

*-27th General Meeting of Shareholders of
PETROL,
Slovenska energetska družba, d.d,
Ljubljana*

February 2017

The Management Board of PETROL, Slovenska energetska družba, d.d., Ljubljana invites shareholders to attend

27th General Meeting of Shareholders of PETROL, Slovenska energetska družba, d.d., Ljubljana,

to be held at 10.00 a.m. on Thursday, 6th April 2017, at the premises of PETROL d.d., Ljubljana, conference hall, Dunajska cesta 48, 1000 Ljubljana.

Agenda:

1. Opening of the General Meeting, confirmation of a quorum, presentation of the General Meeting's bodies

The Chairman of the Management Board will open the Meeting, present details about shareholders' participation and inform the shareholders that the Meeting will be chaired by attorney Uroš Ilič from Ljubljana as president, and Robert Ernestel and Petra Kladnik as officials responsible for counting the votes.

2. Presentation of Annual Report 2016 and the Supervisory Board's Feedback – Annual Report Verification Results; information on remuneration of members of management and supervisory bodies; use of profit for appropriation and granting of approval

Resolution Proposal regarding the use of profit for appropriation:

2.1 *The profit for appropriation as of 31st December 2016, amounting to € 28,862,372.00 will be used as follows:*

- *part of the profit for appropriation amounting to € 25,460,735.30 to be distributed as dividend payments to shareholders, which represents a gross dividend of € 12.35 per share (own shares do not participate);*
- *the remaining amount of € 3,401,636.70 to be transferred to other profit reserves.*

For payment of dividends, net profit for 2016 and other reserves from profits generated in 2006 will be used.

The company will pay out dividends on 11th August 2017 to shareholders registered at KDD (Central Securities Clearing Corporation) as of 10th August 2017, in the manner as defined in the Management Board's resolution.

Resolution Proposal regarding approval of the Management Board's performance:

2.2 *The General Meeting has granted approval of the performance of duties by the Management Board in the financial year 2016.*

Resolution Proposal regarding approval of the Supervisory Board's performance:

2.3 The General Meeting has granted approval of the performance of duties by the Supervisory Board in the financial year 2016.

3. Adoption of Resolution on the appointment of an auditor to audit the company's business and financial statements for 2017

Resolution Proposal:

3.1 The auditing company "ERNST & YOUNG Revizija, poslovno svetovanje, d.o.o." from Ljubljana has been appointed as auditor of the company for 2017.

4. Appointment of members of the Supervisory Board of Petrol d.d., Ljubljana

Resolution Proposals:

4.1 Sašo Berger has been appointed as the first member of the Supervisory Board, the Shareholders' representative, for a four-year term commencing 7th April, 2017.

4.2 Nada Drobne Popovič has been appointed as the second member of the Supervisory Board, the Shareholders' representative, for a four-year term commencing 7th April, 2017.

4.3 Igo Gruden has been appointed as the third member of the Supervisory Board, the Shareholders' representative, for a four-year term commencing 7th April, 2017.

4.4 Tomaž Kuntarič has been appointed as the fourth member of the Supervisory Board, the Shareholders' representative, for a four-year term commencing 7th April, 2017.

4.5 Aleš Skok has been appointed as the fifth member of the Supervisory Board, the Shareholders' representative, for a four-year term commencing 7th April, 2017.

4.6 Mladen Kaliterna has been appointed as the sixth member of the Supervisory Board, the Shareholders' representative, for a four-year term commencing 16th July, 2017.

5. Presentation of new Supervisory Board Members - Employees' representatives - to the General Meeting of Petrol, Slovenska energetska družba, d.d., Ljubljana

The General Meeting of Petrol, Slovenska energetska družba, d.d., Ljubljana has been informed that the Works Council of Petrol, Slovenska energetska družba, d.d., Ljubljana, at its 3rd meeting held on 27th January 2017, elected Zoran Gračner, Alen Mihelčič and Robert Ravnikaar to the Supervisory Board of Petrol, Slovenska energetska družba, d.d., Ljubljana as the Employees' representatives for the term from 22nd February 2017 inclusive to 22nd February 2021.

6. Changes to point 09.03 and to the first paragraph of point 09.10 of the Company's Articles of Association

Resolution Proposal:

6.1 In the chapter IV. COMPANY BODIES, 09.00 Management Board, point 09.03 and the first paragraph of point 09.10 shall be changed:

- Point 09.03 shall read as follows:

"As a member of the Management Board, the Worker Director shall participate in decision-making only in connection with issues relating to the formulation of personnel and social policy."

- First paragraph of point 09.10 shall read as follows:

"The President of the Management Board and any other member of the Management Board other than the Worker Director shall represent the Company independently and individually. The Worker Director shall represent the Company together with another member or president of the Management Board."

7. The granting of power to the management board to acquire own shares and reporting on reasonable grounds for the exclusion of the pre-emptive right upon the disposal of own shares

Resolution Proposals:

7.1. The General Meeting authorises the Company's Management Board to acquire own shares within 36 months of the adoption of this resolution.

Under this authorisation, a maximum of 208,630 own shares may be acquired, but the total percentage of the shares acquired based on this authorisation may not exceed, together with other own shares already held by the Company (24,703 own shares), 10% of the Company's share capital (208,630).

The Company may acquire own shares via transactions concluded on a regulated securities market and at a market price applicable at the time. The Company may acquire own shares also outside the regulated securities market. When acquiring shares on a regulated or unregulated securities market, the purchase price may not be lower than 50% of the share's carrying amount calculated based on the most recent publicly available audited financial statements of the PETROL Group. Similarly, the purchase price of the shares may not exceed the 12-fold value of earnings per share (EPS) calculated based on the most recent publicly available audited financial statements of the PETROL Group.

Subject to a prior approval from the Supervisory Board, the Company may dispose of the own shares acquired based on this authorisation by exchanging them for interests in other companies, in line with its takeover strategy.

The shareholders' pre-emptive right is excluded when the own shares acquired by the Company under this authorisation are disposed of.

The resolution under item 2 of the Agenda is proposed by the Management Board and the Supervisory Board; the resolutions under items 3 and 4 of the Agenda are proposed by the Supervisory Board. The resolutions under items 6 and 7 of the Agenda are proposed by shareholder Slovenski državni holding, d.d.. Pursuant to Article 304 of the Companies Act (ZGD-1), the 27th General Meeting of Shareholders of PETROL, Slovenska energetska družba, d.d., Ljubljana will be attended by Bojan Podgoršek, Notary Public from Ljubljana.

Information for shareholders:

1. Total amount of shares and voting rights as of the date of convocation of the General Meeting

As of the day of convocation of the General Meeting, the company holds 2,086,301 ordinary registered no-par value shares. In accordance with the law, each ordinary share entitles its holder to one vote at the General Meeting. As of the day of convocation of the General Meeting, the company holds 24,703 own non-voting shares.

2. Information on additional items on the agenda

— The shareholders whose total interest accounts for one-twentieth of the company's share capital may make a written request that an additional item be included on the agenda after the notice to convene the General Meeting has been published. The request must be accompanied by a written proposal of the resolution to be discussed by the General Meeting, or, if for a particular item on the agenda the General Meeting does not adopt a resolution, an explanation regarding this item. It is sufficient that such a request is sent to the company not later than within seven days after the notice to convene the General Meeting has been published.

Pursuant to paragraph 3, Article 298 of the Companies Act (ZGD-1), the Management Board will publish additional items on the agenda, for which requests will be sent not later than within seven days from publishing this notice to convene the General Meeting.

Shareholders may also submit their requests for additional agenda items by e-mail to the following address: skupscina@petrol.si. Such requests shall be sent in a scanned form as attachment, and must contain a personal signature of a natural person, or, in the case of a legal entity, a personal signature of a representative and a stamp/seal if used by such a legal entity. The company is entitled to verify the identity of the shareholder or a person who submits a request or proposal by e-mail, as well as the authenticity of their signatures.

Any additional item on the agenda may only be discussed at the General Meeting if published in the same manner as the notice to convene of the General Meeting, at least 14 days prior to the General Meeting; otherwise it will be discussed at the next General Meeting. The Management Board shall arrange for a clean copy of the Agenda to be published within the same deadline and in the same manner.

3. Information on shareholders' proposals

Shareholders may propose resolutions in writing for each agenda item. A shareholders' proposal shall only be published if within seven days of the publication of the notice to convene the General Meeting the shareholder sends to the company a reasonably substantiated proposal, giving notification that he will oppose the proposal made by a management or supervisory body and that he will prevail upon other shareholders to vote for his counterproposal. An electoral proposal does not require justification.

Shareholders may also send their resolution proposals and electoral proposals by electronic mail to the following address: skupscina@petrol.si. Any resolution proposals or electoral proposals sent by e-mail shall be forwarded in a scanned form as attachment, and must contain a personal signature of a natural person, or, in the case of a legal entity, a personal signature of a representative and a stamp/seal if used by such a legal entity. The company is entitled to verify the identity of the shareholder or a person who submits a request or proposal by e-mail, as well as the authenticity of their signatures.

The Management Board shall not be obliged to publish a shareholder's proposal and its substantiation:

— if the publication of the proposal would constitute a criminal offence or a minor offence;

- if the proposal would lead to a resolution by the General Meeting that would be in conflict with the law or the Articles of Association;
- if the substantiation of the proposal in essential points contains clearly incorrect or misleading information or insults;
- if a shareholder's proposal with the same content has already been reported to the company's General Meeting;
- if during the last five years the same shareholder's proposal containing essentially the same substantiation has already been reported to 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 a shareholder announces his non-attendance and non-representation in the General Meeting; or
- if a shareholder made no proposal or caused no proposal to be made at the General Meeting during the past two years.

The substantiation of the proposal need not be published if it contains more than 3000 characters. The management may publish a summary of the proposals and their substantiations made by several shareholders on the same subject. The shareholders' proposals which have not been sent to the company within seven days of the publication of the notice to convene the General Meeting and have been submitted no later than at the General Meeting itself shall be discussed at the General Meeting.

4. Shareholders' right to be informed

At the General Meeting the Management Board must give the shareholders reliable information on matters concerning the company where it is important for an assessment of the agenda. The right to be informed shall also apply in respect of the company's legal and business relations with affiliated companies.

The management shall not be obliged to provide data:

- if reasonable business judgement suggests that the provision of information could cause damage to the company or an affiliated company;
- on the method of compiling the balance sheet and of making estimates, if stating these methods in a supplement is sufficient for an assessment of the property and the financial and profit position of the company which conforms with the actual circumstances;
- if disclosure of the information would constitute a criminal offence or an economic infringement or would be in breach of good business practices;
- if such information is posted on the company's website in the form of questions and answers at least seven days prior to the General Meeting.

If a shareholder is given information outside a session of the General Meeting, that information must be passed on to every other shareholder upon request even if it is not necessary for an assessment of an item on the agenda. If a shareholder is not given information, he may require that his question and the reason why the information was refused be entered in the record.

5. Conditions applying to participation in the General Meeting and the exercise of voting rights

Only those shareholders who have registered for the General Meeting in person or via a proxy and whose application has been received by the Management Board at least by the end of the fourth day prior to the General Meeting, i.e. by the end of 2 April 2017, and who are registered in the Central Book-Entry Securities Register as of the end of 2 April 2017, shall be entitled to participate in the General Meeting and exercise their voting rights. The applications shall be sent by post to the following address: Petrol d.d., Ljubljana, Uprava družbe – za skupščino, Dunajska cesta 50, 1527 Ljubljana. Applications sent through electronic media will not be valid. Only applications containing original signatures of shareholders or their proxies will be deemed to be valid. Application forms are available on the company's website, and are also obtainable free of charge at the company's headquarters in Ljubljana, Dunajska cesta 50 (information office) each workday from 10 a.m. to 1 p.m. from publishing the notice to convene the General Meeting to the day of the General Meeting.

Each shareholder entitled to attend the General Meeting may authorise a proxy to register for and attend the General Meeting on behalf of the shareholder and to exercise the shareholder's voting rights at the General Meeting. Such authorisation shall be given in writing and submitted to the company to be stored by it. The

authorisation form is available on the company's website. Shareholders may also obtain this form free of charge from the information office at the headquarters of the company in Ljubljana, Dunajska cesta 50, each workday from 10 a.m. to 1 p.m. from publishing the notice to convene the General Meeting to the day of the General Meeting. The authorisation form may also be sent by electronic mail to the following address: skupscina@petrol.si, in a scanned form as attachment, and must contain the personal signature of a natural person, or, in the case of a legal entity, a personal signature of a representative and a stamp/seal if used by such a legal entity. The company is entitled to verify the identity of a shareholder or a person who submits the authorisation by e-mail, as well as the authenticity of their signatures. A shareholder is entitled to revoke the authorisation in the same manner as when submitting it, at any time before the day of the General Meeting.

Upon request, shareholders and/or their representatives or proxies must produce a personal identity document and written authorisation; a statutory representative must also produce an extract from the Register of Companies / Business Register.

The participants are kindly asked to register at the reception office half an hour prior to the commencement of the Meeting, in order to confirm their attendance by affixing their signatures to the list of shareholders and to collect the voting papers. The conference hall will open 30 minutes before the commencement of the Meeting.

The General Meeting is scheduled for 10 a.m. Should a quorum not be present, the General Meeting will be adjourned and resumed at 12 o'clock on the same day at the same premises, regardless of the number of shareholders present or represented.

PETROL, Slovenska energetska družba, d.d., Ljubljana

Tomaž Berločnik
Chairman of the Management Board

Tomaž Kuntarič
President of the Supervisory Board

Working Papers Relating to Item 2 of the Agenda

2. Presentation of Annual Report 2016 and the Supervisory Board's Feedback – Annual Report Verification Results; information on remuneration of members of management and supervisory bodies; use of profit for appropriation and granting of approval

Resolution Proposal regarding the use of profit for appropriation:

2.1 The profit for appropriation as of 31st December 2016, amounting to € 28,862,372.00 will be used as follows:

- part of the profit for appropriation amounting to € 25,460,735.30 to be distributed as dividend payments to shareholders, which represents a gross dividend of € 12.35 per share (own shares do not participate);
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The company will pay out dividends on 11th August 2017 to shareholders registered at KDD (Central Securities Clearing Corporation) as of 10th August 2017, in the manner as defined in the Management Board's resolution.

Resolution Proposal regarding approval of the Management Board's performance:

2.2 The General Meeting has granted approval of the performance of duties by the Management Board in the financial year 2016.

Resolution Proposal regarding approval of the Supervisory Board's performance:

2.3 The General Meeting has granted approval of the performance of duties by the Supervisory Board in the financial year 2016.

Substantiation:

Pursuant to Article 294 of the Companies Act (ZGD-1), at the same time as deciding on the use of the profit for appropriation, the General Meeting shall also decide on the granting of approval of the performance of duties by the Management Board and the Supervisory Board members. According to the above-mentioned Act, the debate on the granting of approval shall be linked to the debate on the use of the profit for appropriation. Therefore, the Management Board shall submit to the General Meeting the Annual Report and the report of the Supervisory Board on the results of verification of the Annual Report.

Further, the above-mentioned Article of the Companies Act stipulates that at the General Meeting deciding on the use of the profit for appropriation, the Management Board shall inform the shareholders of the remuneration received by the members of the management and supervisory bodies for their work in the company and subsidiary companies in the previous financial year. This information is disclosed in the Annual Report.

Taking into account the above-mentioned, the General Meeting will discuss and present, in the scope of the same agenda item and before discussing and deciding on the use of the profit for appropriation and on the granting of approval, the Annual Report for 2016 and the Supervisory Board's report on their approval of the Annual Report for 2016. The Management Board will also inform the General Meeting on the remuneration received by the members of the management and supervisory bodies for their work in the company in the financial year 2016. As the above-mentioned subjects are related, it is reasonable to discuss them at the same time.

The Resolution Proposal regarding the use of the profit for appropriation and dividend payments is based on the achieved results, the company's development plan and its dividend policy, as well as on the Supervisory Board's and Management Board's assessment on the appropriateness of such use. In the company's Financial Calendar, the date of 12 August is marked each year as the dividend payout day unless it falls on a bank holiday. This year, the dividend payout day is 11 August 2017 as a result. The deadline for payment of dividends is longer than in the case of the majority of shareholder companies listed in the Ljubljana Stock Exchange (prime market shares), but notwithstanding this, the Company pays its dividends among the first because it usually holds its annual meetings among the first.

By the Resolution Proposal regarding the granting of approval, it is proposed to the General Meeting to confirm and approve the work of the Management Board and the Supervisory Board in the financial year 2016. Pursuant to the recommendation of the Corporate Governance Code for Joint Stock Companies, this proposal shall be voted on separately for the Management Board and the Supervisory Board.

In the period from 1 January 2016 to 31 December 2016, the company was managed by the Management Board consisting of the following members: Tomaž Berločnik – Chairman of the Management Board, Rok Vodnik – Member of the Management Board, Igor Stebernak - Member of the Management Board and Ika Krevzel Panič - Member of the Management Board/ Worker Director.

In the financial year 2016, the office of Member of the Supervisory Board was held by the following persons:

- Tomaž Kuntarič
- Irena Prijović
- Zoran Gračner
- Andrej Tomplak
- Mladen Kaliterna
- Igo Gruden
- Klemen Ferjančič
- Matija Blažič
- Damjan Legen (since 27 January 2016)

Tomaž Kuntarič was President of the Supervisory Board and Irena Prijović Deputy President of the Supervisory Board.

*Tomaž Berločnik
Chairman of the
Management Board*

*Tomaž Kuntarič
President of the Supervisory Board*

Enclosures to Item 2 of the Agenda:

- *Annual Report 2016 including the information on remuneration of the members of management and supervisory bodies, and the Supervisory Board' report on the results of verification of Annual Report 2016 (part of Annual Report)*

http://www.petrol.eu/sites/www.petrol.eu/files/attachment/annual_report_petrol_2016.pdf

Working Papers Relating to Item 3 of the Agenda

3. Adoption of Resolution on the appointment of an auditor to audit the company's business and financial statements for 2017

Resolution Proposal:

The auditing company "ERNST & YOUNG Revizija, poslovno svetovanje, d.o.o." from Ljubljana has been appointed as auditor of the company for 2017.

Substantiation:

Pursuant to Articles 297.a and 280 of the Companies Act (ZGD-1) and in accordance with the Audit Act, the Supervisory Board will propose, upon its Audit Committee's proposal, that the General Meeting should appoint ERNST & YOUNG Revizija, poslovno svetovanje, d.o.o., Dunajska cesta 111, Ljubljana (hereinafter referred to as "EY") as auditor of the company for 2017. EY has appropriate experience in auditing the company's field of operations, as well as references in Slovenia and abroad. EY performed audit services for the company for 2014, 2015 and 2016.

EY is one of the first international professional consulting companies to have opened its offices in Central and Eastern Europe. The company has provided professional services in Slovenia since 1994. In July 2008, EY in Slovenia became part of the EMEIA region comprising more than 80 companies from Europe, the Middle East, India, Africa and the Far East. EY has its headquarters in 152 countries and employs 175,000 people.

In Slovenia, EY provides its services to leading Slovene and international companies, among which are also some of the biggest companies operating on the Slovene market: the Krka Group, Zavarovalnica Triglav, NLB, Ljubljanske mlekarne and Količevo karton. In the oil and gas area in Slovenia, EY provides audit services for OMV Slovenia, MOL Slovenia, Eni Slovenia, Adriaplin and Interina d.o.o..

The global audit clients engaged in the oil and gas industry are: MOL Hungarian Oil & Gas Plc, BP Plc, ConocoPhillips, Rosneft OAO, GDF Suez, ENI SpA, OMV, Total SA, Trafigura, and many others.

Working Papers Relating to Item 4 of the Agenda

4. Appointment of members of the Supervisory Board of Petrol d.d., Ljubljana

Resolution Proposals:

4.1 Sašo Berger has been appointed as the first member of the Supervisory Board, the Shareholders' representative, for a four-year term commencing 7th April, 2017.

4.2 Nada Drobne Popovič has been appointed as the second member of the Supervisory Board, the Shareholders' representative, for a four-year term commencing 7th April, 2017.

4.3 Igo Gruden has been appointed as the third member of the Supervisory Board, the Shareholders' representative, for a four-year term commencing 7th April, 2017.

4.4 Tomaž Kuntarič has been appointed as the fourth member of the Supervisory Board, the Shareholders' representative, for a four-year term commencing 7th April, 2017.

4.5 Aleš Skok has been appointed as the fifth member of the Supervisory Board, the Shareholders' representative, for a four-year term commencing 7th April, 2017.

4.6 Mladen Kaliterna has been appointed as the sixth member of the Supervisory Board, the Shareholders' representative, for a four-year term commencing 16th July, 2017.

Substantiation:

The Supervisory Board selected the proposed candidates from among the candidates who came forward in response to the call for applications. The selection was based on predetermined conditions and criteria as well as on recommendations provided by its Nomination Committee, which were fully respected. The Supervisory Board also followed its Rules of Procedure (including as regards the diversity policy) and the Company's reference code. In deciding the composition, it drew on the policy that the knowledge, experience and abilities of individual candidates should complement each other and that there should be no conflict of interest in respect of the candidates. Candidates have a multitude of experience in various fields. The Supervisory Board ensured the continuity of membership by proposing the election of three existing Supervisory Board members, i.e. Igo Gruden, Mladen Kaliterna and Tomaž Kuntarič, to the General Meeting.

As a body putting forward voting proposals, the Supervisory Board launched the process already at its meeting of 25 August 2016. Intermediate preparatory work was carried out by its Human Resources and Management Board Evaluation Committee, while the final part of the process was completed by the ad hoc Nomination Committee, to which the Supervisory Board also appointed an external expert. On 15 December 2016, a public call was issued inviting potential candidates to submit their applications. At the same time, all shareholders with more than 5% of the Company's share capital were asked to encourage the persons they deemed appropriate to present themselves as candidates. All existing Supervisory Board members (shareholder representatives) also responded to the call, giving the Supervisory Board ample room to ensure appropriate continuity of the work of this body. Upon submitting their applications, the candidates agreed to take part in internal procedures that individual major shareholders may undertake. The Nomination Committee discussed this matter at no less than seven meetings, promptly reporting back to the Supervisory Board. Among other things, it conducted interviews with all the candidates which were singled out by the Supervisory Board as the most suitable (no interviews were carried out with the existing members). In the final proposal, the Supervisory Board took fully into account the

proposals of its Nomination Committee, except for the part on which the Nomination Committee did not want to pronounce itself owing to the fact that it was comprised of the existing members, i.e. on the continuity, which meant including the existing members in voting proposals. The assessment was made in accordance with predetermined criteria that the candidates were required to fulfil and were published in the call for applications of 15 December 2016.

Based on the criteria of the Slovene Corporate Governance Code for Public Companies, the Supervisory Board determined that the proposed candidates are not economically, personally and otherwise linked to the Company and/or its Management Board. At its meeting held on 23 February 2017, the Supervisory Board, when adopting voting proposals for the General Meeting, assessed the potential conflict of interest for each candidate in accordance with the criteria set out in Annex B of the Code, identifying no conflicts for any of the candidates. The Supervisory Board concluded, and hereby discloses that all proposed candidates are independent in relation to the Company, as per the Code's criteria.

Sašo Berger has a bachelor's degree in economics (Faculty of Economics, University of Ljubljana). His work experience is related to the field of finance, administration and supervision. He has worked for the company S&T Slovenija d.d. since 2008, initially as the vice-president of its Management Board and from 2013 as the president of the Management Board. He has served as a Supervisory Board member of several companies.

Nada Drobne Popovič has a bachelor's degree in economics (Faculty of Economics, University of Ljubljana) and a master's degree from the Graduate School of Government and European Studies, Brdo pri Kranju. Her work experience is related to the management of equity investments, financial management of companies and information technology. She has worked for the Slovene Sovereign Holding since 2013, serving as a member of its Management Board since October 2015. Key information on past membership of other management or supervisory bodies includes:

- member of the Supervisory Board of the company Kamnolom Verd, d.d. from 2009 to 2011
- member of the Supervisory Board of the company HIT, d.d. since 2013

Igo Gruden holds a bachelor's degree in mechanical engineering (Faculty of Mechanical Engineering, University of Ljubljana). He continued his post-graduate studies at the Ljubljana Faculty of Economics. His work experience is related to the field of banking and asset management. He previously served as a member or president of the Management Board in the companies NLB Skladi, Perspektiva, the Agency for the Management of Equity Investments of the Republic of Slovenia, Slovene Restitution Fund and Probanka, but currently works for Bank Assets Management Company as Director of Credit Management and Workout. In addition, he has worked in other management or supervisory bodies:

- member of the Supervisory Board of Petrol d.d., Ljubljana and of the Bank Association of Slovenia
- member of the Investment Committee of Pokojninska družba A, d.d.
- vice-president of the Supervisory Board of Proleasing Rijeka
- vice-president of the Basketball Federation of Slovenia

Tomaž Kuntarič is a member of the management team of the company Gorenje Beteiligungsges.m.b.H., Vienna. He has a master's degree in economics and a bachelor's degree in law. He started his career at the Ministry of Internal Affairs, dealing with international economic crime. In 1994 he took a position at the Pension and Disability Insurance Institute of Slovenia, in the then funds department, which was in the process of being set up. When the Pension Fund Management Company was established, he was responsible for legal and general affairs, serving as Management Board member in charge of pension insurance from 2002 to 2005. From 2005 to 2009, he worked as a deputy president of the Management Board and was responsible for

corporate governance within the Gorenje Group. In 2009 he was appointed president of the Management Board of the Slovene Restitution Fund, which he managed until its transformation into the Slovene Sovereign Holding in 2014, when he returned to his current position within the Gorenje Group. He was a member of several supervisory boards of companies, and is currently president of the Supervisory Board of Petrol d.d., Ljubljana.

Aleš Skok has a bachelor's degree in chemical technology (Faculty of Chemistry and Chemical Technology, University of Ljubljana). In 2015 he completed his Master of Business Administration at MIT (Massachusetts Institute of Technology), Cambridge, in the United States. His work experience is related to the management of strategic planning and control over subsidiaries. From 1992 to 2014, he worked for Helios d.d., Domžale, most recently as member of its Management Board. Since 2015, he has worked as an independent consultant for the company AS-MIT d.o.o., providing in particular advisory services to the US multinational company PPG Industries to help it expand its operations and acquisition activities in the Adriatic region. Key information on past membership of other management or supervisory bodies includes:

- president of the Supervisory Board of the company Mavrica d.d., Ljubljana, from 2002 to 2014
- president of the Supervisory Board of the company Chromos d.d., Zagreb, from 2004 to 2014
- president of the Supervisory Board of the company Helios Slovakia d.o.o., Žilina, Slovakia, from 2007 to 2014
- president of the Supervisory Board of the company Belinka Belles d.o.o., Ljubljana, from 2008 to 2014
- president of the Supervisory Board of the company HGtrade BiH d.o.o., Čapljina, Bosnia and Herzegovina, from 2011 to 2014
- president of the Supervisory Board of the company Helios DCB Belgrade, Serbia, from 2012 to 2014
- member and, since 2012, president of the Supervisory Board of the company Sava d.d., Kranj, from 2011 to 2014

Mladen Kaliterna holds a bachelor's degree in computer science (Faculty of Computer Science in Ljubljana, University of Ljubljana) and a master's degree from the Ljubljana Faculty of Economics. His work experience is related to the field of banking and finance. From 2001 to 2017, he worked in the brokerage company Perspektiva d.d. as executive director, board member and chairman of the board. He has worked as an executive director of Perspektiva Invest, investicijske storitve d.o.o., since 2017. Key information on past membership of other management or supervisory bodies includes:

- member of the Supervisory Board of the company Pokojninska družba A, d.d.

Prior to the election at the General Meeting, the proposer will provide additional information on the previous professional training and work of individual candidates, their current work and any circumstances that might lead to a conflict of interest or their bias, as laid down in Article 274 of the Companies Act.

Enclosures to Item 4 of the Agenda:

Hereafter, the candidates' statements that they accept the position (confirmation of application in a statement under Article 255 of the Companies Act), their statements of independence and statements on their functions at the time of submitting the application are enclosed. Some key information on past membership of other management or supervisory bodies is indicated as part the above basic information about individual candidates.

STATEMENT
by a Member of the Supervisory Board of
Petrol d.d., Ljubljana
with its registered office at
Dunajska cesta 50, 1000 Ljubljana,
Company Reg. No: 5025796000

I, _____

hereby state that

- I give consent to the nomination for a member of the Supervisory Board of the company;
- I am not a member of another management or supervisory body of the company;
- I have never been finally convicted of a criminal offence against the economy, labour relations and social security, legal transactions, property, the environment, space and natural resources;
- I am not subject to a preventive measure prohibiting me from pursuing my profession;
- I have never been, acting as a member of the management or supervisory body of a company against which bankruptcy proceedings have been instituted, pronounced liable to pay damage to the creditors in accordance with the act governing damage liability in financial operations of companies;
- there are no circumstances which may conflict with my appointment in accordance with the provisions of ZGD-1.

In _____, on _____

Personal Signature:

Statement of Independence of the Member of the Supervisory Board of the _____ Company

In accordance with point 8 of Article 17.2 of the Corporate Governance Code for Listed Companies of 8 December 2009 (hereinafter: the "Code") and in regard to my function as member of the supervisory board of the company _____, I the undersigned _____ hereby declare that I possess sufficient experience and knowledge for the performance of the function of supervisory board member and declare my position as to the potential conflicts of interest referred to in Appendix C of the Code.

Please, mark whether the statement is true or false. The criteria referred to in Appendix C of the Code are applied to ascertain the verity of the statement:

- a) I am not an executive or managing director of the company or an associated company, and not having been in such a position for the previous five years;

TRUE

FALSE

- b) I am not employed at the company or associated company and have not held such a position over the course of the past three years.

TRUE

FALSE

- c) I do not receive significant additional remuneration from the company or an associated company apart from a fee received as supervisory board member.

TRUE

FALSE

- d) I am not and do not represent in any way the controlling shareholder(s).

TRUE

FALSE

- e) I do not have, or have not had within the last year, a significant business relationship with the company or an associated company, either directly or as a partner, shareholder, director, or senior employee of a body.

TRUE

FALSE

- f) I am not, or have not been within the last three years, partner or employee of the present or former external auditor of the company or an associated company.

TRUE

FALSE

- g) I am not an executive director or management board member in another company in which an executive director or management board member of the company is a supervisory board member. I also do not have other links with executive directors or management board members of the company through involvement in other companies or bodies.

TRUE

FALSE

- h) I have not served on the supervisory board for more than three terms (or, alternatively, more than 12 years).

TRUE

FALSE

- i) I am not a close family member of management board members or of persons in the situations referred to under criteria (a) through (h).

TRUE

FALSE

In addition to the above,

- I am not a member of expanded management of an associated company and

TRUE

FALSE

- I have not taken part in the drafting of the contents of the proposed annual report of the company.

TRUE

FALSE

Conflict of interest exists when impartial and objective performance of tasks or decision-making of a member of the supervisory board or management board is compromised by their personal economic interest, interests of the family, its emotions, political or national sympathy/aversion, or any other associated interest with another natural person or legal entity.

Is your decision-making in accordance with the above definition affected by any other fact not mentioned above?

NO

YES

Please, elaborate if your answer was YES:

Date: _____

In view of the disclosed potential conflicts of interest, I declare myself to be:

Please, encircle appropriately:

a) an independent member of the supervisory board

b) a dependent member of the supervisory board.

Note: Supervisory board members are considered to be independent if they meet all independence criteria (all statements above are marked as true).

By affixing my signature, I permit the publication of the signed statement on the company's website.

Signature: _____

Statement of the Candidate's Position at the Time of Applying for Nomination

I hereby state that at the time of applying for nomination I am a member of the following supervisory or management boards:

Slovenia

1. _____, Term of Office Expiry Date: _____
2. _____, Term of Office Expiry Date: _____
3. _____, Term of Office Expiry Date: _____

Further, I hereby state that at the time of applying for nomination I also hold the following positions in companies in Slovenia or abroad (manager, procurator, member of foreign supervisory bodies):

1. _____, Term of Office Expiry Date: _____
 2. _____, Term of Office Expiry Date: _____
 3. _____, Term of Office Expiry Date: _____
- etc.

For transparency purposes, I wish to disclose in advance that I hold the following positions, perform the following tasks and participate in the following organisations (optional, data not obligatory):

1. _____
 2. _____
 3. _____
- etc.

Date _____

Signature

IZJAVA

člana nadzornega sveta družbe
Petrol d.d., Ljubljana,
s sedežem v Ljubljani,
poslovni naslov Dunajska cesta 50, 1000 Ljubljana,
matična številka 5025796000

SASO BERGER

izjavljam, da:

- soglašam z imenovanjem za člana nadzornega sveta družbe;
- nisem član drugega organa vodenja ali nadzora te družbe;
- nisem bil pravnomočno obsojen zaradi kaznivega dejanja zoper gospodarstvo, zoper delovno razmerje in socialno varnost, zoper pravni promet, zoper premoženje, zoper okolje, prostor in naravne dobrine;
- mi ni bil izrečen varnostni ukrep prepovedi opravljanja poklica;
- nisem bil kot član organa vodenja ali nadzora družbe, nad katero je bil začet stečajni postopek, pravnomočno obsojen na plačilo odškodnine upnikom v skladu z določbami zakona, ki ureja finančno poslovanje podjetij, o odškodninski odgovornosti;
- ni okoliščin, ki bi po določbah ZGD-1 nasprotovale mojemu imenovanju.

V Ljubljani, dne 13.1.2017

Lastnoročni podpis:



Izjava o neodvisnosti člana NS družbe PETROL

Podpisani(-a) SAŠO BERGER skladno z 8. točko 17.2 člena Kodeksa upravljanja javnih delniških družb z dne 8.12.2009 (v nadaljevanju: Kodeks) vezano na moje članstvo v nadzornem svetu družbe PETROL izjavljam, da imam za opravljanje funkcije člana (-ice) nadzornega sveta dovolj izkušenj in znanja ter se izrekam glede potencialnih nasprotij interesov iz priloge C v Kodeksu.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve se uporabljajo kriteriji iz priloge C Kodeksa:

a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal takšne funkcije v zadnjih petih letih.

DRŽI

NE DRŽI

b) Nisem zaposlen v družbi ali povezani družbi in nisem bil na takšnem položaju v zadnjih treh letih.

DRŽI

NE DRŽI

c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član nadzornega sveta.

DRŽI

NE DRŽI

d) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

DRŽI

NE DRŽI

e) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec organa.

DRŽI

NE DRŽI

f) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner (-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali povezani družbi.

DRŽI

NE DRŽI

g) Nisem izvršni (-a) direktor (-ica) ali član (-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

DRŽI

NE DRŽI

h) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let).

DRŽI

NE DRŽI

i) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do h)

DRŽI

NE DRŽI

Poleg zgornjih navedb tudi

- nisem član(-ica) širšega posloводства povezane družbe in

DRŽI

NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

DRŽI

NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

NE

DA

Prosimo obrazložite, če ste odgovorili z DA:

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

a) neodvisnega (-o) člana(-ico) nadzornega sveta

b) odvisnega člana(-ico) nadzornega sveta

Opomba: Člani nadzornega sveta se smatrajo na neodvisne, če izpolnjujejo vse kriterije neodvisnosti (vse trditve, navedene zgoraj, držijo).

S svojim podpisom dovoljujem objavo podpisane izjave na spletnih straneh družbe.

Datum: 13.1.2017

Podpis: 

Izjava o funkcijah kandidata v trenutku oddaje kandidature

Izjavljam, da sem v trenutku oddaje te kandidature član/ica naslednjih nadzornih svetov ali upravnih odborov:

Slovenija

1. upravni odbor SBT Slovenija dd, mandat poteče 1. 9. 2019
2. _____, mandat poteče _____
3. _____, mandat poteče _____

Izjavljam, da v trenutku oddaje te kandidature opravljam še naslednje funkcije v gospodarskih družbah v Sloveniji ali tujini (poslovodja, prokurist, član organov nadzora v tujini):

1. _____, mandat poteče _____
2. _____, mandat poteče _____
3. _____, mandat poteče _____
- itd.

Zaradi transparentnosti želim v naprej razkriti, da opravljam sledeče funkcije, naloge ali sodelujem v sledečih organizacijah (opcijsko po želji kandidata, podatki niso obvezni):

1. _____
2. _____
3. _____
itd.

Datum, 13.1.2017

Podpis

Podpis 

IZJAVA
člana nadzornega sveta družbe
Petrol d.d., Ljubljana,
s sedežem v Ljubljani,
poslovni naslov Dunajska cesta 50, 1000 Ljubljana,
matična številka 5025796000

NADA DRABNE POPOVIČ

izjavljam, da:

- soglašam z imenovanjem za člana nadzornega sveta družbe;
- nisem član drugega organa vodenja ali nadzora te družbe;
- nisem bil pravnomočno obsojen zaradi kaznivega dejanja zoper gospodarstvo, zoper delovno razmerje in socialno varnost, zoper pravni promet, zoper premoženje, zoper okolje, prostor in naravne dobrine;
- mi ni bil izrečen varnostni ukrep prepovedi opravljanja poklica;
- nisem bil kot član organa vodenja ali nadzora družbe, nad katero je bil začet stečajni postopek, pravnomočno obsojen na plačilo odškodnine upnikom v skladu z določbami zakona, ki ureja finančno poslovanje podjetij, o odškodninski odgovornosti;
- ni okoliščin, ki bi po določbah ZGD-1 nasprotovale mojemu imenovanju.

V Ljubljani, dne 16.1.2017

Lastnoročni podpis:

Drabne

Izjava o funkcijah kandidata v trenutku oddaje kandidature

Izjavljam, da sem v trenutku oddaje te kandidature član/ica naslednjih nadzornih svetov ali upravnih odborov:

Slovenija

1. Hit, d.d., mandat poteče 10. 6. 2017
2. _____, mandat poteče _____
3. _____, mandat poteče _____

Izjavljam, da v trenutku oddaje te kandidature opravljam še naslednje funkcije v gospodarskih družbah v Sloveniji ali tujini (poslovodja, prokurist, član organov nadzora v tujini):

1. SDH d.o.o., član uprave, mandat poteče 27. 10. 2019
 2. Valkon d.o.o., direktorica, mandat poteče /
 3. _____, mandat poteče _____
- itd.

Zaradi transparentnosti želim v naprej razkriti, da opravljam sledeče funkcije, naloge ali sodelujem v sledečih organizacijah (opcijsko po želji kandidata, podatki niso obvezni):

1. _____
 2. _____
 3. _____
- itd.

Datum, Ljubljana, 16. 01. 2017

Podpis

Dolce

Izjava o neodvisnosti člana NS družbe _____

Podpisani(-a) NATA OROBNE POPOVIČ skladno z 8. točko 17.2 člena Kodeksa upravljanja javnih delniških družb z dne 8.12.2009 (v nadaljevanju: Kodeks) vezano na moje članstvo v nadzornem svetu družbe PETROL d.d. izjavljam, da imam za opravljanje funkcije člana (-ice) nadzornega sveta dovolj izkušenj in znanja ter se izrekam glede potencialnih nasprotij interesov iz priloge C v Kodeksu.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve se uporabljajo kriteriji iz priloge C Kodeksa:

a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal takšne funkcije v zadnjih petih letih.

DRŽI

NE DRŽI

b) Nisem zaposlen v družbi ali povezani družbi in nisem bil na takšnem položaju v zadnjih treh letih.

DRŽI

NE DRŽI

c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član nadzornega sveta.

DRŽI

NE DRŽI

d) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

DRŽI

NE DRŽI

e) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec organa.

DRŽI

NE DRŽI

f) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner (-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali povezani družbi.

DRŽI

NE DRŽI

g) Nisem izvršni (-a) direktor (-ica) ali član (-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

DRŽI

NE DRŽI

h) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let).

DRŽI

NE DRŽI

i) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do h)

DRŽI

NE DRŽI

Poleg zgornjih navedb tudi

- nisem član(-ica) širšega posloводства povezane družbe in

DRŽI

NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

DRŽI

NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

NE

DA

Prosimo obrazložite, če ste odgovorili z DA:

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

a) neodvisnega (-o) člana(-ico) nadzornega sveta

b) odvisnega člana(-ico) nadzornega sveta

Opomba: Člani nadzornega sveta se smatrajo na neodvisne, če izpolnjujejo vse kriterije neodvisnosti (vse trditve, navedene zgoraj, držijo).

S svojim podpisom dovoljujem objavo podpisane izjave na spletnih straneh družbe.

Datum: 16.1.2017

Podpis: 

IZJAVA
člana nadzornega sveta družbe
Petrol d.d., Ljubljana,
s sedežem v Ljubljani,
poslovni naslov Dunajska cesta 50, 1000 Ljubljana,
matična številka 5025796000

19. GRUDEN

izjavljam, da:

- soglašam z imenovanjem za člana nadzornega sveta družbe;
- nisem član drugega organa vodenja ali nadzora te družbe;
- nisem bil pravnomočno obsojen zaradi kaznivega dejanja zoper gospodarstvo, zoper delovno razmerje in socialno varnost, zoper pravni promet, zoper premoženje, zoper okolje, prostor in naravne dobrine;
- mi ni bil izrečen varnostni ukrep prepovedi opravljanja poklica;
- nisem bil kot član organa vodenja ali nadzora družbe, nad katero je bil začet stečajni postopek, pravnomočno obsojen na plačilo odškodnine upnikom v skladu z določbami zakona, ki ureja finančno poslovanje podjetij, o odškodninski odgovornosti;
- ni okoliščin, ki bi po določbah ZGD-1 nasprotovale mojemu imenovanju.

V LJUBLJANI, dne 7.1.2017

Lastnoročni podpis:



Izjava o neodvisnosti člana NS družbe PETROL D.D.

Podpisani(-a) IGO GRUDEN skladno z 8. točko 17.2 člena Kodeksa upravljanja javnih delniških družb z dne 8.12.2009 (v nadaljevanju: Kodeks) vezano na moje članstvo v nadzornem svetu družbe PETROL D.D. izjavljam, da imam za opravljanje funkcije člana (-ice) nadzornega sveta dovolj izkušenj in znanja ter se izrekam glede potencialnih nasprotij interesov iz priloge C v Kodeksu.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve se uporabljajo kriteriji iz priloge C Kodeksa:

a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal takšne funkcije v zadnjih petih letih.

DRŽI

NE DRŽI

b) Nisem zaposlen v družbi ali povezani družbi in nisem bil na takšnem položaju v zadnjih treh letih.

DRŽI

NE DRŽI

c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član nadzornega sveta.

DRŽI

NE DRŽI

d) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

DRŽI

NE DRŽI

e) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec organa.

DRŽI

NE DRŽI

f) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner (-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali povezani družbi.

DRŽI

NE DRŽI

g) Nisem izvršni (-a) direktor (-ica) ali član (-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

DRŽI

NE DRŽI

h) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let).

DRŽI

NE DRŽI

i) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do h)

DRŽI

NE DRŽI

Poleg zgornjih navedb tudi

- nisem član(-ica) širšega posloводства povezane družbe in

DRŽI

NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

DRŽI

NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

NE

DA

Prosimo obrazložite, če ste odgovorili z DA:

Datum:

7.1.2017

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

a) neodvisnega (-o) člana(-ico) nadzornega sveta

b) odvisnega člana(-ico) nadzornega sveta

Opomba: Člani nadzornega sveta se smatrajo na neodvisne, če izpolnjujejo vse kriterije neodvisnosti (vse trditve, navedene zgoraj, držijo).

S svojim podpisom dovoljujem objavo podpisane izjave na spletnih straneh družbe.

Podpis:



Izjava o funkcijah kandidata v trenutku oddaje kandidature

Izjavljam, da sem v trenutku oddaje te kandidature član/ica naslednjih nadzornih svetov ali upravnih odborov:

Slovenija

1. PETROL D.D., mandat poteče 6.4.2017
2. /, mandat poteče _____
3. /, mandat poteče _____

Izjavljam, da v trenutku oddaje te kandidature opravljam še naslednje funkcije v gospodarskih družbah v Sloveniji ali tujini (poslovodja, prokurist, član organov nadzora v tujini):

1. PROLEASING D.O.O., mandat poteče 10/2017 (DRUŽBA V LIKVIDACIJI)
 2. /, mandat poteče _____
 3. /, mandat poteče _____
- itd.

Zaradi transparentnosti želim v naprej razkriti, da opravljam sledeče funkcije, naloge ali sodelujem v sledečih organizacijah (opcijsko po želji kandidata, podatki niso obvezni):

1. KOŠARKARSKA ZVEZA SLOVENIJE (PODPREDSEDNIK)
 2. /
 3. /
- itd.

Datum, 7.1.2017

Podpis

[Podpis]

IZJAVA

člana nadzornega sveta družbe

Petrol d.d., Ljubljana,

s sedežem v Ljubljani,

poslovni naslov Dunajska cesta 50, 1000 Ljubljana,

matična številka 5025796000

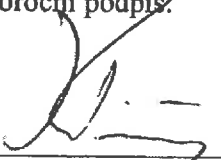
TONAŽ KUNTARIC

izjavljam, da:

- soglašam z imenovanjem za člana nadzornega sveta družbe;
- nisem član drugega organa vodenja ali nadzora te družbe;
- nisem bil pravnomočno obsojen zaradi kaznivega dejanja zoper gospodarstvo, zoper delovno razmerje in socialno varnost, zoper pravni promet, zoper premoženje, zoper okolje, prostor in naravne dobrine;
- mi ni bil izrečen varnostni ukrep prepovedi opravljanja poklica;
- nisem bil kot član organa vodenja ali nadzora družbe, nad katero je bil začet stečajni postopek, pravnomočno obsojen na plačilo odškodnine upnikom v skladu z določbami zakona, ki ureja finančno poslovanje podjetij, o odškodninski odgovornosti;
- ni okoliščin, ki bi po določbah ZGD-1 nasprotovale mojemu imenovanju.

v LJUBLJANI, dne 12.01.2017

Lastnoročni podpis:



Izjava o neodvisnosti člana NS družbe PETROL, d.d.

Podpisani(-a) TONAŽ KUJARIČ skladno z 8. točko 17.2 člena Kodeksa upravljanja javnih delniških družb z dne 8.12.2009 (v nadaljevanju: Kodeks) vezano na moje članstvo v nadzornem svetu družbe PETROL, d.d. izjavljam, da imam za opravljanje funkcije člana (-ice) nadzornega sveta dovolj izkušenj in znanja ter se izrekam glede potencialnih nasprotij interesov iz priloge C v Kodeksu.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve se uporabljajo kriteriji iz priloge C Kodeksa:

a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal takšne funkcije v zadnjih petih letih.

☒ DRŽI

☐ NE DRŽI

b) Nisem zaposlen v družbi ali povezani družbi in nisem bil na takšnem položaju v zadnjih treh letih.

☒ DRŽI

☐ NE DRŽI

c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član nadzornega sveta.

☒ DRŽI

☐ NE DRŽI

d) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

☒ DRŽI

☐ NE DRŽI

e) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec organa.

☒ DRŽI

☐ NE DRŽI

f) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner (-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali povezani družbi.

☒ DRŽI

☐ NE DRŽI

g) Nisem izvršni (-a) direktor (-ica) ali član (-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

☒ DRŽI

☐ NE DRŽI

h) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let).

☒ DRŽI

☐ NE DRŽI

i) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do h)

☒ DRŽI

☐ NE DRŽI

Poleg zgornjih navedb tudi

- nisem član(-ica) širšega posloводства povezane družbe in

☒ DRŽI

☐ NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

☒ DRŽI

☐ NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

☒ NE

☐ DA

Prosimo obrazložite, če ste odgovorili z DA:

Datum: 12.01.2017

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

☒ a) neodvisnega (-o) člana(-ico) nadzornega sveta

☐ b) odvisnega člana(-ico) nadzornega sveta

Opomba: Člani nadzornega sveta se smatrajo na neodvisne, če izpolnjujejo vse kriterije neodvisnosti (vse trditve, navedene zgoraj, držijo).

S svojim podpisom dovoljujem objavo podpisane izjave na spletnih straneh družbe.

Podpis: 

Izjava o funkcijah kandidata v trenutku oddaje kandidature

Izjavljam, da sem v trenutku oddaje te kandidature član/ica naslednjih nadzornih svetov ali upravnih odborov:

Slovenija

1. PETROL, d.d., mandat poteče 06.04.2017
2. _____, mandat poteče _____
3. _____, mandat poteče _____

Izjavljam, da v trenutku oddaje te kandidature opravljam še naslednje funkcije v gospodarskih družbah v Sloveniji ali tujini (poslovodja, prokurist, član organov nadzora v tujini):

1. GORENJE BETERIKI, G.O.B. it, mandat poteče _____
 2. GORENJE, d.d., mandat poteče _____
 3. _____, mandat poteče _____
- itd.

Zaradi transparentnosti želim v naprej razkriti, da opravljam sledeče funkcije, naloge ali sodelujem v sledečih organizacijah (opcijsko po želji kandidata, podatki niso obvezni):

1. _____
 2. _____
 3. _____
- itd.

Datum, 12.01.2017

Podpis



IZJAVA
člana nadzornega sveta družbe
Petrol d.d., Ljubljana,
s sedežem v Ljubljani,
poslovni naslov Dunajska cesta 50, 1000 Ljubljana,
matična številka 5025796000

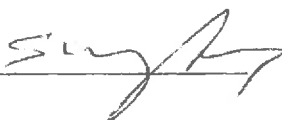
Ales Skok

izjavljam, da:

- soglašam z imenovanjem za člana nadzornega sveta družbe;
- nisem član drugega organa vodenja ali nadzora te družbe;
- nisem bil pravnomočno obsojen zaradi kaznivega dejanja zoper gospodarstvo, zoper delovno razmerje in socialno varnost, zoper pravni promet, zoper premoženje, zoper okolje, prostor in naravne dobrine;
- mi ni bil izrečen varnostni ukrep prepovedi opravljanja poklica;
- nisem bil kot član organa vodenja ali nadzora družbe, nad katero je bil začet stečajni postopek, pravnomočno obsojen na plačilo odškodnine upnikom v skladu z določbami zakona, ki ureja finančno poslovanje podjetij, o odškodninski odgovornosti;
- ni okoliščin, ki bi po določbah ZGD-1 nasprotovale mojemu imenovanju.

V Maribor, dne 2. 1. 2017

Lastnoročni podpis:



Izjava o neodvisnosti člana NS družbe Petrol

Podpisani(-a) Aleš Skok skladno z 8. točko 17.2 člena Kodeksa upravljanja javnih delniških družb z dne 8.12.2009 (v nadaljevanju: Kodeks) vezano na moje članstvo v nadzornem svetu družbe Petrol izjavljam, da imam za opravljanje funkcije člana (-ice) nadzornega sveta dovolj izkušenj in znanja ter se izrekam glede potencialnih nasprotij interesov iz priloge C v Kodeksu.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve se uporabljajo kriteriji iz priloge C Kodeksa:

a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal takšne funkcije v zadnjih petih letih.

☒ DRŽI

☐ NE DRŽI

b) Nisem zaposlen v družbi ali povezani družbi in nisem bil na takšnem položaju v zadnjih treh letih.

☒ DRŽI

☐ NE DRŽI

c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član nadzornega sveta.

☒ DRŽI

☐ NE DRŽI

d) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

☒ DRŽI

☐ NE DRŽI

e) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec organa.

☒ DRŽI

☐ NE DRŽI

f) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner (-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali povezani družbi.

☒ DRŽI

☐ NE DRŽI

g) Nisem izvršni (-a) direktor (-ica) ali član (-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

☒ DRŽI

☐ NE DRŽI

h) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let).

☒ DRŽI

☐ NE DRŽI

i) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do h)

☒ DRŽI

☐ NE DRŽI

Poleg zgornjih navedb tudi

- nisem član(-ica) širšega posloводства povezane družbe in

☒ DRŽI

☐ NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

☒ DRŽI

☐ NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

☒ NE

☐ DA

Prosimo obrazložite, če ste odgovorili z DA:

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

☒ a) neodvisnega (-o) člana(-ico) nadzornega sveta

☐ b) odvisnega člana(-ico) nadzornega sveta

Opomba: Člani nadzornega sveta se smatrajo na neodvisne, če izpolnjujejo vse kriterije neodvisnosti (vse trditve, navedene zgoraj, držijo).

S svojim podpisom dovoljujem objavo podpisane izjave na spletnih straneh družbe.

Datum: 9.1.2017

Podpis: 

Izjava o funkcijah kandidata v trenutku oddaje kandidature

Izjavljam, da sem v trenutku oddaje te kandidature član/ica naslednjih nadzornih svetov ali upravnih odborov:

Slovenija

1. _____, mandat poteče _____
2. _____, mandat poteče _____
3. _____, mandat poteče _____

Izjavljam, da v trenutku oddaje te kandidature opravljam še naslednje funkcije v gospodarskih družbah v Sloveniji ali tujini (poslovodja, prokurist, član organov nadzora v tujini):

1. AS-MIT d.o.o. - direktor, mandat poteče _____
 2. _____, mandat poteče _____
 3. _____, mandat poteče _____
- itd.

Zaradi transparentnosti želim v naprej razkriti, da opravljam sledeče funkcije, naloge ali sodelujem v sledečih organizacijah (opcijsko po želji kandidata, podatki niso obvezni):

1. _____
 2. _____
 3. _____
- itd.

Datum, 9. 1. 2017

Podpis



IZJAVA
člana nadzornega sveta družbe
Petrol d.d., Ljubljana,
s sedežem v Ljubljani,
poslovni naslov Dunajska cesta 50, 1000 Ljubljana,
matična številka 5025796000

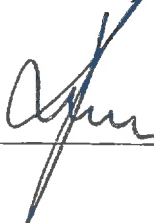
VLADEN KALITERNA

izjavljam, da:

- soglašam z imenovanjem za člana nadzornega sveta družbe;
- nisem član drugega organa vodenja ali nadzora te družbe;
- nisem bil pravnomočno obsojen zaradi kaznivega dejanja zoper gospodarstvo, zoper delovno razmerje in socialno varnost, zoper pravni promet, zoper premoženje, zoper okolje, prostor in naravne dobrine;
- mi ni bil izrečen varnostni ukrep prepovedi opravljanja poklica;
- nisem bil kot član organa vodenja ali nadzora družbe, nad katero je bil začet stečajni postopek, pravnomočno obsojen na plačilo odškodnine upnikom v skladu z določbami zakona, ki ureja finančno poslovanje podjetij, o odškodninski odgovornosti;
- ni okoliščin, ki bi po določbah ZGD-1 nasprotovale mojemu imenovanju.

V LJUBLJANI, dne 8.1.2017

Lastnoročni podpis:



Izjava o neodvisnosti člana NS družbe PETROL d.d.

Podpisani(-a) MLADEN KACIČEVA skladno z 8. točko 17.2 člena Kodeksa upravljanja javnih delniških družb z dne 8.12.2009 (v nadaljevanju: Kodeks) vezano na moje članstvo v nadzornem svetu družbe PETROL d.d. izjavljam, da imam za opravljanje funkcije člana (-ice) nadzornega sveta dovolj izkušenj in znanja ter se izrekam glede potencialnih nasprotij interesov iz priloge C v Kodeksu.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve se uporabljajo kriteriji iz priloge C Kodeksa:

a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal takšne funkcije v zadnjih petih letih.

DRŽI

NE DRŽI

b) Nisem zaposlen v družbi ali povezani družbi in nisem bil na takšnem položaju v zadnjih treh letih.

DRŽI

NE DRŽI

c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član nadzornega sveta.

DRŽI

NE DRŽI

d) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

DRŽI

NE DRŽI

e) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec organa.

DRŽI

NE DRŽI

f) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner (-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali povezani družbi.

DRŽI

NE DRŽI

g) Nisem izvršni (-a) direktor (-ica) ali član (-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

DRŽI

NE DRŽI

h) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let).

DRŽI

NE DRŽI

i) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do h)

☒ DRŽI

NE DRŽI

Poleg zgornjih navedb tudi

- nisem član(-ica) širšega posloводства povezane družbe in

☒ DRŽI

NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

☒ DRŽI

NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

☒ NE

DA

Prosimo obrazložite, če ste odgovorili z DA:

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

a) ☒ neodvisnega (-o) člana(-ico) nadzornega sveta

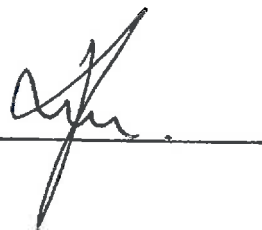
b) ☐ odvisnega člana(-ico) nadzornega sveta

Opomba: Člani nadzornega sveta se smatrajo na neodvisne, če izpolnjujejo vse kriterije neodvisnosti (vse trditve, navedene zgoraj, držijo).

S svojim podpisom dovoljujem objavo podpisane izjave na spletnih straneh družbe.

Datum: 8.1.2017

Podpis: _____



Izjava o funkcijah kandidata v trenutku oddaje kandidature

Izjavljam, da sem v trenutku oddaje te kandidature član/ica naslednjih nadzornih svetov ali upravnih odborov:

Slovenija

1. VIZIJA HOLDING k.d.d., mandat poteče 17.7. 2020
2. VIZIJA HOLDINGNA h.d.d., mandat poteče 17.7. 2020
3. PETROL d.d., mandat poteče 16.7. 2017

Izjavljam, da v trenutku oddaje te kandidature opravljam še naslednje funkcije v gospodarskih družbah v Sloveniji ali tujini (poslovodja, prokurist, član organov nadzora v tujini):

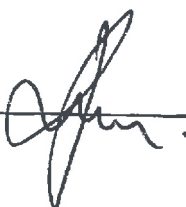
1. PERSPEKTIVA d.d. P. Uprave, mandat poteče 26.11. 2019
 2. _____, mandat poteče _____
 3. _____, mandat poteče _____
- itd.

Zaradi transparentnosti želim v naprej razkriti, da opravljam sledeče funkcije, naloge ali sodelujem v sledečih organizacijah (opcijsko po želji kandidata, podatki niso obvezni):

1. _____
 2. _____
 3. _____
- itd.

Datum, 8.1. 2017

Podpis



Working Papers Relating to Item 5 of the Agenda

5. Presentation of new Supervisory Board Members - Employees' representatives - to the General Meeting of Petrol, Slovenska energetska družba, d.d., Ljubljana

The General Meeting of Petrol, Slovenska energetska družba, d.d., Ljubljana has been informed that the Works Council of Petrol, Slovenska energetska družba, d.d., Ljubljana, at its 3rd meeting held on 27th January 2017, elected Zoran Gračner, Alen Mihelčič and Robert Ravnikar to the Supervisory Board of Petrol, Slovenska energetska družba, d.d., Ljubljana as the Employees representatives for the term from 22nd February 2017 to 22nd February 2021.

Translation of Resolution 3/3:

The newly elected representatives of workers in the Supervisory Board of Petrol d.d., Ljubljana are Zoran Gračner, Alen Mihelčič and Robert Ravnikar for the four year term from 22nd February 2017 to 22nd February 2021.

*Tomaž Kuntarič
President of the
Supervisory Board*

Working Papers Relating to Item 6 of the Agenda

6. Changes to point 09.03 and to the first paragraph of point 09.10 of the Company's Articles of Association

Resolution Proposal:

6.1 In the chapter IV. COMPANY BODIES, 09.00 Management Board, point 09.03 and the first paragraph of point 09.10 shall be changed:

- Point 09.03 shall read as follows:

"As a member of the Management Board, the Worker Director shall participate in decision-making only in connection with issues relating to the formulation of personnel and social policy."

- First paragraph of point 09.10 shall read as follows:

"The President of the Management Board and any other member of the Management Board other than the Worker Director shall represent the Company independently and individually. The Worker Director shall represent the Company together with another member or president of the Management Board."

Substantiation:

The shareholder SDH d.d. requested that the General Meeting be convened to discuss this item. Therefore, the item was put on the agenda of this General Meeting.

The two points of the Articles of Association in their current wording read as follows:

Articles of Association:

09.03. The Workers' Director shall participate as a member of the Management Board in Decisionmaking only in connection with issues relating to the formulation of personnel and social policy, and is not authorised to represent the Company.

09.10. The Chairman of the Management Board and each other member of the Management Board shall represent and act on behalf of the Company independently and individually, with the exception of the Worker Director who does not have power to represent the Company.

SDH d.d. provided the following reasons to substantiate the proposed changes:

"As part of our management activities pertaining to the equity interest in the company Petrol d.d. we reviewed the company's Articles of Association and determined that the chapter Company Bodies, specifically points 9.03 and 9.10, include a provision under which the worker director, as a member of the Management Board, advocates and represents workers' interests relating to personnel and social policy but is not authorised to represent the company.

We deem such provision to be illegal. Article 266(1) of the Companies Act stipulates that the management board (as a collective representation body) shall represent the company. This provision being peremptory, it must not be modified by means of articles of association. In accordance with Article 266(2) of the Companies Act, the members of the management board shall represent the company jointly if the board has more than one member, unless otherwise provided in the articles of association. Under this provision, the articles of association may only provide for a different representation method, but cannot impose limitations on a management board member's (or the worker director's, as is the case here) right to represent the company or withdraw this right. Representation being the right and the duty of the management board as a whole and of all management board members individually, including the worker director, the limitation or withdrawal

of this right from the worker director is not compatible with the essence of the company and the worker director's rights as a company representative.

We propose to bring the illegal provisions of the Articles of Association into line with the law and to put on the agenda of the first general meeting that follows an agenda item, which includes a proposed resolution to amend the Articles of Association”.

Working Papers Relating to Item 7 of the Agenda

7. The granting of power to the management board to acquire own shares and reporting on reasonable grounds for the exclusion of the pre-emptive right upon the disposal of own shares

Resolution Proposals:

7.1. The General Meeting authorises the Company's Management Board to acquire own shares within 36 months of the adoption of this resolution.

Under this authorisation, a maximum of 208,630 own shares may be acquired, but the total percentage of the shares acquired based on this authorisation may not exceed, together with other own shares already held by the Company (24,703 own shares), 10% of the Company's share capital (208,630).

The Company may acquire own shares via transactions concluded on a regulated securities market and at a market price applicable at the time. The Company may acquire own shares also outside the regulated securities market. When acquiring shares on a regulated or unregulated securities market, the purchase price may not be lower than 50% of the share's carrying amount calculated based on the most recent publicly available audited financial statements of the PETROL Group. Similarly, the purchase price of the shares may not exceed the 12-fold value of earnings per share (EPS) calculated based on the most recent publicly available audited financial statements of the PETROL Group.

Subject to a prior approval from the Supervisory Board, the Company may dispose of the own shares acquired based on this authorisation by exchanging them for interests in other companies, in line with its takeover strategy.

The shareholders' pre-emptive right is excluded when the own shares acquired by the Company under this authorisation are disposed of.

SDH d.d. provided the following substantiation:

Substantiation of the proposed resolution and Report on reasonable grounds for the exclusion of the pre-emptive right upon the disposal of own shares:

The acquisition of own shares is regulated by Article 247 of the Companies Act. In accordance with its provisions, the proposed resolution authorises the Company's Management Board to acquire own shares of up to 10% of the total number of the Company's shares within 36 months. As required by law, the General Meeting resolution also lays down a maximum and minimum purchase price applicable to the acquisition of the Company's shares.

It is proposed to exclude the shareholders' pre-emptive right to purchase own shares which the Company might dispose of after having acquired them beforehand, should an economically justified possibility arise to exchange them for shares or interests in other companies, provided this is in the Company's interest. This possibility might give rise to an increase in the Company's value and, as a result, in the value of the Company's shares. With the possibility of exchange being linked to a potential disposal towards individual entities only (holders of shares/interests in other companies), the pre-emptive right of the existing Company shareholders needs to be excluded beforehand. The Company will report each change in the number of own shares in accordance

with applicable regulations, making sure that shareholders are promptly informed about the number of own shares. At the next General Meetings, the Management Board will report on transactions involving own shares in terms of meeting the Company's long-term strategic goals, summing up intervening notices concerning the number of own shares in the process.

While not all circumstances justifying the use of the authorisation to acquire own shares can be envisaged, the effects of acquiring the Company's own shares include, in addition to the above, an increase in trading volume and the share's liquidity, improved stability of the share price, optimisation of tax effects for shareholders in the case of the shares' disposal, and better possibilities for shareholders to take advantage of the allocative function of the capital markets.

Enclosure to Item 7 of the Agenda:

- *SDH d.d. request, dated 23rd February 2017 (with translation)*
- *The written report of the management, dated 24th February 2017 (with translation)*



SLOVENSKI DRŽAVNI HOLDING, d. d.

MALA ULICA 5, P.P. 139
1001 LJUBLJANA
SLOVENIJA

Številka: 2017003906

Datum: 23.2.2017

PETROL d.d.
Nadzorni svet
Uprava
Dunajska cesta 50
1000 Ljubljana

Zadeva: Predlog za dodatno točko dnevnega reda prve naslednje seje skupščine družbe PETROL d.d.

Spoštovani,

SDH d.d. kot delničar družbe Petrol d.d. in kot pooblaščen predlagatelj skladno z določbami ZGD-1 predlaga, da na dnevni red prve naslednje skupščine, ki jo nameravate sklicati, uvrstite točko dnevnega reda s predlogom sklepa in obrazložitvijo, kot je podano v nadaljevanju:

Ime točke dnevnega reda: POOBLASTILO UPRAVI ZA NAKUP LASTNIH DELNIC IN POROČILO O UTEMELJENIH RAZLOGIH ZA IZKLJUČITEV PREDNOSTNE PRAVICE PRI ODSVAJANJU LASTNIH DELNIC

Predlog sklepa skupščine:

»Skupščina pooblašča upravo družbe, da lahko v obdobju 36 mesecev od dneva sprejema tega sklepa kupuje lastne delnice.

Pooblastilo velja za pridobitev največ 208.630 lastnih delnic družbe, pri čemer skupni delež delnic, pridobljen na podlagi tega pooblastila, skupaj z drugimi lastnimi delnicami, ki jih družba že ima (24.703 lastnih delnic), ne sme presegati 10 % osnovnega kapitala (208.630 delnic).

Družba lahko lastne delnice pridobiva s posli, sklenjenimi na organiziranem trgu vrednostnih papirjev, in sicer po vsakokratni tržni ceni. Družba lahko lastne delnice pridobiva tudi zunaj organiziranega trga vrednostnih papirjev. Pri pridobivanju delnic na organiziranem ali na neorganiziranem trgu vrednostnih papirjev nakupna cena delnic ne sme biti nižja od 50 % knjigovodske vrednosti delnice, izračunane na podlagi zadnjih javno objavljenih revidiranih poslovnih izkazov skupine PETROL. Nakupna cena delnic prav tako ne sme biti višja od 12-kratnika čistega dobička na



Vseh okoliščin, ki utemeljujejo uporabo podeljenega pooblastila za nakup lastnih delnic, vnaprej ni mogoče predvideti, so pa lahko učinki pridobitve lastnih delnic družbe poleg zgoraj navedenega še povečanje obsega trgovanja in likvidnosti delnice ter stabilnosti tečaja delnice, optimizacija davčnih učinkov za delničarje v primeru prodaje delnic, povečana možnost delničarjev izkoristiti alokativno funkcijo kapitalskega trga.

S spoštovanjem,

Pripravil:

Venčeslav Radi



Lidija Glavina
predsednica uprave

mag. Nada Drobne Popovič
članica uprave

(Translation)

Dear Sir or Madam,

As a shareholder of the company Petrol d.d. and an authorised proposer, SDH d.d. proposes, in accordance with the Companies Act, that the following agenda item, which includes a proposed resolution together with its substantiation, be put on the agenda of the first general meeting to come:

Agenda item: THE GRANTING OF POWER TO THE MANAGEMENT BOARD TO ACQUIRE OWN SHARES AND REPORTING ON REASONABLE GROUNDS FOR THE EXCLUSION OF THE PRE-EMPTIVE RIGHT UPON THE DISPOSAL OF OWN SHARES

Proposed General Meeting resolution:

“The General Meeting authorises the Company’s Management Board to acquire own shares within 36 months of the adoption of this resolution.

Under this authorisation, a maximum of 208,630 own shares may be acquired, but the total percentage of the shares acquired based on this authorisation may not exceed, together with other own shares already held by the Company (24,703 own shares), 10% of the Company’s share capital (208,630).

The Company may acquire own shares via transactions concluded on a regulated securities market and at a market price applicable at the time. The Company may acquire own shares also outside the regulated securities market. When acquiring shares on a regulated or unregulated securities market, the purchase price may not be lower than 50% of the share’s carrying amount calculated based on the most recent publicly available audited financial statements of the PETROL Group. Similarly, the purchase price of the shares may not exceed the 12-fold value of earnings per share (EPS) calculated based on the most recent publicly available audited financial statements of the PETROL Group.

Subject to a prior approval from the Supervisory Board, the Company may dispose of the own shares acquired based on this authorisation by exchanging them for interests in other companies, in line with its takeover strategy.

The shareholders’ pre-emptive right is excluded when the own shares acquired by the Company under this authorisation are disposed of.”

Substantiation of the proposed resolution and Report on reasonable grounds for the exclusion of the pre-emptive right upon the disposal of own shares:

The acquisition of own shares is regulated by Article 247 of the Companies Act. In accordance with its provisions, the proposed resolution authorises the Company’s Management Board to acquire own shares of up to 10% of the total number of the Company’s shares within 36 months. As required by law, the General Meeting resolution also lays down a maximum and minimum purchase price applicable to the acquisition of the Company’s shares.

It is proposed to exclude the shareholders’ pre-emptive right to purchase own shares which the Company might dispose of after having acquired them beforehand, should an economically justified possibility arise to exchange them for shares or interests in other companies, provided this is in the

Company's interest. This possibility might give rise to an increase in the Company's value and, as a result, in the value of the Company's shares. With the possibility of exchange being linked to a potential disposal towards individual entities only (holders of shares/interests in other companies), the pre-emptive right of the existing Company shareholders needs to be excluded beforehand. The Company will report each change in the number of own shares in accordance with applicable regulations, making sure that shareholders are promptly informed about the number of own shares. At the next General Meetings, the Management Board will report on transactions involving own shares in terms of meeting the Company's long-term strategic goals, summing up intervening notices concerning the number of own shares in the process.

While not all circumstances justifying the use of the authorisation to acquire own shares can be envisaged, the effects of acquiring the Company's own shares include, in addition to the above, an increase in trading volume and the share's liquidity, improved stability of the share price, optimisation of tax effects for shareholders in the case of the shares' disposal, and better possibilities for shareholders to take advantage of the allocative function of the capital markets.

Poročilo o razlogih za predlog popolne izključitve prednostne pravice pri odsvajanju lastnih delnic

Slovenski državni holding, d.d. je dne 22.2.2017 skupščini predlagal sprejem sklepa o pooblastilu upravi za pridobivanje in odsvajanje lastnih delnic, pri čemer bi se prednostne pravice delničarjev pri odsvajanju lastnih delnic izključile. Ob tem je navedel naslednje razloge za izključitev:

"247. člen ZGD-1 ureja pridobivanje lastnih delnic. V skladu s to določbo predlog sklepa skupščine pooblašča upravo družbe, da lahko v obdobju 36 mesecev pridobiva lastne delnice v obsegu do 10 % od skupnega števila delnic družbe. Skladno z zakonsko določbo sklep skupščine določa tudi najnižjo in najvišjo nakupno ceno pri pridobivanju delnic družbe.

Predlagana je izključitev prednostne pravice delničarjev do nakupa delnic, ki jih družba morebitno odsvoji po njihovi predhodni pridobitvi, če bi se izkazala ekonomsko upravičena možnost zamenjave za delnice oziroma lastniške deleže v drugih podjetjih, če bi bilo to v interesu družbe. Navedena možnost lahko vpliva na povečanje vrednosti družbe ter s tem tudi povečanje vrednosti delnice, ker pa je možnost zamenjave vezana na potencialno odsvojitve le posameznim osebam (imetnikom delnic/deležev v drugih podjetjih), je potrebno predhodno izključiti prednostno pravico obstoječih delničarjev družbe. O vsaki spremembi stanja lastnih delnic bo družba poročala v skladu z veljavnimi predpisi, tako da bodo delničarji sproti obveščeni o stanju lastnih delnic. Uprava bo na naslednjih skupščinah delničarjev poročala o transakcijah z lastnimi delnicami z vidika doseganja dolgoročnih strateških ciljev družbe in ob tem bo povzela vmesne objave o stanju lastnih delnic.

Vseh okoliščin, ki utemeljujejo uporabo podeljenega pooblastila za nakup lastnih delnic, vnaprej ni mogoče predvideti, so pa lahko učinki pridobitve lastnih delnic družbe poleg zgoraj navedenega še povečanje obsega trgovanja in likvidnosti delnice ter stabilnosti tečaja delnice, optimizacija davčnih učinkov za delničarje v primeru prodaje delnic, povečana možnost delničarjev izkoristiti alokativno funkcijo kapitalskega trga."

Uprava družbe Petrol d.d., Ljubljana se strinja z razlogi za izključitev prednostne pravice, ki jih je navedel Slovenski Državni Holding, d.d. in ocenjuje, da se z predlagano izključitvijo prednostne pravice obstoječih delničarjev pod opisanimi pogoji zasleduje cilj, ki je objektivno v interesu družbe.

V Ljubljani, dne 24.2.2017



Predsednik uprave
Tomaž Berločnik

(Translation)

Report on the grounds for proposing the full exclusion of the pre-emptive right upon the disposal of own shares

On 22 February 2017, **Slovene Sovereign Holding** proposed that the General Meeting adopt a resolution to grant the power to the Management Board to acquire or dispose of own shares, in which case the shareholders' pre-emptive rights would be excluded upon the disposal of own shares. Slovene Sovereign Holding gave the following grounds for the exclusion:

The proposer's justification is presented in the letter received from SDH, d.d.

The Management Board of Petrol d.d., Ljubljana concurs with the grounds for the exclusion of the pre-emptive right indicated by Slovene Sovereign Holding, and believes the proposed exclusion of the pre-emptive right of the current shareholders under the stated conditions to be in line with a goal, which is objectively in the interest of the Company.

Ljubljana, 24 February 2017

President of the Management Board

Tomaž Berločnik