolars”, and the amount of “1,200 euros” shall be replaced by “300,000 tolars”.

Article 693
(Method of conversion of the nominal value of shares and of the share capital of public limited companies)

(1) On the date of introduction of the euro, the nominal value of shares shall be converted from tolars to euros on the basis of the minimum nominal value of shares with the conversion rate laid down by a European Community provision and which is to be adopted by the Council of the European Community in compliance with paragraph five of Article 123 of the Treaty Establishing the European Community (hereinafter: the conversion rate). The sum thus obtained shall be rounded up or down to two decimals in compliance with the Act governing the introduction of the euro. On the basis of the nominal

nominalnih zneskov delnic. Medsebojna razmerja med pravicami, povezanimi z delnicami, in razmerja njihovih nominalnih zneskov do osnovnega kapitala ter razmerja glasovalnih pravic v delniški družbi se zaradi preračuna tolarjev v eure ne spremenijo. Razlike v zneskih, ki izhajajo iz preračunavanja, se prerazporedijo v kapitalske rezerve ali pa se pokrijejo najprej iz nevezanih rezerv iz dobička, nato iz zakonskih rezerv in drugih vezanih rezerv iz dobička ter nazadnje iz kapitalskih rezerv, morebitni še obstoječi primanjkljaj, pa se izkaže kot prenesena izguba.

(2) Z dnem uvedbe eura se osnovni kapital delniške družbe s kosovnimi delnicami preračuna s tečajem zamenjave.

694. člen
(preračun nominalnih zneskov delnic in osnovnega kapitala delniških družb)

(1) Za delniške družbe, ki so bile v register vpisane ali so vložile predlog za vpis ustanovitve v register do dneva uvedbe eura, ostaja v veljavi do tega dneva veljaven znesek osnovnega kapitala, dokler se zneski delnic in osnovnega kapitala ne uskladijo z zneski, ki veljajo od dneva uvedbe eura.

(2) Delnice družb iz prejšnjega odstavka, ki so bile izdane pred dnem uvedbe eura, se lahko tudi po dnevu uvedbe eura glasijo na zneske v tolarjih, kot jih določa 692. člen tega zakona, vendar se morajo ti zneski uporabljati enotno za vse delnice družbe.

(3) Skupščina delniške družbe, ki pred dnem uvedbe eura izvede prehod nominalnih zneskov delnic in osnovnega kapitala na euro po tečaju zamenjave, mora zneske v eurih uskladiti s tem zakonom. Ti sklepi skupščin se vpišejo v register šele z dnem uvedbe eura. Registrski organ zavrne vpis spremembe v register, če statut ni usklajen s tem zakonom.

amount of shares thus calculated, other higher nominal amounts of shares shall be calculated as a multiple of this amount. The share capital shall be the sum of nominal values of shares calculated by this method. Relations among rights derived from shares, relations among the shares' nominal value amounts and the share capital, and relations among voting rights in a public limited company shall in no way be altered because of the conversion of tolars to euros. Any differences in amounts resulting from the conversion shall be either transferred into capital surplus or shall be covered first from revenue reserves which have not been tied-up, then from legal reserves, other tied-up revenue reserves, and lastly from capital surplus; any remaining deficit shall be shown as loss brought forward.

(2) On the date of introduction of the euro, the share capital of a public limited company with no-par value shares shall be converted at the conversion rate.

Article 694
(Method of conversion of the nominal value of shares and of share capital of public limited companies)

(1) For public limited liability companies that have been entered in the register or have submitted a proposal to be entered in the register before the date of introduction of the euro, the amount of the relevant share capital valid on that date shall remain valid until the amounts of capital contributions and share capital have been reconciled with the amounts applicable from the date of introduction of the euro.

(2) The shares of companies referred to in the preceding paragraph that had been issued before the date of introduction of the euro may also be expressed in tolars after the date of introduction of the euro, in compliance with Article 692 of this Act; however, such expression shall be used in a uniform manner for all shares of a company.

(3) A general meeting of a public limited company that carries out the changeover of nominal amounts of shares and of share capital to the euro at the conversion rate before the date of introduction of the euro shall adjust such amounts in compliance with the provisions of this Act. Such resolutions of general meetings shall not be entered in the register before the date of introduction of the euro. The registration authority shall

(4) Skupščina delniške družbe, ki uvaja kosovne delnice pred dnem uvedbe eura ali pred določitvijo tečaja zamenjave, lahko hkrati pooblasti nadzorni svet ali upravni odbor, da v statutu vsebovane zneske osnovnega kapitala v tolarjih z dnem uvedbe eura preračuna v eure po tečaju zamenjave.

(5) Medsebojna razmerja med pravicami, povezanimi z delnicami, in razmerja njihovih nominalnih zneskov do osnovnega kapitala se s preračunom tolarja v euro brez soglasja prizadetih delničarjev ne smejo spremeniti.

(6) Če delniške družbe do dneva uvedbe eura ne izvedejo prehoda nominalnih zneskov svojih delnic in osnovnega kapitala na euro ali ne uvedejo kosovnih delnic, lahko v register vpišejo spremembe osnovnega kapitala le, če hkrati vpišejo tudi spremembo statuta, s katero izvedejo prehod nominalnih zneskov svojih delnic ali osnovnega kapitala na euro v skladu z določbami tega zakona.

(7) Za vpis podatkov, ki se nanašajo na uskladitev statuta zaradi uvedbe eura, v register, delniške družbe ne plačajo sodne takse.

695. člen
(postopek prehoda na euro delniških družb)

(1) O prehodu osnovnega kapitala in nominalnih zneskov delnic na euro odloča skupščina z navadno večino pri sprejemanju sklepa zastopanega osnovnega kapitala, ne glede na drugi odstavek 329. člena tega zakona ali statuta. Za prijavo in vpis prehoda na euro v register se ne uporabijo določbe tretjega stavka prvega odstavka in drugi odstavek 332. člena tega zakona.

reject the entry of a change in the register if the articles of association are not harmonised with this Act.

(4) A general meeting of a public limited company issuing no-par value shares before the date of introduction to the euro or before the day the conversion rate is fixed may authorise the supervisory board or the board of directors to convert the amounts of share capital in tolars in the articles of association to euro at the conversion rate on the date of introduction of the euro.

(5) Relations among rights derived from capital contributions, and the relations of their nominal amounts to the share capital shall not be altered because of the conversion of tolars to euros without the consent of the shareholders concerned.

(6) Public limited companies that fail to carry out conversion to the euro of nominal shares and of share capital or do not issue no-par value shares before the date of introduction of the euro shall only be authorised to enter changes of share capital in the register if they also simultaneously enter the amendments to the articles of association in the register which concern the conversion of the nominal value amounts of their shares and the share capital to euros pursuant to the provisions of this Act.

(7) Public limited companies shall not pay any court fees for entering data concerning the harmonisation of the articles of association in the register if such change is due to the changeover to the euro.

Article 695
(Procedure of changeover to the euro for public limited companies)

(1) Notwithstanding the provisions of paragraph two of Article 329 of this Act or the provisions of the Articles of association, the changeover to the euro of the share capital and of the nominal value of shares shall be decided by the general meeting by a simple majority of the share capital represented at the general meeting at the time of voting. The provisions of the third sentence of paragraph one and paragraph two of Article 332 of this Act shall not apply to the application for registration and entry in the register of the changeover to the euro.

(2) O povečanju osnovnega kapitala iz sredstev delniške družbe ali zmanjšanju osnovnega kapitala v obsegu, ki je potreben, da se nominalni zneski delnic glasijo na najbližji višji ali nižji cel euro, odloča skupščina z navadno večino pri sprejemanju sklepa zastopanega osnovnega kapitala, ne glede na določbo prvega stavka drugega odstavka 358. člena, prvega odstavka 333. člena in 372. člena tega zakona ali statuta, vendar mora biti pri sprejetju sklepa o zmanjšanju osnovnega kapitala zastopana najmanj polovica osnovnega kapitala. Enaka večina velja tudi za sklepe o ustrezni prilagoditvi odobrenega kapitala in razdelitvi delnic pri nespremenjenem osnovnem kapitalu, ki so povezani s spreminjanjem osnovnega kapitala.

(3) Povečanje osnovnega kapitala iz sredstev delniške družbe ali zmanjšanje osnovnega kapitala se lahko izvede s povečanjem ali zmanjšanjem nominalnega zneska delnic ali z novo porazdelitvijo nominalnih zneskov delnic. Z novo porazdelitvijo nominalnih zneskov delnic morajo soglašati tisti delničarji, ki so v celoti vplačali delnice in na katere ne odpadejo njihovemu deležu ustrezno celo število delnice ali odpade manjše število delnic kot prej. Za soglasje delničarjev se smiselno uporabljajo določbe 606. člena tega zakona.

(4) Delnice, izdane iz pogojnega kapitala po bilančnem presečnem dnevu zadnjega poslovnega leta, veljajo pri izračunu zneskov kapitalskega povečanja iz sredstev delniške družbe in pri sprejetju sprememb statuta za prehod na euro za izdane šele po njihovem vpisu v register. Delnice, ki so ali bodo izdane iz pogojnega kapitala, so udeležene pri spremembi nominalnih zneskov.

(5) Za povečanje osnovnega kapitala iz sredstev delniške družbe po drugem odstavku tega člena se lahko ne glede na določbe tretjega in desetega odstavka 64. in prvega odstavka 359. člena tega zakona v osnovni kapital pretvorijo tudi kapitalske rezerve in zakonske rezerve ter njihovo povečanje, čeprav skupaj ne presegajo desetine ali v statutu določenega višjega deleža dotedanjega osnovnega kapitala. Zneski, pridobljeni pri zmanjšanju osnovnega kapitala po drugem

(2) Notwithstanding the provisions of the first sentence of paragraph two of Article 358, of paragraph one of Article 333 and of Article 372 of this Act, or the provisions of the articles of association, the share capital increase by means of the company's own assets or share capital decrease in the amount necessary so that the nominal value of shares is defined in the nearest higher or lower euro unit without decimals shall be decided by the general meeting by a simple majority of the share capital represented at the general meeting at the time of voting; however, for the adoption of a resolution on the share capital decrease, at least half of the share capital shall be represented. The same majority shall be requested for deciding on adequate adjustment of the authorised share capital and on the distribution of shares in the case of unchanged share capital in relation to any changes of the share capital.

(3) The share capital increase by means of the company's own assets or share capital decrease shall be done by the increase or decrease of the nominal value of shares or by a new distribution of nominal values of shares. The new distribution of nominal values of shares shall be approved by those shareholders that have fully paid their shares and who as a result would not have the appropriate number of full shares in relation to their interest, or would have fewer shares than before. The provisions of Article 606 of this Act shall apply *mutatis mutandis* to such consent by shareholders.

(4) Shares issued from the conditional share capital after the balance sheet cut-off date of the latest financial year shall be considered, for the calculation of share capital increase by means of own assets and for the adoption of amendments to the articles of association concerning the changeover to the euro, as being issued after their entry in the register. Any shares which have been issued or will be issued from the conditional capital shall participate in the modification of nominal value amounts.

(5) Notwithstanding the provisions of paragraphs three and ten of Article 64 and of paragraph one of Article 359 of this Act, for the purpose of share capital increase by means of the company's own assets referred to in paragraph two of this Article, capital and legal reserves and corresponding increases may be converted into share capital even if their total share does not exceed either one tenth of the existing share capital or a higher proportion, as defined in the articles of association. Amounts

odstavku tega člena, se izkažejo v kapitalskih rezervah.

(6) Pri postopku prehoda na euro se ne uporablja določba drugega stavka prvega odstavka 244. člena tega zakona.

(7) Delnice se v postopku prehoda na euro zamenjajo z delnicami v nematerializirani obliki. Določbe tega zakona, ki se nanašajo na delniške listine oziroma delnice, ki so izdane kot pisne listine, se uporabljajo do uskladitve delnic z določbami 182. člena tega zakona. Ne glede na določbo 182. člena tega zakona so lahko do dne uvedbe eura delnice izražene tudi v materializirani obliki. Ne glede na določbe zakona, ki ureja nematerializirane vrednostne papirje, določi tarifo Klirinško depotne družbe za družbe, ki niso po drugih predpisih zavezane k izdaji nematerializiranih vrednostnih papirjev, vlada na predlog ministra, pristojnega za gospodarstvo in ATVP. **(delno prenehal veljati)**

(8) Za delniške družbe, ki bodo v letu 2006 na skupščinah za poslovno leto 2005 odločanju o uporabi bilančnega dobička in razrešnici pridružile tudi odločanje o prilagoditvi zneskov iz 171. in drugega odstavka 172. člena tega zakona na euro in o njihovi uskladitvi s tem zakonom, ne velja določba šestega stavka tretjega odstavka 294. člena tega zakona. Temu se smiselno prilagodi tudi uporaba določb 58. člena tega zakona o javni objavi.

696. člen
(metoda preračuna osnovnih vložkov in osnovnega vkapitala družb z omejeno odgovornostjo)

(1) Z dnem uvedbe eura se znesek osnovnega kapitala v tolarjih družb z omejeno odgovornostjo preračuna v eure po tečaju zamenjave. Pridobljen znesek se deli s številom 100 in se nato v skladu z zakonom, ki ureja uvedbo eura, zaokroži na dve decimalni mesti. S tem zneskom se pomnoži v odstotku izražen poslovni delež vsakega družbenika, s čimer se izračunajo osnovni vložki družbenikov v eurih. Osnovni kapital je vsota tako izračunanih osnovnih vložkov.

resulting from share capital reduction referred to in paragraph two of this Article shall be shown in capital surplus.

(6) The provision of the second sentence of paragraph one of Article 244 of this Act shall not apply to the procedure of changeover to the euro.

(7) In the procedure of changeover to the euro, shares shall be replaced by shares in dematerialised form. The provisions of this Act concerning share certificates and shares issued in the form of instruments in writing shall apply until the adjustment of shares to the provisions of Article 182 of this Act. Notwithstanding the provisions of Article 182 of this Act, shares may be in dematerialised form until the changeover to the euro. Notwithstanding the provisions of the Act governing dematerialised securities, the tariff of the Central Securities Clearing Corporation for companies not obliged to issue dematerialised securities shall be determined by the Government of the Republic of Slovenia on the proposal of the minister responsible for the economy and ATVP. **(Partially ceased to be in force)**.

(8) The provision of the sixth sentence of paragraph three of Article 294 of this Act shall not apply to public limited companies which shall deliberate on the appropriation of distributable profits at their general meetings held in 2006 for financial year 2005, on the discharge and on the adjustment of amounts referred to in Article 171 and paragraph two of Article 172 of this Act to the euro and their harmonisation with this Act. The provisions of Article 58 of this Article on publication shall apply *mutatis mutandis*.

Article 696
(Method of conversion of capital contributions and of share capital of limited liability companies)

(1) On the date of introduction of the euro, the amount of the share capital in tolars of limited liability companies shall be converted to euros at the conversion rate. The amount thus obtained shall be divided by 100 and rounded up or down to two decimals in compliance with the Act governing the introduction of the euro. The business interest of each shareholder expressed as a percentage shall then be multiplied by the amount thus obtained, and in this way the capital contributions of

(2) Medsebojna razmerja med pravicami, povezanimi z osnovnimi vložki, in razmerja njihovih nominalnih zneskov do osnovnega kapitala ter razmerja glasovalnih pravic v družbi se zaradi preračuna tolarjev v eure ne spremenijo.

(3) Razlike v zneskih, ki izhajajo iz preračunavanja, se prerazporedijo v kapitalske rezerve ali pa se pokrijejo najprej iz nevezanih rezerv iz dobička, nato iz zakonskih rezerv in drugih vezanih rezerv iz dobička ter nazadnje iz kapitalskih rezerv, morebitni še obstoječi primanjkljaj, pa se izkaže kot prenesena izguba.

697. člen
(preračun osnovnih vložkov in osnovnega kapitala družb z omejeno odgovornostjo)

(1) Za družbe z omejeno odgovornostjo, ki so bile v register vpisane ali so za vpis v register prijavljene do dne uvedbe eura, ostaja v veljavi do tega dne veljaven znesek osnovnega kapitala, dokler se zneski osnovnih vložkov in osnovnega kapitala ne uskladijo z zneski, ki veljajo od dne uvedbe eura.

(2) Osnovni vložki družb iz prejšnjega odstavka, ki so bili izdani pred dnem uvedbe eura, se lahko tudi po dnevu uvedbe eura glasijo na zneske v tolarjih, kot jih določa 692. člen tega zakona, vendar se morajo ti zneski uporabljati enotno za vse osnovne vložke družbe.

(3) Skupščina družbe z omejeno odgovornostjo se lahko pred dnem uvedbe eura odloči, da bo izvedla prehod osnovnih vložkov in osnovnega kapitala na euro na način iz prejšnjega člena, in hkrati pooblasti poslovodjo, da z dnem uvedbe eura v družbeni pogodbi vsebovane zneske v tolarjih nadomesti z zneski v eurih.

shareholders in euro shall be calculated. The share capital shall be the sum of thus calculated capital contributions.

(2) Relations among rights derived from capital contributions, and relations between their nominal value amounts and the share capital, as well as relations among voting rights shall in no way be altered because of the conversion of tolars to euros.

(3) Any differences in amounts resulting from the conversion shall be either transferred into capital surplus, or shall be covered first from revenue reserves which have not been tied-up, then from legal reserves and other tied-up revenue reserves and lastly from capital surplus; any remaining deficit shall be shown as loss brought forward.

Article 697
(Conversion of capital contributions and of share capital of limited liability companies)

(1) For limited liability companies that have been entered in the register or an application regarding their registration has been submitted before the date of introduction of the euro, the amount of the relevant share capital valid on that date shall remain valid until the amounts of capital contributions and share capital have been reconciled with the amounts applicable from the date of introduction of the euro.

(2) The capital contributions of companies referred to in the preceding paragraph that had been issued before the date of introduction of the euro may also be expressed in tolars after the date of introduction of the euro in compliance with Article 692 of this Act; however, such expression shall be used in a uniform manner for all capital contributions of a company.

(3) The general meeting of a limited liability company may decide before the date of introduction of the euro to carry out the changeover to the euro of capital contributions and of the share capital in the manner referred to in the preceding paragraph; at the same time, it shall authorise its manager to substitute, in the memorandum of association, the amounts in tolars with amounts in euros on the date of introduction of the euro.

(4) Medsebojna razmerja med pravicami, povezanimi z osnovnimi vložki, in njihovo razmerje do osnovnega kapitala se s preračunom tolarja v euro brez soglasja prizadetih družbenikov ne smejo spremeniti. Za soglasja družbenikov se smiselno uporabljajo določbe 606. člena tega zakona.

(5) Če družbe z omejeno odgovornostjo do dneva uvedbe eura ne izvedejo prehoda zneskov osnovnih vložkov in osnovnega kapitala, lahko v register vpišejo spremembe osnovnega kapitala le, če hkrati vpišejo tudi spremembo družbene pogodbe, s katero izvedejo prehod nominalnih zneskov svojih osnovnih vložkov in osnovnega kapitala na euro v skladu s tem zakonom.

(6) O prehodu osnovnih vložkov in osnovnega kapitala na euro odloča skupščina družbenikov z navadno večino, ne glede na določbo prvega odstavka 516. člena tega zakona. Za prijavo in vpis prehoda v register se ne uporabljajo določbe tretjega stavka četrtega odstavka 516. člena tega zakona. Če so ob sklepu o prehodu osnovnih vložkov in osnovnega kapitala na euro sprejeti še drugi ukrepi, zanje ne veljajo določbe o prehodu na euro.

(7) Spremembe družbene pogodbe, s katerimi družba z omejeno odgovornostjo izvede prehod na euro in ne spreminjajo dosedanjih razmerij, lahko skupščina sprejme z navadno večino glasov vseh družbenikov, ne glede na določbo prvega odstavka 516. člena tega zakona ali družbene pogodbe.

(8) Za prilagoditev zneskov iz prvega in četrtega odstavka 475. člena tega zakona družb z omejeno odgovornostjo se smiselno uporablja določba osmega odstavka 695. člena tega zakona.

(9) Za vpis podatkov, ki se nanašajo na uskladitev družbene pogodbe zaradi uvedbe eura, v register družbe z omejeno odgovornostjo ne plačajo sodne takse.

(4) Relations among rights derived from capital contributions, and their relations to the share capital shall not change because of the conversion of tolars to euros without the consent of the shareholders concerned. The provisions of Article 606 of this Act shall apply *mutatis mutandis* to such consent by shareholders.

(5) Limited liability companies that fail to carry out conversion to the euro of capital contributions and of share capital before the date of introduction of the euro shall only be authorised to register modifications of share capital in the case they simultaneously enter the amendments to the memorandum of association in the register which relate to the conversion of book-value amounts of their capital contributions and share capital to euros, pursuant to this Act.

(6) Notwithstanding the provisions of paragraph one of Article 516 of this Act, conversion to the euro of capital contributions and of share capital shall be decided by the general meeting by a simple majority. The provisions of the third sentence of paragraph four of Article 516 of this Act shall not apply to the application for registration and entry in the register of the conversion. Provisions on conversion to the euro shall not apply to any other resolutions adopted together with the resolution on the conversion of capital contributions and share capital to the euro.

(7) Notwithstanding the provisions of paragraph one of Article 516 of this Act or the provisions of the memorandum of association, the general meeting may adopt such amendments of the memorandum of association concerning the limited liability company's changeover to the euro which do alter existing relations, by a simple majority of all shareholders.

(8) The provisions of paragraph eight of Article 695 of this Act shall apply *mutatis mutandis* to the adjustment of limited liability companies' amounts referred to in paragraphs one and four of Article 475 of this Act.

(9) Limited liability companies shall not pay any court fees for entering data concerning amendments to the memorandum of association in the register if such amendments relate to the changeover to the euro.

698. člen
(rok izvedbe prehoda na euro)

(1) Družba mora uskladiti svoj statut ali družbeno pogodbo s prehodom na euro v skladu s tem zakonom najpozneje v dveh letih po dnevu uvedbe eura. **(delno se preneha uporabljati)**

(2) Družba z omejeno odgovornostjo, ki na dan uvedbe eura nima vplačanega osnovnega kapitala v višini 7500 eurov, kot to določa 475. člen tega zakona, mora vplačati osnovni kapital v tej višini najpozneje v enem leta od dneva uvedbe eura, sicer se njeni poslovni deleži ne smejo prenašati, razen v primerih dedovanja, delitve skupnega premoženja zakoncev ali v postopku izvršbe, in ne sme izplačevati dobička družbenikom.

(3) Investicijske družbe, katerih nominalni znesek delnic se na dan uveljavitve tega zakona glasi na manj kot 1000 tolarjev, lahko izvedejo prehod na euro s kosovnimi delnicami, katerih pripadajoč delež je nižji od 1 eura. Te investicijske družbe morajo prilagoditi pripadajoč delež kosovne delnice v skladu s tretjim odstavkom 172. člena tega zakona najkasneje do konca poslovnega leta, ki se začne v letu 2011.

699. člen
(druge uskladitve)

(1) Družbe iz desetega odstavka 54. člena tega zakona, pri katerih so na katerega od organiziranih trgov v državah članicah Evropske skupnosti uvrščeni samo dolžniški vrednostni papirji, kot jih določa zakon, ki ureja trg vrednostnih papirjev, prvič sestavijo računovodska poročila v skladu z mednarodnimi standardi računovodskega poročanja najpozneje za poslovno leto, ki se začne v letu 2007.

(2) Družbe iz enajstega odstavka 54. člena tega zakona prvič sestavijo računovodska poročila v skladu z mednarodnimi standardi računovodskega poročanja za poslovno leto, ki se začne v letu 2006.

Article 698
(Time limit for changeover to the euro)

(1) Companies shall harmonise their articles of association or memorandum of association to the changeover to the euro pursuant to this Act within two years of the date of introduction of the euro, at the latest. **(Partially ceased to be in force)**

(2) Any limited liability company which, on the date of introduction of the euro does not have paid-in share capital in the amount of EUR 7,000 in compliance with Article 475 of this Act shall have to pay-in the share capital in the said amount within one year of the introduction of the euro at the latest. If it fails to do so, it shall not be allowed to transfer its business interests, except in cases concerning inheritance, division of matrimonial property or proceedings in matters of claim enforcement, but it shall not pay profit to shareholders.

(3) Investment firms which, on the day of entry into force of this Act, have less than 1,000 tolars of nominal shares may change over to the euro by way of no-par value shares whose corresponding proportion is less than one euro. Such investment companies shall adjust the corresponding proportion of the no-par value share in compliance with paragraph three of Article 172 of this Act by the end of the financial year beginning in 2011, at the latest.

Article 699
(Other obligations)

(1) The companies referred to in paragraph ten of Article 54 of this Act, which have only debt securities as provided for by the Act governing the securities market quoted on any of the regulated security markets in EU Member States, shall draft their first financial reports in compliance with International Accounting Standards for the financial year beginning in 2007, at the latest.

(2) Companies referred to in paragraph eleven of Article 54 of this Act shall draft their first financial reports in compliance with International Accounting Standards for the financial year beginning in

(3) Banke prvič sestavijo računovodska poročila v skladu z mednarodnimi standardi računovodskega poročanja za poslovno leto, ki se začne v letu 2006.

(4) Zavarovalnice prvič sestavijo računovodska poročila v skladu z mednarodnimi standardi računovodskega poročanja za poslovno leto, ki se začne v letu 2007.

(5) Delniške družbe brez nadzornih svetov morajo uskladiti svoje delovanje z določbami tega zakona o organih delniške družbe v roku 18 mesecev po uveljavitvi tega zakona.

(6) Registrski organ mora v treh mesecih po uveljavitvi tega zakona AJPES izročiti pripadajočo dokumentacijo in prenesti celotno podatkovno zbirko v register vpisanih podjetnikov. AJPES vpiše te podjetnike v Poslovni register Slovenije.

(7) Član nadzornega sveta, ki je ob uveljavitvi tega zakona že član nadzornih svetov več ko treh družb, lahko opravlja to funkcijo najdlje do izteka mandatne dobe.

700. člen
(prehodne kazenske določbe)

(1) Z globo od 16.000 eurov do 62.000 eurov se za prekršek kaznuje družba, ki
- v poslovnem letu po roku, določenem v prvem odstavku 698. člena tega zakona, ne izvede potrebnih uskladitev v zvezi s prehodom na euro, ali
- v roku, določenem v šestem odstavku prejšnjega člena, ne uskladijo svojega delovanje z določbami tega zakona o organih delniške družbe.

(2) Z globo od 1000 eurov do 4000 eurov se za prekršek kaznuje tudi odgovorna oseba družbe, ki stori prekršek iz prejšnjega odstavka.

2006.

(3) Banks shall draft their first financial reports in compliance with International Accounting Standards for the financial year beginning in 2006.

(4) Insurance companies shall draft their first financial reports in compliance with International Accounting Standards for the financial year beginning in 2007.

(5) Public limited companies without supervisory boards shall harmonise their operations with the provisions of this Act on the bodies of public limited companies within 18 months of the entry into force of this Act.

(6) The registration authority shall, within three months of the entry into force of this Act, deliver to AJPES all relevant documents and transfer the entire database to the register of sole traders. AJPES shall enter these sole traders in the Business Register of Slovenia.

(7) A member of the supervisory board who at the moment of the entry into force of this Act is already a member of the supervisory board of more than three companies, shall carry out this function only until the end of their term of office.

Article 700
(Transitional penalty provisions)

(1) A company shall be fined from EUR 16,000 to EUR 62,000 for committing the minor offences of:
- failing to carry out the harmonisations necessary for changeover to the euro within the financial year following the time limit referred to in paragraph one of Article 698; or
- failing to harmonise its operations with the provisions of this Act on the bodies of public limited companies within the time limit referred to in paragraph six of the preceding Article.

(2) The liable person of the company who commits the minor offence referred to in the preceding paragraph shall be fined from EUR 1,000 to EUR 4,000.

701. člen
(uporaba drugih predpisov)

(1) Za kosovne delnice se glede vprašanj, ki niso urejena s tem zakonom, smiselno uporabljajo določbe predpisov o nominalnih delnicah, dokler ti predpisi ne bodo usklajeni s tem zakonom.

(2) Za upravni odbor se glede vprašanj, ki niso urejena s tem zakonom, smiselno uporabljajo določbe predpisov o upravi, nadzornem svetu in njunih članih, dokler ti predpisi ne bodo usklajeni s tem zakonom.

(3) Za izvršne direktorje, ki niso člani upravnega odbora, se glede vprašanj, ki niso urejena s tem zakonom, smiselno uporabljajo določbe predpisov o upravi in njenih članih, dokler ti predpisi ne bodo usklajeni s tem zakonom.

702. člen
(uporaba določb o poslovnih knjigah in letnem poročilu za leto 2006)

(1) Ne glede na določbe 708. člena tega zakona, se 73. člen in določbe Osmega poglavja I. dela tega zakona pričnejo uporabljati in se upoštevajo že pri vodenju poslovnih knjig in sestavi letnega poročila za poslovno leto, ki se začne v letu 2006.

(2) Podjetnik, ki želi v poslovnem letu 2006 ugotavljati davčno osnovo od dohodka, doseženega z opravljanjem dejavnosti, z upoštevanjem normiranih dohodkov, lahko ne glede določbe zakona, ki ureja davčni postopek, zahtevo za ugotavljanje davčne osnove z upoštevanjem normiranih odhodkov za poslovno leto 2006 prijavi Davčni upravi Republike Slovenije najkasneje v roku 30 dni od uveljavitve tega zakona. Ta zahteva, ki jo je podjetnik v skladu z zakonom, ki ureja davčni postopek, morebiti že posredoval pred uveljavitvijo tega zakona, se šteje za pravočasno po tem zakonu.

Article 701
(Application of other regulations)

(1) The provisions of regulations on nominal value shares shall apply *mutatis mutandis* to issues concerning no-par value shares that are not laid down by this Act, until such regulations are harmonised with this Act.

(2) Provisions relating to the management board and the supervisory board and their members shall apply *mutatis mutandis* to issues concerning the board of directors which are not laid down by this Act, until such regulations are harmonised with this Act.

(3) The provisions of regulations on the management board and the supervisory board and members of such boards shall apply *mutatis mutandis* to issues concerning executive directors that are not laid down by this Act, until such regulations are harmonised with this Act.

Article 702
(Application of provisions on books of account in the annual report for 2006)

(1) Notwithstanding the provisions of Article 708 of this Act, Article 73 and provisions of Chapter XIII of Part One of this Act shall apply and be taken into account for the keeping of books of account and the drafting of annual reports for the financial year beginning in 2006.

(2) A sole trader who, in financial year 2006, decides on tax base assessment by taking into consideration standardised expenses shall be allowed, notwithstanding the provisions of the Act governing the tax procedure, to file a request for tax base assessment by taking into consideration standardised expenses for financial year 2006 with the Tax Administration of the Republic of Slovenia not later than 30 days from the entry into force of this Act. Such request which has potentially already been filed by a sole trader in compliance with the Act governing the tax procedure before the entry into force of this Act, shall be considered to have been filed in due time according to this Act.

703. člen
(prenehal veljati)

704. člen
(roki za izdajo podzakonskih predpisov)

(1) Ministra, pristojna za gospodarstvo in za pravosodje, morata izdati predpis iz dvanajstega odstavka 58. člena tega zakona v treh mesecih od uveljavitve tega zakona.

(2) Minister, pristojen za gospodarstvo, mora izdati predpis ali predpise iz 74., 75. in 474. člena tega zakona v treh mesecih od uveljavitve tega zakona.

(3) Minister, pristojen za gospodarstvo mora izdati predpis, v katerem določi obrazce iz 474. in 523. člena tega zakona v šestih mesecih od uveljavitve tega zakona.

(4) Notarska zbornica mora v treh mesecih od uveljavitve tega zakona predložiti ministroma, pristojnima za gospodarstvo in za pravosodje, v soglasje predpis iz drugega odstavka 526. člena tega zakona. Ministra morata o soglasju odločiti v roku enega meseca od predložitve.

(5) Ministri, pristojni za gospodarstvo, za pravosodje in za finance, morajo izdati predpis iz sedmega odstavka 615. člena tega zakona v treh mesecih od uveljavitve tega zakona.

705. člen
(dokončanje postopkov začetih pred uveljavitvijo zakona)

Zadeve, glede katerih je postopek ob uveljavitvi tega zakona v teku oziroma, glede katerih je bila ob uveljavitvi tega zakona že vložena zahteva ali pravno sredstvo, se končajo po določbah Zakona o

Article 703
(Ceased to be in force)

Article 704
(Time limit for issuing implementing regulations)

(1) The ministers responsible for the economy and for justice shall issue the regulation referred to in paragraph twelve of Article 58 of this Act within three months of the date of entry into force of this Act.

(2) The minister responsible for the economy shall issue the regulation or regulations referred to in Articles 74, 75 and 474 of this Act within three months of the date of entry into force of this Act.

(3) The minister responsible for the economy shall issue a regulation defining the forms referred to in Articles 474 and 523 of this Act within six months of the date of entry into force of this Act.

(4) In order for the ministers responsible for the economy and justice to grant their consent to the regulation referred to in paragraph two of this Article, the chamber of notaries shall submit it to them within three months of the date of entry into force of this Act. The ministers shall decide on the granting of consent within one month of the date of submission.

(5) The ministers responsible for the economy, for justice and for finances shall issue the regulation referred to in paragraph seven of Article 615 of this Act within three months of the entry into force of this Act

Article 705
(Conclusion of proceedings initiated prior to the entry into force of this Act)

Matters that are subject to on-going proceedings on the date of the entry into force of this Act, and matters for which a request or a remedy had been filed prior to the entry into force of this Act, shall be

gospodarskih družbah (Uradni list RS, št. 15/05 – uradno prečiščeno besedilo).

706. člen
(imenovanje članov poravnalnega odbora izvedencev)

Ministri, pristojni za gospodarstvo, za pravosodje in za finance, morajo imenovati predsednika in člane poravnalnega odbora izvedencev ter njihove namestnike v treh mesecih od uveljavitve tega zakona. Predsednik in člani poravnalnega odbora izvedencev, ki so bili imenovani pred uveljavitvijo tega zakona, opravljajo svoje naloge do imenovanja novega predsednika in članov.

707. člen
(spremembe drugih predpisov)

(1) V 3. točki prvega odstavka 41.a člena Zakona o sodnem registru (Uradni list RS, št. 114/05 – uradno prečiščeno besedilo) se na koncu stavka pred vejico doda besedilo »ali na predpisanem obrazcu«.

(2) V Zakonu o prevzemih (Uradni list RS, št. 47/97 in 56/99) se črtajo četrti odstavek 2. člena in 67. do 79. člen.

(3) V 1. členu Zakona o revidiranju (Uradni list RS, št. 11/01) se besedilo »s slovenskimi računovodskimi standardi« nadomesti z besedilom »z računovodskimi standardi kot jih določa zakon, ki ureja gospodarske družbe«.

708. člen
(razveljavitev predpisov)

(1) Z dnem uveljavitve tega zakona preneha veljati Zakon o gospodarskih družbah (Uradni list RS, št. 30/93, 29/94, 82/94, 20/98,

completed in compliance with the provisions of the Companies Act (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 15/05 – official consolidated text).

Article 706
(Appointment of members of the settlement board)

The ministers responsible for the economy, for justice and for finances, shall appoint the president and the members of the settlement board of experts and their deputies within three months of the entry into force of this Act. The president and members of the settlement board of experts that had been appointed before the entry into force of this Act shall perform their tasks until the appointment of the new president and members.

Article 707
(Amendments of other regulations)

(1) At the end of the sentence in point 3 of paragraph one of Article 41a of the Court Register of Legal Entities Act (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 114/05 – official consolidated text) before the comma the following words shall be inserted: “or on the prescribed form”.

(2) In the Takeovers Act (Official Gazette of the Republic of Slovenia [*Uradni list RS*], Nos 47/97 and 56/99) paragraph four of Article 2 and Articles 67 to 79 shall be deleted.

(3) In Article 1 of the Auditing Act (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 11/10) the words “by the Slovenian Accounting Standards” shall be replaced by the words “by the accounting standards provided for by the Act governing companies”.

Article 708
(Abrogation of regulations)

(1) As of the date of entry into force of this Act, the Companies Act (Official Gazette of the Republic of Slovenia [*Uradni list RS*], Nos

84/98, 6/99, 54/99 – ZFPPod, 31/00 – ZP-L, 36/00 – ZPDZC, 45/01, 59/01 – popr., 93/02 – odločba US, 57/04 in 139/04).

(2) Z dnem uveljavitve tega zakona prenehajo veljati podzakonski predpisi:

- Pravilnik o načinu in postopku vpisa ter vodenja podatkov o samostojnih podjetnikih posameznikih v Poslovnem registru Slovenije (Uradni list RS, št. 62/05),
- Pravilnik o načinu predložitve letnih poročil gospodarskih družb in samostojnih podjetnikov posameznikov, o načinu javne objave letnih poročil in o načinu obveščanja registrskega sodišča o javni objavi letnih poročil (Uradni list RS, št. 42/05),
- Pravilnik o overitvi in vodenju knjige sklepov enoosebne družbe z omejeno odgovornostjo (Uradni list RS, št. 96/01), in
- Odredba o merilih za določanje nagrade članom poravnalnega odbora izvedencev (Uradni list RS, št. 10/02).

(3) Podzakonski predpisi iz prejšnjega odstavka se uporabljajo do izdaje novih predpisov, če niso v nasprotju s tem zakonom.

709. člen
(začetek veljavnosti)

Ta zakon začne veljati petnajsti dan po objavi v Uradnem listu Republike Slovenije.

30/93, 29/94, 82/94, 20/98, 84/98, 6/99, 54/99 - ZFPPod, 31/00 – ZP-L, 36/00 - ZPDZC, 45/01, 59/01 – corr., 93/02 – Dec. of the CC, 57/04 and 139/04) shall cease to be in force .

(2) As of the date of the entry into force of this Act, the following implementing regulations shall cease to be in force:

- Rules on the method and procedure of entry and management of data on sole traders in the Business Register of Slovenia (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 62/05),
- Rules on the method of submitting annual reports by companies and sole traders, on the method of publishing annual reports and the method of notification of the registration court on the publishing of annual reports (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 42/05),
- Rules on verification and keeping of the book of regulations by a single-person company with limited liability (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 96/01), and
- Order on criteria determining remuneration to the members of the Settlement Board of Experts (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 10/02).

(3) The implementing regulations referred to in the preceding paragraph shall apply pending the issuing of new regulations, provided they do not contravene this Act.

Article 709
(Entry into force)

This Act shall enter into force on the fifteenth day following its publication in the Official Gazette of the Republic of Slovenia.