

<p>Pursuant to the Slovenian Companies' Act and provision of Article 17 of the Articles of Association of the company CVS MOBILE, informacijske rešitve, d.d., the Management Board hereby convenes the</p> <p><b>General Meeting of Shareholders of CVS MOBILE, informacijske rešitve, d.d.,</b></p> <p>which will be held on Tuesday, 7<sup>th</sup> of November 2023, at 10 a.m. at the Company's headquarters (Ulica Gradnikove brigade 11, Ljubljana), with the following agenda</p> <p><b>1. Opening of the general meeting of shareholders and election of the working bodies</b></p> <p>The proposed resolution:</p> <p>Lawyer Marko Šušmelj is appointed chairman of the general meeting of shareholders, Valter Grilanc and Tjaša Avsec are appointed vote counters. The general meeting of shareholders is attended by the notary public Mr. Miha Tratnik from Ljubljana.</p>	<p>Na podlagi Zakona o gospodarskih družbah (ZGD-1) in na podlagi določil 17. člena Statuta družbe CVS MOBILE, informacijske rešitve, d.d., uprava sklicuje</p> <p><b>Skupščino delničarjev družbe CVS MOBILE, informacijske rešitve, d.d.,</b></p> <p>ki bo potekala v torek, 7. 11. 2023, ob 10 uri, na sedežu družbe, na sedežu družbe (Ulica Gradnikove brigade 11, Ljubljana), z naslednjim dnevnim redom</p> <p><b>1. Otvoritev skupščine, ugotovitev sklepčnosti in izvolitev organov skupščine</b></p> <p>1.1 Predlog sklepa:</p> <p>Ugotovi se sklepčnost skupščine. Za predsednika skupščine se izvoli odvetnik Marko Šušmelj, za preštevalca glasov Valter Grilanc in Tjaša Avsec. Ugotovi se prisotnost notarja Mihe Tratnika iz Ljubljane.</p>
<p><b>2. Amendments to the Articles of the Association</b></p> <p>2.1. The proposed resolution</p> <p>2nd Paragraph of Article 23 of Articles of Association is amended to read as follows:          "The manner of representation of the members of the Management Board shall be determined by the Supervisory Board, which may determine that the members of the Management Board, represent the company individually or jointly which means at least two members of the Management Board";</p> <p>4th Paragraph of Article 23 of Articles of Association is amended to read as follows:          "The Management Board shall need a prior written consent of the Supervisory Board for the following transactions:</p> <p>- sale of any real estate owned by the company,</p>	<p><b>2. Sprememba statuta</b></p> <p>2.1 Predlog sklepa:</p> <p>Drugi odstavek 23. člena Statuta družbe se spremeni tako, da po novem glasi:</p> <p>»Način zastopanja članov uprave določi nadzorni svet, kateri lahko določi, da so za zastopanje pooblašteni člani uprave posamično ali skupaj vsaj dva člana uprave.«</p> <p>Četrti odstavek 23. člena Statuta družbe se spremeni tako, da po novem glasi:</p> <p>"Za sklenitev naslednjih poslov uprava potrebuje predhodno pisno soglasje nadzornega sveta:</p> <p>- prodajo katere koli nepremičnine, ki je v lasti družbe,</p>

- disposal of any fixed assets of the company with book value in excess of EUR 50,000.00, except sale of assets to other Group Companies in the ordinary course of business,
- acquisition (by direct sale or lease) of any fixed or intangible assets (including intellectual property rights) with acquisition value in excess of EUR 50,000.00,
- altering any employment policies (such as collective labor agreements or agreements with trade unions),
- entering into any loan agreement with a third party finance provider, except for bank guarantees in the ordinary course of business up to the amount of EUR 20,000.00 per issued one or more guarantees for the same or related transactions,
- granting of non-intragroup loan by the company, unless the total aggregate amount of non-intragroup loans outstanding at any time does not exceed EUR 50,000.00,
- establishment and/or winding-up of any branch or subsidiary of the company,
- transactions involving any director or their related parties,
- creation of any encumbrance by the company over any of its assets, except for providing bills of exchange as security for leasing agreements, if the total aggregate amount of bills of exchange outstanding (or amounts in the statements of the company relating to filling out bianco bills of exchange) at any time does not exceed EUR 20,000.00.

### 3. Appointment of the Auditor

#### 3.1. Proposed resolution

The existing audit contract with Ernst & Young d.o.o. will be terminated and PricewaterhouseCoopers (PwC) d.o.o., with its seat in Ljubljana shall be appointed as the Company's auditor for the financial years 2023 (two thousand and twenty-three), 2024 (two thousand and twenty-four) and 2025 (two thousand and twenty-five).

- odtujitev osnovnih sredstev družbe, katerih knjigovodska vrednost presega 50.000,00 EUR (petdesettisoč evrov 00/100), z izjemo prodaje sredstev drugim družbam skupine v običajnem teku poslovanja,
- pridobitev (z neposredno prodajo ali najemom/zakupom) katerega koli osnovnega ali neopredmetenega sredstva (vključno s pravicami intelektualne lastnine), z nabavno vrednostjo nad 50.000,00 EUR (petdesettisoč evrov 00/100),
- spremembo katere koli politike zaposlovanja (kot so kolektivne pogodbe o delu ali sporazumi s sindikati),
- sklenitev kakršne koli posojilne pogodbe s tretjim ponudnikom financiranja, razen bančnih garancij v rednem teku poslovanja do zneska 20.000,00 EUR (dvajsettisoč evrov 00/100) na izdano eno ali več bančnih garancij za iste ali povezane transakcije,
- odobritev kakršnega koli posojila izven skupine s strani družbe, razen če skupni skupni znesek neporavnanih posojil izven skupine kadar koli ne presega 50.000,00 EUR (petdesettisoč evrov 00/100),
- ustanovitev in/ali zaprtje katere koli podružnice ali odvisne družbe,
- transakcije, ki vključujejo katerega koli direktorja ali z njimi povezane osebe,
- ustanovitev kakršnega koli bremena s strani družbe na katerem koli njenem premoženju, razen za zagotovitev menic kot zavarovanja za lizinske pogodbe, če je skupni znesek neporavnanih menic (ali zneski v izkazih družbe v zvezi z izpolnjevanjem bianco menic) kadar koli ne presega 20.000,00 EUR (dvajsettisoč evrov 00/100).«

### 3. Imenovanje revizorja

#### 3.1. Predlog sklepa

Obstoječa pogodba o revidiranju z družbo Ernst & Young d.o.o. se prekine in za revizorja družbe za poslovna leta 2023 (dva tisoč triindvajset), 2024 (dva tisoč štiriindvajset) in 2025 (dva tisoč petindvajset) se imenuje družba PricewaterhouseCoopers (PwC) d.o.o., s sedežem v Ljubljani.

## Shareholder information

Access to general meeting materials, to proposed resolutions with explanations and to information relating to the general meeting:

The proposer of the resolution under agenda item 3 is the supervisory board; the joint proposers of the remaining resolutions are the supervisory and management boards.

The notice of the general meeting, including the agenda, is published on the AJPES website (<http://www.ajpes.si>).

The general meeting materials are available at the Company's registered office in Ljubljana, Gradnikove brigade 11, every working day between 9am and 11am from the day of the general meeting notice to the day of the general meeting.

## Requests and proposals by shareholders

Shareholders holding 1/20 or more of the Company's share capital are entitled to place items on the agenda by written request within seven days of the publication of the notice of the general meeting. The request must include a written proposed resolution to be decided by the general meeting, or, if no resolution is decided on under an agenda item, an explanation to the agenda item. Pursuant to article 298, paragraph 3, of ZGD-1, the management board will publish any additional agenda items that shareholders will send to the Company no later than seven days after the publication of the notice of the general meeting. Requests for placing items on the agenda may be sent by email to [info@cvs-mobile.com](mailto:info@cvs-mobile.com).

Shareholders are entitled to add written proposed resolutions and voting proposals to each agenda item. The management board will publish, in the same manner as the notice of the general meeting, any shareholder

## Informacije za delničarje

Dostop do gradiva za skupščino, predlogov sklepov z obrazložitvijo in informacij v zvezi s skupščino:

Predlagatelj sklepa pod 3. točko dnevnega reda je nadzorni svet, predlagatelja ostalih sklepov pa nadzorni svet in uprava skupaj.

Sklic skupščine z dnevnim redom se objavi na spletni strani AJPES (<http://www.ajpes.si>).

Gradivo za skupščino je na vpogled delničarjem družbe na sedežu družbe v Ljubljani, Gradnikove brigade 11, vsak delovni dan od dneva objave sklica do dneva zasedanja skupščine, od 9. do 11. ure.

## Zahteve in predlogi delničarjev

Delničarji, katerih deleži dosegajo dvajsetino osnovnega kapitala, lahko sedem dni po objavi sklica skupščine pisno zahtevajo dodatno točko dnevnega reda. Zahtevi morajo v pisni obliki predložiti predlog sklepa, o katerem naj skupščina odloča, ali če skupščina pri posamezni točki ne sprejema sklepa, obrazložitev točke dnevnega reda. Uprava družbe bo v skladu s tretjim odstavkom 298. člena ZGD-1 objavila tiste dodatne točke dnevnega reda, glede katerih bodo delničarji zahteve poslali družbi najpozneje sedem dni po objavi tega sklica skupščine. Delničarji lahko zahteve za dodatne točke dnevnega reda sporočijo tudi po elektronski pošti na elektronski naslov [info@cvs-mobile.com](mailto:info@cvs-mobile.com).

Delničarji lahko k vsaki točki dnevnega reda v pisni obliki dajejo pisne predloge sklepov in volilne predloge. Uprava bo na enak način kot ta sklic skupščine objavila tiste predloge delničarjev, ki bodo poslani družbi v sedmih dneh po objavi tega sklica skupščine, ki bodo razumno

proposal if sent to the Company within seven days of the notice of the general meeting, provided that it is reasonably substantiated and in relation to which the proposing shareholder advises that the shareholder will object to the resolution proposed by the management board or the supervisory board at the general meeting and induce other shareholders to vote for the shareholder's proposal. Pursuant to article 301 of ZGD-1, shareholders are not required to explain their voting proposals. Any shareholder proposal will be published and advised pursuant to article 296 of ZGD-1, if sent to the Company reasonably substantiated within seven days of the publication of the notice of the general meeting. Proposed resolutions and voting proposals may be sent by email to the Company at [info@cvs-mobile.com](mailto:info@cvs-mobile.com).

#### **Shareholders' right to be informed**

Shareholders are entitled to put questions to the general meeting and request information on the Company's affairs required to decide on agenda items, and they are entitled to exercise their right to be informed in accordance with article 305, paragraph 1, of ZGD-1.

#### **Conditions for attendance at the general meeting and for exercising voting rights**

To attend the general meeting and exercise voting rights, shareholders must send the Company a registration in written form no later than by the end of the fourth day prior to the session of the general meeting and must be registered holders of shares listed in the central register of book-entry securities at the end of the seventh day prior to the general meeting session. Registration in written form must be sent to the following address: CVS MOBILE, informacijske rešitve, d.d., Ulica Gradnikove brigade 11, 1000 Ljubljana, Slovenia. Registration forms may also be emailed to the Company at [info@cvs-mobile.com](mailto:info@cvs-mobile.com).

Registration in written form, requests for placing items on the agenda, proposed resolutions and voting proposals emailed to the Company must be sent as a scanned document, including a handwritten signature of the

utemeljeni in za katere bo delničar predlagatelj pri tem sporočil, da bo na skupščini ugovarjal predlogu uprave ali nadzornega sveta in da bo druge delničarje pripravil do tega, da bodo glasovali za njegov predlog. Predloga o volitvah delničarju v skladu s 301. členom ZGD-1 ni treba utemeljiti. Predlog delničarja se objavi in sporoči na način iz 296. člena ZGD-1 le, če je delničar v sedmih dneh po objavi sklica skupščine poslal družbi razumno utemeljen predlog. Delničarji lahko predloge sklepov in volilne predloge družbi sporočijo tudi po elektronski pošti na elektronski naslov [info@cvs-mobile.com](mailto:info@cvs-mobile.com).

#### **Delničarjeva pravica do obveščenosti**

Delničarji lahko na skupščini postavljajo vprašanja in zahtevajo podatke o zadevah družbe, če so potrebni za presojo dnevnega reda ter izvršujejo svojo pravico do obveščenosti v skladu s 1. odstavkom 305. člena ZGD-1.

#### **Pogoji za udeležbo na skupščini in uresničevanje glasovalne pravice**

Skupščine se lahko udeležijo in na njej uresničujejo glasovalne pravice samo tisti delničarji, ki družbi prijavijo svojo udeležbo najpozneje konec četrtega dne pred skupščino in ki so kot imetniki delnic vpisani v centralni register nematerializiranih vrednostnih papirjev konec sedmega dne pred zasedanjem skupščine. Prijava se pošlje po pošti na naslov CVS MOBILE, informacijske rešitve, d.d., Ulica Gradnikove brigade 11, 1000 Ljubljana, Slovenija. Delničarji lahko oddajo prijavo tudi po elektronski pošti na elektronski naslov [info@cvs-mobile.com](mailto:info@cvs-mobile.com).

Prijave, zahteve za dodatno točko dnevnega reda in predlogi sklepov ter volilni predlogi, ki se družbi sporočijo po elektronski pošti, morajo biti posredovani v skenirani obliki kot priponka, vsebovati pa morajo lastnoročni podpis fizične osebe, pri pravnih osebah pa lastnoročni

natural person; for legal entities, documents must include a handwritten signature of the legal representative with the stamp of the legal entity or seal, if used. The Company has the right to request personal identification of shareholders or proxies who have sent registration forms, requests or proposals by email and to verify the authenticity of their signatures.

All shareholders entitled to attend the general meeting are entitled to appoint proxies to attend on their behalf and exercise their voting rights. The proxy appointment must be issued in writing and must be submitted to the Company, where it will be deposited. Power of attorney for proxy may be emailed to the Company at [info@cvs-mobile.com](mailto:info@cvs-mobile.com) (as a scanned document attached to the email). Natural persons must include a handwritten signature. Legal entities must include a handwritten signature of the legal representative with the stamp or seal of the legal entity, if used. The Company has the right to request personal identification of shareholders (proxy givers) who have sent a proxy appointment by email and to verify the authenticity of signatures. A proxy appointment may be revoked in the same manner as given up until the day of the general meeting.

Shareholders and/or their legal representatives or proxies must provide personal identification and a written proxy appointment upon request; legal representatives must also provide a regular extract from the register of companies.

An intermediary (such as holders of fiduciary accounts in respect of shares not belonging to them, and other persons exercising voting rights on behalf of a shareholder by proxy as their activity) may exercise or entrust the exercise of voting rights for shares not belonging to them, only if authorized to do so in writing by the shareholder. The intermediary must ensure the verifiability of the authorization. The intermediary shall submit a power of attorney to the company if they attend the General Meeting in the name and on behalf of the shareholder and exercise voting rights.

The standardised messages regarding the exercise of shareholders' rights at the General Meeting that the

podpis zastopnika in žig oziroma pečat pravne osebe, če ga uporablja. Družba ima pravico do preveritve identitete delničarja oziroma pooblastitelja, ki posreduje prijavo, zahtevo ali predlog po elektronski pošti ter avtentičnosti njegovega podpisa.

Vsak delničar, ki ima pravico do udeležbe na skupščini, lahko imenuje pooblaščenca, da se v njegovem imenu udeleži skupščine in uresničuje njegovo glasovalno pravico. Pooblastilo mora biti pisno in ga je treba predložiti družbi, kjer ostane shranjeno. Pooblastilo je lahko posredovano družbi tudi po elektronski pošti na elektronski naslov [info@cvs-mobile.com](mailto:info@cvs-mobile.com), in sicer v skenirani obliki kot priponka, vsebovati pa mora lastnoročni podpis fizične osebe, pri pravnih osebah pa lastnoročni podpis zastopnika in žig oziroma pečat pravne osebe, če ga uporablja. Družba ima pravico do preveritve identitete delničarja oziroma pooblastitelja, ki posreduje pooblastilo po elektronski pošti, ter avtentičnosti njegovega podpisa. Delničarji lahko pooblastilo na enak način, kot so ga podali, do dneva skupščine kadarkoli prekličajo.

Delničarji oziroma njihovi zastopniki ali pooblaščenca se morajo na zahtevo izkazati z osebnim dokumentom, pisnim pooblastilom, zakoniti zastopnik pa tudi z rednim izpisom iz sodnega registra.

Posrednik (kot so imetniki fiduciarnih računov glede delnic, ki jim ne pripadajo in druge osebe, ki uresničujejo glasovalno pravico v imenu delničarja na podlagi pooblastila kot svojo dejavnost) sme uresničevati ali poveriti uresničevanje glasovalne pravice za delnice, ki mu ne pripadajo, le, če je za to pisno pooblaščen s strani delničarja. Posrednik mora zagotoviti preverljivost pooblastila. Posrednik predloži družbi pooblastilo, če se v imenu in za račun delničarja udeleži skupščine in uresničuje glasovalne pravice.

Upoštevana bodo tudi standardizirana sporočila glede izvrševanja delničarskih pravic na skupščini, ki jih bo družba prejela od KDD in ki jih bo KDD pred tem prejela po posredniški verigi. Pod pojmom »upoštevanje« razumemo

Company will receive from the KDD and that the KDD will have previously received through the intermediary chain will also be taken into account. The term "taking into account" is understood to mean the recognition of the communications as the relevant notices of the General Meeting and their recognition as the relevant proxies for the proxies named therein.

Shareholders are requested to register upon arrival, a minimum of 10 minutes prior to the beginning of the session, by signing an attendance.

CVS MOBILE, informacijske rešitve, d.d.

priznavanje sporočil kot ustreznih prijav na skupščino ter njihovo priznavanje kot ustreznih pooblastil za pooblaščenca, ki so v njih navedeni.

Vljudno prosimo udeležence, da se ob prihodu na skupščino evidentirajo v sprejemni pisarni, in sicer 10 minut pred začetkom zasedanja, kjer bodo s podpisom na seznamu prisotnih delničarjev potrdili svojo prisotnost.

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