



OTP Bank Group

Market: Slovenia

Date: 27th July 2023

Category: GSS Announcements

Amendment to the Companies Act

In the Official Gazette, published on 10 July 2023, amendments to the Companies Act (ZGD-1L) were published.

In order to ensure digitized and simple operation in the local markets, the European Union has adopted several directives that form a set of updated rules in the field of European company law.

Amendment ZGD-1L transposes:

- Directive 2019/1151 on the amendment of Directive (EU) 2017/1132 regarding the use of digital tools and processes in the company law (digitalization directive) and
- Directive (EU) 2019/2121 on the amendment of Directive (EU) 2017/1132 on cross-border conversions, mergers and divisions (Mobility Directive).

Beside other amendments, the amended ZGD-1L also introduces the possibility of holding a virtual general meeting without the physical presence of shareholders, their proxies and other persons. A virtual general meeting will only be possible if it is provided for in the company's articles of association and if the following conditions are met:

- (i) the company will have to ensure transmission of image and tone in real-time for the entire general meeting;
- (ii) the company will have to ensure the conditions for the identification of shareholders or their proxies;
- (iii) the possibility for shareholders or their proxies to vote at the general meeting using electronic means and the conditions for secure electronic communication will have to be established; and

Disclaimer:

Disclaimer: Any information relating to one or more financial instruments (equities, UCITS shares, etc.) is only given as an indication, even where it has been established using professional information sources. This information which is purely indicative, and which has no contractual value is subject to modification at any time, including as a result of changes occurring with respect to market conditions. This document does not constitute and shall under no circumstances be considered in whole or in part as, an offer, a solicitation, advice, or a recommendation from Nova KBM d.d. to purchase, subscribe for or sell any financial instruments or financial service. Nova KBM d.d. shall not be liable as regards any decisions made upon the information and any consequences thereof. Nova KBM d.d. assumes no liability for the timeliness, correctness, or completeness of this information. Nova KBM shall not be liable for losses or damages (including subsequent or indirect damages or lost profits) arising from or in reliance upon the whole or any part of the content of this information.



Global Securities Services

NewsFlash



- (iv) the possibility to exercise the shareholders' right to information under 305. Article of ZGD-1 by electronic means.

In relation to the virtual general meeting, the Act also anticipates the potential inconveniences of digitization and thus contains a specific provision which provides that a challenge to a resolution of a general meeting cannot be based on a breach of the shareholders' rights resulting from technical interference in the use of technical means at the virtual general meeting, unless the technical interference is the result of gross negligence or willful misconduct of the person in charge of the company for which the meeting was held. For limited liability companies, it will now also be possible to hold a general meeting by telephone or by image and tone transmission, provided that all the members conclude that in a written declaration. It will also be possible to convene a general meeting by electronic means.

Impact: Legal regulation of virtual assemblies

Required actions: No action required from clients

Application date: July 10, 2023

Nova KBM d.d.

Ulica Vita Kraigherja 4, SI-2000 Maribor
www.nkbm.si

Your OTP GSS contact:

Vesna Grgič
vgrgic@nkbm.si
Tel: +386 2 2292335

Disclaimer:

Disclaimer: Any information relating to one or more financial instruments (equities, UCITS shares, etc.) is only given as an indication, even where it has been established using professional information sources. This information which is purely indicative, and which has no contractual value is subject to modification at any time, including as a result of changes occurring with respect to market conditions. This document does not constitute and shall under no circumstances be considered in whole or in part as, an offer, a solicitation, advice, or a recommendation from Nova KBM d.d. to purchase, subscribe for or sell any financial instruments or financial service. Nova KBM d.d. shall not be liable as regards any decisions made upon the information and any consequences thereof. Nova KBM d.d. assumes no liability for the timeliness, correctness, or completeness of this information. Nova KBM shall not be liable for losses or damages (including subsequent or indirect damages or lost profits) arising from or in reliance upon the whole or any part of the content of this information.