

**Akt o ustanovitvi družbe z omejeno
odgovornostjo**

**Act of Foundation of a Limited Liability
Company**

**TIK d.o.o., proizvodnja medicinskih
pripomočkov**

**TIK d.o.o., proizvodnja medicinskih
pripomočkov**

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Uvodne določbe

Introductory provisions

1. člen

Article 1

1.1 **PLASTIFLEX GROUP**, družba, ustanovljena v skladu z zakonodajo Belgije, s poslovnim naslovom Buntjesstraat 13, 3583 Beringen, Belgija, vpisana v slovenski davčni register pod številko 74660128 (**»edini družbenik«**) sprejema akt o ustanovitvi (**»Akt o ustanovitvi«**) družbe z omejeno odgovornostjo TIK d.o.o., proizvodnja medicinskih pripomočkov (**»družba«**).

1.1 **PLASTIFLEX GROUP**, a company established under the laws of Belgium, with its business address at Buntjesstraat 13, 3583 Beringen, Belgium, registered with the Slovenian tax register under number 74660128 (**»sole shareholder«**) hereby adopts this Act of Foundation (**»Act of Foundation«**) of limited liability company TIK d.o.o., proizvodnja medicinskih pripomočkov (**»Company«**).

1.2 Družba je ustanovljena za nedoločen čas.

1.2 The Company has been established for an indefinite period.

2. člen

Article 2

(firma in skrajšana firma družbe)

**(Name and abbreviated name of the
Company)**

2.1 Firma družbe se glasi: TIK d.o.o., proizvodnja medicinskih pripomočkov

2.1 The name of the Company shall read: TIK d.o.o., proizvodnja medicinskih pripomočkov

2.2 Skrajšana firma družbe se glasi: TIK d.o.o.

2.2 The abbreviated company name of the Company shall read: TIK d.o.o.

**3. člen
(sedež družbe)**

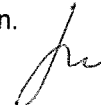
**Article 3
(Seat of the Company)**

3.1 Sedež družbe je v Kobaridu.

3.1 The seat of the Company is in Kobarid.

3.2 Poslovni naslov družbe določi in lahko tudi spremeni poslovodstvo družbe s sklepom, ne da bi moral edini družbenik za to spreminjati Akt o ustanovitvi.

3.2 The management of the Company determines and may change the exact business address with a resolution, without the sole shareholder having to change this Act of Foundation.



3.3 Družba lahko v skladu z zakonom ustanavlja podružnice družbe na celotnem območju Slovenije in v tujini.

3.3 The Company may establish branch offices in the territory of Slovenia and abroad in accordance with the law.

4. člen
(dejavnost družbe)

Article 4
(Activities of the Company)

4.1 Družba opravlja gospodarsko dejavnost v okviru dejavnosti, kot so določene v tem Aktu o ustanovitvi.

4.1 The Company performs its economic activity within the scope of the activities as they are defined in this Act of Foundation.

4.2 Glavna dejavnost družbe je, skladno s slovensko Standardno klasifikacijo dejavnosti 2025 (SKD 2025): 32.500 Proizvodnja medicinskih instrumentov, naprav in pripomočkov.

4.2 The main activity of the Company shall be, in accordance with the Slovenian Standard classification of activities (SKD 2025): 32.500 Manufacture of medical and dental instruments and supplies.

4.3 Poleg glavne dejavnosti družba opravlja zlasti naslednje dodatne dejavnosti skladno s Standardno klasifikacijo dejavnosti (SKD 2025):

4.3 The Company may, in addition to the main activity, perform particularly the following additional activities according to the Slovenian Standard Classification of Activities (SKD 2025):

- C20.160 Proizvodnja plastike v primarni obliki;
- C22.110 Proizvodnja in obnavljanje zračnic za vozila in proizvodnja gumijastih plaščev;
- C22.210 Proizvodnja plastičnih plošč, folij, cevi in profilov
- C22.220 Proizvodnja plastične embalaže;
- C22.240 Proizvodnja plastičnih izdelkov za gradbeništvo;
- C22.250 Predelava in dodelava plastičnih izdelkov
- C22.260 Proizvodnja drugih plastičnih izdelkov;
- C24.200 Proizvodnja jeklenih cevi, votlih profilov in fittingov;
- C25.510 Prekrivanje kovin;

- C20.160 Manufacture of plastics in primary forms;
- C22.110 Manufacture, retreading and rebuilding of rubber tyres and manufacture of tubes;
- C22.210 Manufacture of plastic plates, sheets, tubes and profiles;
- C22.220 Manufacture of plastic packing goods;
- C22.240 Manufacture of builders' ware of plastic;
- C22.250 Processing and finishing of plastic products;
- C22.260 Manufacture of other plastic products;
- C24.200 Manufacture of tubes, pipes, hollow profiles and related fittings, of steel;
- C25.510 Coating of metals;



- C25.520 Toplotna obdelava kovin;
- C25.530 Mehanska obdelava kovin;
- C25.610 Proizvodnja rezil in jedilnega pribora;
- C25.631 Proizvodnja ročnega orodja;
- C25.632 Proizvodnja orodja za stroje;
- C25.910 Proizvodnja jeklenih bobnov, sodov in podobnih posod;
- C25.920 Proizvodnja lahke kovinske embalaže;
- C25.930 Proizvodnja izdelkov iz žice, verig in vzmeti;
- C25.990 Proizvodnja drugih kovinskih izdelkov, d. n.;
- C26.110 Proizvodnja elektronskih komponent;
- C26.600 Proizvodnja sevalnih, elektromedicinskih in elektroterapevtskih naprav;
- C27.110 Proizvodnja elektromotorjev, generatorjev in transformatorjev;
- C27.330 Proizvodnja vtičnic, stikal in drugih naprav za ožičenje;
- C27.900 Proizvodnja drugih električnih naprav;
- C28.240 Proizvodnja ročnih strojev in naprav;
- C28.290 Proizvodnja drugih strojev in naprav za splošne namene, d. n.;
- C28.410 Proizvodnja strojev za oblikovanje in obdelavo kovin;
- C28.420 Proizvodnja drugih obdelovalnih strojev;
- C25.520 Heat treatment of metals;
- C25.530 Machining of metals;
- C25.610 Manufacture of cutlery;
- C25.631 Manufacture of hand tools;
- C25.632 Manufacture of other tools;
- C25.910 Manufacture of steel drums and similar containers;
- C25.920 Manufacture of light metal packaging;
- C25.930 Manufacture of wire products, chain and springs;
- C25.990 Manufacture of other fabricated metal products n.e.c.;
- C26.110 Manufacture of electronic components;
- C26.600 Manufacture of irradiation, electromedical and electrotherapeutic equipment;
- C27.110 Manufacture of electric motors, generators and transformers;
- C27.330 Manufacture of wiring devices;
- C27.900 Manufacture of other electrical equipment;
- C28.240 Manufacture of power-driven hand tools;
- C28.290 Manufacture of other general-purpose machinery n.e.c.;
- C28.410 Manufacture of metal forming machinery and machine tools for metal work;
- C28.420 Manufacture of other machine tools;



- C28.920 Proizvodnja rudarskih in gradbenih strojev;
- C28.960 Proizvodnja strojev za plastiko in gumo;
- C32.500 Proizvodnja medicinskih instrumentov, naprav in pripomočkov;
- C32.990 Druge predelovalne dejavnosti, d. n.;
- C33.110 Popravila in vzdrževanje kovinskih izdelkov;
- C33.120 Popravila in vzdrževanje strojev in naprav;
- C33.130 Popravila in vzdrževanje elektronskih in optičnih naprav;
- C33.140 Popravila in vzdrževanje električnih naprav;
- C33.160 Popravila in vzdrževanje civilnih zračnih in vesoljskih plovil;
- C33.190 Popravila in vzdrževanje drugih naprav;
- C33.200 Montaža industrijskih strojev in naprav;
- D35.120 Proizvodnja električne energije iz obnovljivih virov;
- D35.160 Shranjevanje električne energije;
- E38.210 Pridobivanje sekundarnih surovin;
- G46.190 Posredništvo pri nespecializirani prodaji na debelo;
- G46.460 Trgovina na debelo s farmacevtskimi in medicinskimi izdelki;
- G47.120 Druga nespecializirana trgovina na drobno;
- C28.920 Manufacture of machinery for mining, quarrying and construction;
- C28.960 Manufacture of plastics and rubber machinery;
- C32.500 Manufacture of medical and dental instruments and supplies;
- C32.990 Other manufacturing n.e.c.;
- C33.110 Repair and maintenance of fabricated metal products;
- C33.120 Repair and maintenance of machinery;
- C33.130 Repair and maintenance of electronic and optical equipment;
- C33.140 Repair and maintenance of electrical equipment;
- C33.160 Repair and maintenance of civilian air and spacecraft;
- C33.190 Repair and maintenance of other equipment;
- C33.200 Installation of industrial machinery and equipment;
- D35.120 Production of electricity from renewable sources;
- D35.160 Storage of electricity;
- E38.210 Materials recovery;
- G46.190 Activities of agents involved in non-specialised wholesale;
- G46.460 Wholesale of pharmaceutical and medical goods;
- G47.120 Other non-specialised retail sale;



- G47.400 Trgovina na drobno z računalniškimi in komunikacijskimi napravami;
- G47.520 Trgovina na drobno s kovinskimi izdelki, gradbenim materialom, barvami in steklom;
- G47.540 Trgovina na drobno z električnimi gospodinjskimi napravami;
- G47.630 Trgovina na drobno s športno opremo;
- G47.690 Trgovina na drobno z izdelki za kulturo, šport in zabavo, d. n.;
- G47.710 Trgovina na drobno z oblačili;
- G47.720 Trgovina na drobno z obutvijo in usnjenimi izdelki;
- G47.730 Trgovina na drobno s farmacevtskimi izdelki;
- G47.740 Trgovina na drobno z medicinskimi in ortopedskimi izdelki;
- G47.750 Trgovina na drobno s kozmetičnimi in toaletnimi izdelki;
- G47.762 Trgovina na drobno z vrtnarsko opremo in hišnimi živalmi;
- G47.780 Trgovina na drobno z drugim novim blagom;
- G47.910 Posredniške dejavnosti za nespecializirano prodajo na drobno;
- G47.920 Posredniške dejavnosti za specializirano prodajo na drobno;
- I55.209 Druge nastanitve za krajši čas;
- I55.900 Druge nastanitvene dejavnosti;
- M68.200 Oddajanje in obratovanje lastnih ali najetih nepremičnin;
- G47.400 Retail sale of information and communication equipment;
- G47.520 Retail sale of hardware, building materials, paints and glass;
- G47.540 Retail sale of electrical household appliances;
- G47.630 Retail sale of sporting equipment;
- G47.690 Retail sale of cultural and recreational goods n.e.c.;
- G47.710 Retail sale of clothing;
- G47.720 Retail sale of footwear and leather goods;
- G47.730 Retail sale of pharmaceutical products;
- G47.740 Retail sale of medical and orthopaedic goods;
- G47.750 Retail sale of cosmetic and toilet articles;
- G47.762 Retail sale of gardening material, pet animals and pet food;
- G47.780 Retail sale of other new goods;
- G47.910 Intermediation service activities for non-specialised retail sale;
- G47.920 Intermediation service activities for specialised retail sale;
- I55.209 Other short-stay accommodation;
- I55.900 Other accommodation;
- M68.200 Rental and operating of own or leased real estate;



- | | |
|---|---|
| - N72.100 Raziskovalna in razvojna dejavnost na področju naravoslovja in tehnologije; | - N72.100 Research and experimental development on natural sciences and engineering; |
| - N73.200 Raziskovanje trga in javnega mnenja; | - N73.200 Market research and public opinion polling; |
| - N74.910 Storitve patentnega posredništva in trženja; | - N74.910 Patent brokering and marketing service activities; |
| - N74.990 Vse druge strokovne, znanstvene in tehnične dejavnosti, d. n.; | - N74.990 All other professional, scientific and technical activities n.e.c.; |
| - O77.110 Dajanje lahkih motornih vozil v najem in zakup; | - O77.110 Rental and leasing of cars and light motor vehicles; |
| - O77.120 Dajanje tovornjakov v najem in zakup; | - O77.120 Rental and leasing of trucks; |
| - O77.390 Dajanje drugih strojev, naprav in opredmetenih sredstev, d. n., v najem in zakup; | - O77.390 Rental and leasing of other machinery, equipment and tangible goods n.e.c.; |
| - O80.012 Zasebno varovanje; | - O80.012 Private security; |
| - O80.019 Druge preiskovalne dejavnosti; | - O80.019 Other investigative activities; |
| - O80.090 Varovanje, d. n.. | - O80.090 Security activities n.e.c. |

4.4 Družba lahko opravlja tudi druge dejavnosti, ki so namenjene za izvajanje dejavnosti, določenih v tem Aktu o ustanovitvi, za katere je običajno, da se opravljajo skupaj s temi dejavnostmi v manjšem obsegu ali občasno, ali prispevajo k popolnejšemu izkoriščanju zmogljivosti, ki se uporabljajo za izvajanje opisanih dejavnosti.

4.4 The Company may also perform other activities, namely those that are intended for the performance of activities set out in this Act of Foundation, for which it is usual that they are performed together with these activities to a lesser extent or periodically, or they contribute to a more thorough exploitation of the capacities used for the performance of the described activities.

Osnovni kapital in osnovni vložki

Share capital and contributions

5. člen (osnovni kapital družbe)

Article 5 (Share capital of the Company)

5.1 Osnovni kapital družbe znaša 2.931.829,00 EUR in je bil v celoti vplačan.

5.1 The share capital of the Company amounts to EUR 2.931.829,00 and was fully paid in.

5.2 Edini družbenik je edini imetnik sledečih dveh poslovnih deležev:

5.2 The sole shareholder is the sole holder of the following two business shares:

- 14,4800-odstotni poslovni delež v nominalnem znesku 424.528,84 EUR; in



- 85,5200-odstotni poslovni delež v nominalnem znesku 2.507.300,16 EUR.

- 14.4800 % business share in the nominal amount of EUR 424,528.84: and
- 85.5200 % business share in the nominal amount of EUR 2,507,300.16.

5.3 Delitev oziroma odsvojitve dela poslovnega deleža je dopustna, v kolikor to dopušča veljavna zakonodaja.

5.3 Division, or transfer of a part of, a business share is allowed to the extent permissible by the applicable laws.

6. člen
(pravice edinega družbenika)

Article 6
(Rights of the sole shareholder)

6.1 Poslovni delež daje edinemu družbeniku naslednja upravičenja:

6.1 The sole shareholder shall have the following rights:

- pravico do udeležbe pri upravljanju družbe, kot to določa ta Akt o ustanovitvi;
- pravico do udeležbe pri dobičku;
- pravico do preostalega premoženja v primeru stečaja ali likvidacije družbe;
- druge pravice, ki so določene s tem Aktom o ustanovitvi oziroma zakoni in predpisi.

- the right to participate in the management of the Company, as envisaged in this Act of Foundation;
- the right to participate in the profits;
- the right to a corresponding part of the remaining assets after the liquidation or bankruptcy of the Company;
- other rights provided by this Act of Foundation and/or laws and regulations.

6.2 Na zahtevo edinega družbenika mu lahko družba izda potrdilo o poslovnem deležu, ki pa ni vrednostni papir.

6.2 Upon the request of the sole shareholder, the Company may issue a certificate confirming that the sole shareholder holds a business share in the Company. This certificate is not a security.

6.3 Za obveznosti družbe edini družbenik ni odgovoren.

6.3 The sole shareholder is not liable for the obligations of the Company.

6.4 Poslovodstvo družbe mora edinega družbenika na njegovo zahtevo nemudoma obvestiti o zadevah družbe ter mu dovoliti vpogled v knjige in spise.

6.4 Upon the sole shareholder's request, the management of the Company shall immediately inform the sole shareholder about the Company's matters and allow the sole shareholder to review the Company's books and records.



7. člen
(povečanje in zmanjšanje osnovnega kapitala družbe)

- 7.1 Zaradi povečanja obsega poslovanja, povečanja zakonsko predpisane najnižje višine osnovnega kapitala in iz drugih razlogov lahko družba poveča osnovni kapital družbe.
- 7.2 Povečanje osnovnega kapitala se lahko izvrši z vplačilom novih denarnih vložkov ali izročitvijo stvarnih vložkov (efektivno povečanje) ali tako, da se za povečanje uporabijo rezerve in dobiček družbe (nominalno povečanje).
- 7.3 Nove vložke lahko zagotovi samo edini družbenik, razen če edini družbenik odloči drugače. V primeru vstopa novega družbenika skupščina družbe sprejme novo družbeno pogodbo.
- 7.4 Osnovni kapital družbe se lahko zmanjša pod pogoji in v skladu s postopkom, ki ga določa Zakon o gospodarskih družbah (ZGD-1).

8. člen
(naknadna vplačila)

- 8.1 Edini družbenik lahko sprejme sklep o morebitnih naknadnih vplačilih. Z naknadnimi vplačili se ne povečajo osnovni kapital, osnovni vložek niti poslovni delež.
- 8.2 Naknadno vplačilo se lahko vrne le pod pogoji, določenimi z Zakonom o gospodarskih družbah (ZGD-1).

Upravljanje, poslovanje in zastopanje družbe

9. člen
(upravljanje družbe)

- 9.1 Organ upravljanja družbe je edini družbenik, ki odloča o vseh zadevah, bistvenih za obstoj

Article 7
(Increase or decrease of the share capital of the Company)

- 7.1 The Company may increase its share capital due to increase of operations, increase of the minimum share capital required by law and for other reasons.
- 7.2 An increase in the share capital may be carried out by way of new contributions in cash or by way of in-kind contributions (effective increase) or in such a way that the reserves and profit of the Company are used for the increase (nominal increase).
- 7.3 New contributions may only be provided by the sole shareholder unless otherwise decided upon by the sole shareholder. In case of an entry of a new shareholder, the shareholders' assembly shall adopt new Articles of Association.
- 7.4 Share capital of the Company may be decreased under conditions and in accordance with the procedure prescribed in the Companies Act.

Article 8
(Subsequent payments)

- 8.1 A resolution on eventual subsequent payments may be adopted by the sole shareholder. Subsequent payments shall not increase the nominal capital, the basic contribution or the business share.
- 8.2 Subsequent payments may only be repaid under the conditions provided in the Companies Act.

Management, operations and representation of the Company

Article 9
(Management of the Company)

- 9.1 The sole shareholder shall be the managing body of the Company, and shall therefore be entitled to decide upon all issues material for



in poslovanje družbe, ki niso izrecno v pristojnosti drugega organa družbe.

9.2 Edini družbenik vpisuje vse odločitve v knjigo sklepov. Sklepi, ki niso vpisani v knjigo sklepov, nimajo pravnega učinka.

9.3 Edini družbenik sprejema vse odločitve, ki so predvidene skladno s tem Aktom o ustanovitvi ali Zakonom o gospodarskih družbah, še posebej pa odločitve o:

- sprejetju letnega poročila ter uporabi bilančnega dobička (vključno z izplačilom t. i. vmesnih dividend);
- odsvojitvi, delitvi, in prenehanju poslovnih deležev oziroma kakršnim koli drugim razpolaganjem s poslovnimi deleži, vključno z lastnimi deleži;
- postavitvi in odpoklicu direktorja (direktorjev) in prokurista (prokuristov) družbe, in kakršnemkoli dejanju ali odločitvi povezani s postavitvijo ali odpoklicem direktorja (direktorjev) in prokurista (prokuristov);
- ukrepih za pregled in nadzor dela direktorjev;
- uveljavljanju zahtevkov družbe proti direktorjem oziroma zastopanju družbe v sodnih postopkih zoper direktorjem;
- naknadnih vplačilih in njihovem vračanju;
- postavitvi in odpoklicu revizorjev (če so zahtevani po zakonu ali tako odloči edini družbenik);
- povečanju in zmanjšanju osnovnega kapitala;

the existence and operation of the Company that are not expressly reserved for any other body of the Company.

9.2 The sole shareholder shall enter all decisions into a book of resolutions. Resolutions which are not entered into the book of resolutions shall have no legal effect.

9.3 The sole shareholder shall adopt all resolutions envisaged by this Act of Foundation or the Companies Act, and particularly the following decisions:

- on the adoption of the annual report and on the distribution of profits (including the payment of interim dividends);
- on the transfer, division and termination of business shares or on any other disposing with the business shares, including treasury shares;
- on the appointment and recall of the director(s) and the procurator(s) of the Company, and any act or decision related to the appointment or dismissal of the director(s) and procurator(s);
- on measures relating to review of, and supervision over, the work of the directors;
- on pursuit of the Company's claims against the directors and on the representation of the Company in legal proceedings against the directors;
- on the subsequent payments and repayment of the subsequent payments;
- on appointment and recall of auditors (if so required by law or decided upon by the sole shareholder);
- on the increase and reduction of the share capital;

- vsakršni spremembi Akta o ustanovitvi;
 - spojitvi, pripojitvi in drugih statusnih spremembah,
 - likvidaciji in imenovanju likvidacijskega upravitelja;
 - soglasju k pogodbi, sklenjeni med družbo in direktorjem oziroma njegovimi/njenimi družinskimi člani oziroma kakršno koli pogodbo pri kateri obstaja nasprotje interesov v povezavi z direktorjem;
 - soglasju k odločitvam direktorja(ev), kadar je takšno predhodno soglasje edinega družbenika potrebno skladno s tem Aktom o ustanovitvi oziroma skladno s katerim koli sklepom edinega družbenika, ki je sprejet na podlagi tega Akta o ustanovitvi;
 - drugih zadevah, za katere tako določajo ta Akt o ustanovitvi, Zakon o gospodarskih družbah (ZGD-1) in drugi predpisi.
- on any change of the Act of Foundation;
 - on mergers and other status changes;
 - on the liquidation or winding-up, and the appointment of a liquidator;
 - on approval of any agreement concluded between the Company and a director or his/her family members, or any agreement where a conflict of interest arises in relation to the director arises;
 - On granting consent to decisions of the director(s), when such prior consent of the sole shareholder is required pursuant to this Act of Foundation or pursuant to any resolution of the sole shareholder adopted in line with this Act of Foundation;
 - on other matters, where so determined by this Act of Foundation, by the Companies Act or by another regulation.

9.4 Edini družbenik lahko za sprejem posamezne ali več navedenih odločitev določi pooblaščenca. Pooblastilo je lahko ustno ali pisno, oblika ne vpliva na njegovo veljavnost, če kogentna določila zakona ne določajo drugače.

9.4 The sole shareholder may appoint a proxy to adopt a single or several of the above mentioned decisions. Authorization may be given orally or in writing, the form of the authorization does not affect its validity, unless otherwise provided by mandatory law.

10. člen (zastopanje družbe)

Article 10 (representation of the Company)

10.1 Družba ima lahko enega ali več direktorjev.

10.1 The Company may have one or more directors.

10.2 Če je imenovan en direktor, ta družbo zastopa samostojno. Če ima družba dva ali več direktorjev, edini družbenik s sklepom o imenovanju določi način zastopanja družbe (samostojno ali skupno z enim ali več direktorji (za vse pravne posle ali posle nad določenim zneskom)).

10.2 If only one director is appointed, he/she shall represent the Company independently. If the Company has two or more directors, the sole shareholder shall decide, in the resolution on appointment, the manner of representation of the Company (independent or joint with one or more

directors (either for all legal transactions or transactions above a certain amount).

- 10.3 Direktorja družbe imenuje in odpokliče edini družbenik. Če edini družbenik ne določi drugače, se direktorja imenuje za nedoločen čas in je lahko ponovno imenovan.
- 10.3 The director shall be appointed and recalled by the sole shareholder. If not otherwise determined in the resolution, the director is appointed for an unlimited period of time and may be reappointed.
- 10.4 Direktorja lahko edini družbenik kadarkoli odpokliče, ne da bi moral navajati razloge za odpoklic.
- 10.4 The director may be recalled by the sole shareholder at any time, without the sole shareholder having to state any reasons for such recall.
- 10.5 Direktor družbe ima naslednje pravice in dolžnosti:
- 10.5 The director of the company shall have the following duties and powers:
- zastopanje družbe;
 - dnevno vodenje družbe;
 - priprava letnega poročila družbe v povezavi z letnimi računovodskimi izkazi;
 - izvajanje sklepov edinega družbenika;
 - vodenje poslovnih knjig družbe;
 - redno obveščanje edinega družbenika o poslih družbe.
 - representation of the Company;
 - day-to-day running of the Company;
 - preparing the annual report of the Company relating to the annual financial statements;
 - executing the resolutions of the sole shareholder;
 - keeping the books of the Company;
 - informing the sole shareholder on the business of the Company on a regular basis.
- 10.6 Edini družbenik lahko s pisnim sklepom sprejme poslovnik oziroma druga interna pravila, s katerimi natančneje določi pristojnosti oziroma področja, za katera so odgovorni posamezni direktorji, določi interne postopke odločanja direktorjev, zahteva predhodno soglasje edinega družbenika za specifične odločitve ipd. Direktor oziroma direktorji so dolžni ravnati skladno s takšnim pisnim sklepom edinega družbenika, ki jim je ustrezno sporočen.
- 10.6 The sole shareholder may, by way of a written resolution, adopt rules of procedure or other internal regulations that specifically detail the powers or areas for which individual directors are responsible, determines the directors' decision-making rules, demands that specific decisions of director(s) are subject to a prior consent of the sole shareholder, etc. The director(s) shall act in accordance with such written resolution of the sole shareholder of which they are duly notified.
- 10.7 Direktor družbe skrbi za upoštevanje določb 15. do 18. člena tega Akta o ustanovitvi s strani prokuristov in zaposlenih v družbi.
- 10.7 The director shall supervise the observance of Articles 15 to 18 below by the procurators and employees of the Company.



10.8 V skladu z določbami tega Akta o ustanovitvi direktorju brez predhodne privolitve edinega družbenika ni dovoljeno skleniti pravnega posla z družbo v svojem ali tujem imenu, niti ne sme brez predhodne privolitve edinega družbenika opraviti storitve za svoj račun ali za račun tretje osebe v poslovni panogi, v kateri je dejavna družba.

10.9 Direktor mora pri opravljanju svojih nalog ravnati v dobro družbe s skrbnostjo vestnega in poštenega gospodarstvenika.

**11. člen
(prokuristi družbe)**

11.1 Edini družbenik lahko podeli ali prekliče prokuro eni ali več osebam s sklepom. Domneva se, da prokurist družbo zastopa skupno (z drugim direktorjem ali prokuristom), ne posamično, razen če edini družbenik ne določi drugače.

11.2 Podeljene prokure ni mogoče prenesti.

Letni obračun in delitev dobička

**12. člen
(izplačevanje dobička)**

12.1 Edini družbenik je upravičen do dobička, ki ga ustvari družba, razen če veljavna zakonodaja zahteva, da se dobiček drugače uporabi (npr. za oblikovanje rezerv družbe).

**13. člen
(poročila)**

13.1 Družba v skladu z zakonom sestavlja računovodske izkaze in poslovna poročila za poslovno leto.

13.2 Poslovno leto družbe je enako koledarskemu letu.

10.8 In accordance with the provisions of this Act of Foundation, the director is not entitled to conclude a transaction with the Company in his/her own name or on behalf of a third person, neither perform services for his/her account or for the account of a third person in the same business sector as the Company without prior approval of the sole shareholder.

10.9 When performing his/her tasks, the director must act to the benefit of the Company, with the diligence of a conscientious and fair businessman.

**Article 11
(procurators of the Company)**

11.1 The sole shareholder may grant or recall procuration to one or more persons with a resolution. It shall be deemed that procurator shall be entitled to represent the Company jointly (with another director or procurator), not independently, unless otherwise determined by the sole shareholder.

11.2 Procurators may not transfer their authorizations to third parties.

Annual account and allocation of profits

**Article 12
(allocation of profit)**

12.1 The sole shareholder shall be entitled to the profits generated by the Company unless the applicable regulations require that the profits are otherwise allocated (e.g. to fund the Company's reserves).

**Article 13
(reports)**

13.1 The Company shall compile financial statements and business reports for a business year in accordance with the law.

13.2 The business year of the Company shall equal the calendar year.

Poslovna skrivnost in prepoved konkurence

14. člen (poslovna skrivnost)

14.1 Za poslovno skrivnost se štejejo informacije, ki izpolnjujejo zahteve za poslovno skrivnost v skladu z zakonom, ki ureja poslovne skrivnosti. Za poslovno skrivnost se poleg podatkov, za katere tako izrecno določi direktor ali edini družbenik družbe s sklepom, štejejo tudi listine in podatki, ki se nanašajo na poslovni proces, na znanje, veščine, postopke, podatke o trgu in na druge podatke, katerih posredovanje nepooblaščenim osebam bi bilo v nasprotju z interesi družbe oziroma bi škodilo njenim poslovnim interesom oziroma ugledu.

15. člen (zavezanci za varovanje poslovne skrivnosti)

15.1 Poslovno skrivnost morajo varovati direktor, prokuristi, zaposleni in druge osebe, ki delajo za družbo.

16. člen (konkurenčna prepoved)

16.1 Direktorji in prokuristi družbe ne smejo za svoj ali tuj račun opravljati del in sklepati poslov, ki sodijo v dejavnost družbe, in ne smejo delovati kot družbeniki, poslovodje, člani nadzornega sveta, člani uprave oz. upravnega odbora, prokuristi ali zaposleni v katerikoli pravni osebi, ki opravlja dejavnost, ki je ali bi lahko bila konkurenčna dejavnosti družbe, niti ne smejo v takšni dejavnosti delovati kot podjetniki.

16.2 Prepoved iz prvega odstavka velja tudi za obdobje dveh let po tem, ko je prenehal položaj določenega direktorja ali prokurista v družbi, če v kogentnih zakonskih določbah ni

Business secrets and competition prohibition

Article 14 (business secret)

14.1 Business secrets shall comprise all information that fulfil the requirements for a business secret laid down in the relevant law regulating business secrets. In addition to data specifically determined as a business secret by the director or the sole shareholder of the Company, the following documents and data shall be deemed to represent business secrets: documents and data related to the business process, know-how, skills, procedures, market information and other information the disclosure of which to an unauthorised person would contravene the interests of the Company and/or would harm its business interests and/or its reputation.

Article 15 (persons obliged to protect business secrets)

15.1 The directors, procurators, employees and other persons working for the Company shall be obliged to protect business secrets.

Article 16 (competition prohibition)

16.1 Directors and procurators of the Company shall not perform for their own or another's account any activities or conclude businesses which fall within the activities of the Company, and shall not act as shareholders, managers, supervisory board members, management board or board members, procurators or employees in any entity that performs activities that are or could be competitive to the activities of the Company, nor shall they perform such activities as entrepreneurs.

16.2 The prohibition from the previous paragraph shall apply also for the period of two years after the termination of the respective director's or procurator's position within the

določeno krajše trajanje konkurenčne prepovedi (tj. v primeru iz tretjega odstavka 515. člena Zakona o gospodarskih družbah, ko prepoved traja šest mesecev).

Company, unless a shorter duration of the competition prohibition is determined by the mandatory legislation (i.e. in case of paragraph 3 of Article 515 of the Companies Act, where the prohibition applies for 6 months).

16.3 Določbe tega 16. člena ne posegajo v prepoved konkurence, ki velja za osebe v delovnem razmerju.

16.3 Provisions of this Article 16 are without prejudice to the competition prohibition applicable to persons in employment relationship.

17. člen
(oprostitev konkurenčne prepovedi)

Article 17
(Exemption from the competition prohibition)

17.1 Konkurenčna prepoved, ki je določena v prejšnjem členu tega Akta o ustanovitvi, ne velja za edinega družbenika družbe.

17.1 The competition prohibition provided in the previous Article of this Act of Foundation does not apply to the sole shareholder of the Company.

17.2 Konkurenčna prepoved, ki je določena v prejšnjem členu tega Akta o ustanovitvi, ne velja za aktivnosti in funkcije v povezanih družbah družbe (pri čemer pojem "povezane družbe" vključuje vse subjekte kot so definirani v 527. členu Zakona o gospodarskih družbah).

17.2 The competition prohibition provided in the previous Article of this Act of Foundation does not apply to activities and positions within the Company's affiliates (whereby the term "affiliated company" shall include all entities as defined in Article 527 of the Companies Act).

17.3 Nadaljnje izjeme od določbe prejšnjih dveh členov tega Akta o ustanovitvi se lahko določijo s sklepom edinega družbenika ali se uredijo z ločeno pogodbo.

17.3 Further exemptions from provisions of the previous two Articles of this Act of Foundation may be granted by a resolution of the sole shareholder or may be regulated in a separate contract.

18. člen
(odgovornost za kršitev varovanja poslovnih skrivnosti in konkurenčne prepovedi)

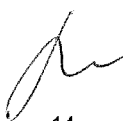
Article 18
(Liability for violation of the obligation to protect business secrets and the competition prohibition)

18.1 Kršitev dolžnosti varovanja poslovne skrivnosti in/ali prepovedi konkurence ima poleg odškodninske odgovornosti za posledico tudi:

18.1 Violation of the obligation to protect business secrets and/or competition prohibition has, apart from the liability for damages, also the following consequences:

- disciplinsko odgovornost ali prenehanje delovnega razmerja, če je odgovorna oseba delavec;
- odpoklic, če je odgovorna oseba direktor družbe;

- disciplinary responsibility or termination of employment relationship if the person responsible is an employee;
- recall, if the person responsible is a director of the Company;



– preklic prokure, če je odgovorna oseba prokurist družbe.

– recall, if the person responsible is a procurator of the Company.

Druge določbe

Other provisions

19. člen (veljavnost in razlaga)

Article 19 (validity and interpretation)

19.1 Ta Akt o ustanovitvi začne veljati z vpisom v sodni register.

19.1 This Act of Foundation shall enter into force following its registration with the court register.

19.2 Ta Akt o ustanovitvi je sklenjen v slovenskem in angleškem jeziku. V primeru kakršnihkoli razhajanj med jezikovnima različicama prevlada besedilo slovenske različice.

19.2 This Act of Foundation is entered into in Slovene and English language. In case of any discrepancies between the language versions, the Slovene version shall prevail.

Place and date / Kraj in datum:

Ljubljana, 7.3.2025

On behalf of / V imenu: **PLASTIFLEX GROUP**

under Power-of-attorney dated
13 February 2025

po pooblastilu z dne 13. 2. 2025


Jera Majzelj