

PETROL

PETROL, Slovenska energetska družba, d.d., Ljubljana
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*29th General Meeting of Shareholders of
PETROL,
Slovenska energetska družba, d.d,
Ljubljana*

March 2019

The Management Board of PETROL d.d., Ljubljana, pursuant to its resolution of 4th March 2019, invites shareholders to attend

29th General Meeting of Shareholders of PETROL, Slovenska energetska družba, d.d., Ljubljana,

to be held at 10.00 a.m. on Thursday, 18th April 2019, 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 President 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 2018 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:

Resolution 2.1.

The profit for appropriation as of 31st December 2018, amounting to € 49,769,123.00, will be distributed as follows:

- part of the profit for appropriation amounting to € 37,553,418.00 will be distributed as dividend payments to shareholders – a gross dividend of € 18.00 per share is proposed, taking into account the total number of issued shares (own shares not deducted);*
- the remaining amount of € 12,215,705.00, and any amounts which may result from own shares on the date the shareholders registered at KDD are entitled to receive dividends, and from rounding off the payment figures, will be transferred to other profit reserves.*

The company will pay out dividends on 9th August 2019 to shareholders registered at KDD (Central Securities Clearing Corporation) as of 8th August 2019.

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

Resolution 2.2.

The General Meeting has granted approval of the performance of duties by the Management Board in the financial year 2018.

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

Resolution 2.3.

The General Meeting has granted approval of the performance of duties by the Supervisory Board in the financial year 2018.

3. Adoption of Resolution on the appointment of an auditor to audit the company's business and financial statements for 2019, 2020 and 2021

Resolution Proposal:

Resolution 3.1.

–The auditing company "ERNST & YOUNG Revizija, poslovno svetovanje, d.o.o." from Ljubljana, Dunajska cesta 111, Ljubljana, has been appointed as auditor of the company for 2019, 2020 and 2021.

4. Amendments to the Articles of Association of Petrol d.d., Ljubljana in Sub-clauses 03.01., 09.04., 10.13. and 10.14., and Deletion of Sub-clause 10.15. and Clause 07A.00.

Resolution Proposal:

Resolution 4.1.

The Articles of Association of the Company have been amended as follows:

- *Due to the introduction of new activities, the following has been added to Sub-clause 03.01. of the Articles of Association:*

»08.120	Operation of gravel and sand pits; mining of clays and kaolin
08.910	Mining of chemical and fertiliser minerals
08.930	Extraction of salt
08.990	Other mining and quarrying n.e.c.
09.900	Support activities for other mining and quarrying
49.310	Urban and suburban passenger land transport
49.320	Taxi operation
49.391	Interurban and other road passenger transport«
- *Due to the expiry of a five-year term, the provisions pertaining to the authorised capital of the Company have been deleted, namely the title »07A.00. AUTHORISED CAPITAL« and Sub-clauses 07A.01., 07A.02. and 07A.03.*
- *The provision of Sub-clause 09.04. has been completed by adding a new sentence at the end of the sub-clause, reading as follows: »A member of the Management Board shall hold at least a bachelor's or master's degree from a relevant university (Bologna 2nd Cycle Degree), and shall have five years of appropriate work experience in managerial positions and suitable knowledge and organisational skills to manage the company. Further, the member shall demonstrate professional and personal integrity. «*
- *A new second paragraph has been added to Sub-clause 10.13., which reads as follows: »A member of the Supervisory Board may resign from the position of Member of the Supervisory Board prior to the expiry of the term of office for which he/she has been appointed. However,*

the resignation shall not be given at an inappropriate time, and is subject to 90 days' notice. In the case the resignation is given at an inappropriate time, the member of the Supervisory Board shall be liable to the company for any damage caused to it, despite the fact that the 90 days' notice period has been observed. «

- *Sub-clause 10.14. has been amended to read: »In return for their work, the members of the Supervisory Board shall be entitled to receive basic remuneration for duties performed, attendance fees and reimbursement of costs in connection with their work for the Supervisory Board. The exact amounts of payments shall be determined in a resolution adopted by the General Meeting. «*
- *Sub-clause 10.15. has been deleted; the previous Sub-clause 10.16. has been renumbered to 10.15.*

5. Changes Relating to the Remuneration for Members of the Supervisory Board and Members of the Supervisory Board's Committees

Resolution Proposal:

Resolution 5.1.

In return for their work, the General Meeting entitles the members of the Supervisory Board to receive the following remunerations:

1. *The members of the Supervisory Board shall be entitled to receive attendance fees for their attendance at the Supervisory Board's meetings. Each member shall receive a gross amount of EUR 275.00 for each meeting attended. The members of the Supervisory Board Committee shall be entitled to receive attendance fees for their attendance at the Committee's meetings. Each member of the Committee shall receive 80% of the fee for the attendance at the Supervisory Board's meetings. The fee for the attendance at a correspondence meeting amounts to 80% of the regular attendance fee. Notwithstanding the foregoing and the number of his/her attendances at meetings, in each financial year a member of the Supervisory Board shall be entitled to receive the total amount of attendance fees not exceeding 50% of the basic remuneration amount paid on an annual basis for performing the duties of Member of the Supervisory Board. In each financial year, a member of the Supervisory Board who is also a member of the Supervisory Board Committee or Committees shall be entitled to receive, notwithstanding the foregoing and the number of his/her attendances at the meetings of the Supervisory Board and Committees, the total amount of attendance fees not exceeding 75% of the basic remuneration amount paid on an annual basis for performing the duties of Member of the Supervisory Board.*
2. *In addition to attendance fees, the members of the Supervisory Board shall be entitled to receive basic remuneration for performing the duties of the office; each member shall be entitled to receive a gross amount of EUR 14,000.00. Further, the Chairman of the Supervisory Board shall also be entitled to receive an additional amount of 50% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board. The Vice Chairman / Deputy Chairman of the Supervisory Board shall be entitled to receive an additional amount of 10% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board.*

The members of the Supervisory Board Committee shall be entitled to receive an additional amount for performing their duties; each member of the Committee shall receive 25% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board. The Chairman of the Committee shall be entitled to receive an additional amount of 37.5% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board. In each financial year, a member of the Supervisory Board Committee shall be entitled to receive, notwithstanding the foregoing and the number of committees of which he/she is a member or president, the total amount of additional fees not exceeding 50% of the basic remuneration amount paid on an annual basis for performing the duties of Member of the Supervisory Board. If the term of office of a particular member of the Supervisory Board is shorter than the financial year period, this member shall be entitled to receive, notwithstanding the foregoing and the number of committees of which he/she is a member or president, the total amount of additional payments not exceeding 50% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board, taking into account the eligible payments for the period of his/her term of office in the relevant financial year.

The external members of the Supervisory Board Committees shall be entitled to receive the same amounts of attendance fees as received by other members of the Committee and basic remuneration for performing their duties, amounting to 30% of the annual basic remuneration amount paid to each member of the Supervisory Board (excluding additional payments for work in the Committee).

3. *The members of the Supervisory Board and the members of the Supervisory Board Committee shall receive basic remuneration and additional payments for performing their duties as members in the form of proportional monthly fees to which they are entitled as long as they perform the duties of their office. A monthly fee shall amount to one-twelfth of the above-mentioned annual payments.*
4. *Limits on the amount of total payments of attendance fees or additional payments to the members of the Supervisory Board shall in no way affect their statutory responsibilities and their duty to participate actively in all meetings of the Supervisory Board and the Committees of which they are members.*
5. *The members of the Supervisory Board shall be entitled to receive a refund of travel and accommodation costs in connection with their work for the Supervisor Board. The amounts refunded shall be defined in accordance with the regulations governing the reimbursement of costs in connection with work and other income not included in the tax base (allowances for travel and overnight stays during business trips). The amount to which a member of the Supervisory Board is entitled in accordance with the above-mentioned regulations shall be paid as a gross amount; the net amount represents the actual travel expenses refunded. Mileage expenses shall be calculated using the table of distances between places, posted on the website of AMZS. Accommodation costs will be refunded only if the distance of a Supervisory Board member's and/or a Supervisory Board Committee member's permanent or temporary residence is at least 100 kilometres away from the location of the Board's or Committee's work, provided it is not possible for the member to return home owing to the lack of suitable scheduled public means of transport, or for other objective reasons.*

As from the date of adopting this Resolution, the resolution on the amounts of attendance fees, adopted at the General Meeting of 7.4.2009, and the resolution on monthly payments for the performance of duties, adopted at the General Meeting of 19.5.2011, shall cease to apply.

The resolutions under items 2 and 4 of the Agenda are proposed by the Management Board and the Supervisory Board; the resolution under item 3 of the Agenda is proposed by the Supervisory Board, the resolution under item 5 of the Agenda is proposed by Slovenski državni holding, d.d. Pursuant to Article 304 of the Companies Act (ZGD-1), the 2th 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 30,723 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, within seven days after the notice to convene the General Meeting has been published, make a written request that an additional item be included on the agenda. 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 and electoral proposals 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 at the General Meeting; or
- if a shareholder has 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 Management Board may give a common reply to all shareholders' questions having the same content. The right to be informed shall also apply in respect of the company's legal and business relationships with affiliated companies, if such information is important for an assessment of the agenda.

Notwithstanding the above-mentioned, 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 at the General Meeting, he may require that his question and the reason why the information was refused be entered into 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 14th April 2019, and who are registered in the Central Book-Entry Securities Register as of the end of 14th April 2019, 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 application and authorisation forms are available on the company's website. Shareholders may also obtain these forms free of charge from the information office at the headquarters of the company 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. 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, the 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 10.00 a.m. Should a quorum not be present, the General Meeting will be adjourned and resumed at 12.00 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
President of the Management Board*

*Nada Drobne Popović
President of the Supervisory Board*

Working Papers Relating to Item 2 of the Agenda

Resolution Proposal regarding the use of profit for appropriation:

Resolution 2.1.

The profit for appropriation as of 31st December 2018, amounting to € 49,769,123.00, will be distributed as follows:

- part of the profit for appropriation amounting to € 37,553,418.00 will be distributed as dividend payments to shareholders – a gross dividend of € 18.00 per share is proposed, taking into account the total number of issued shares (own shares not deducted);*
- the remaining amount of € 12,215,705.00, and any amounts which may result from own shares on the date the shareholders registered at KDD are entitled to receive dividends, and from rounding off the payment figures, will be transferred to other profit reserves.*

The company will pay out dividends on 9th August 2019 to shareholders registered at KDD (Central Securities Clearing Corporation) as of 8th August 2019.

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

Resolution 2.2.

The General Meeting has granted approval of the performance of duties by the Management Board in the financial year 2018.

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

Resolution 2.3.

The General Meeting has granted approval of the performance of duties by the Supervisory Board in the financial year 2018.

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 2018 and the Supervisory Board's report on their approval of the Annual Report for 2018. 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 2018. 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, as well as on the Supervisory Board's and Management Board's assessment on the appropriateness of such use. The planned dividend payments are comparable to such payments in the previous years. 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 9th August 2019. 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 is among the first to pay out dividends because it is usually among the first to hold its annual general meetings.

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 2018. 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 1st January 2018 to 31st December 2018, the company was managed by the Management Board consisting of the following members: Tomaž Berložnik – President 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 2018, the office of Member of the Supervisory Board was held by the following persons:

- Nada Drobne Popović*
- Sašo Berger*
- Igo Gruden*
- Metod Podkrižnik*
- Mladen Kaliterna*
- Sergej Goriup*
- Alen Mihelčič*
- Robert Ravnikar*
- Zoran Gračner*

Nada Drobne Popović held the office of President of the Supervisory Board. The office of Deputy President of the Supervisory Board was held by Sašo Berger.

Enclosures to Item 2 of the Agenda:

- *Annual Report 2018 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 2018 (Annual Report posted on):*
- <https://www.petrol.eu/binaries/content/assets/skupina-petrol-slo/2018/porocila/2019/annual-report-petrol-2018.pdf>

Tomaž Berločnik
President of the Management Board

Nada Drobne Popović
President of the Supervisory Board

Working Papers Relating to Item 3 of the Agenda

Adoption of Resolution on the appointment of an auditor to audit the company's business and financial statements for 2019, 2020 and 2021

Resolution Proposal:

Resolution 3.1.

The auditing company "ERNST & YOUNG Revizija, poslovno svetovanje, d.o.o." from Ljubljana, Dunajska cesta 111, Ljubljana, has been appointed as auditor of the company for 2019, 2020 and 2021.

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 2019, 2020 and 2021. EY has appropriate experience in auditing in the company's business activity, as well as references in Slovenia and abroad. EY performed audit services for the company for 2014, 2015, 2016, 2017 and 2018.

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, 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.

*Nada Drobne Popović
President of the Supervisory Board*



Working Papers Relating to Item 4 of the Agenda

Amendments to the Articles of Association of Petrol d.d., Ljubljana in Sub-clauses 03.01., 09.04., 10.13. and 10.14., and Deletion of Sub-clause 10.15. and Clause 07A.00.

Resolution Proposal:

Resolution 4.1.

The Articles of Association of the Company have been amended as follows:

- Due to the introduction of new activities, the following has been added to Sub-clause **03.01.** of the Articles of Association:

»08.120	Operation of gravel and sand pits; mining of clays and kaolin
08.910	Mining of chemical and fertiliser minerals
08.930	Extraction of salt
08.990	Other mining and quarrying n.e.c.
09.900	Support activities for other mining and quarrying
49.310	Urban and suburban passenger land transport
49.320	Taxi operation
49.391	Interurban and other road passenger transport«

- Due to the expiry of a five-year term, the provisions pertaining to the authorised capital of the Company have been deleted, namely the title »**07A.00. AUTHORISED CAPITAL**« and Sub-clauses **07A.01.**, **07A.02.** and **07A.03.**
- The provision of Sub-clause **09.04.** has been completed by adding a new sentence at the end of the sub-clause, reading as follows: »A member of the Management Board shall hold at least a bachelor's or master's degree from a relevant university (Bologna 2nd Cycle Degree), and shall have five years of appropriate work experience in managerial positions and suitable knowledge and organisational skills to manage the company. Further, the member shall demonstrate professional and personal integrity. «
- A new second paragraph has been added to Sub-clause **10.13.**, which reads as follows: »A member of the Supervisory Board may resign from the position of Member of the Supervisory Board prior to the expiry of the term of office for which he/she has been appointed. However, the resignation shall not be given at an inappropriate time, and is subject to 90 days' notice. In the case the resignation is given at an inappropriate time, the member of the Supervisory Board shall be liable to the company for any damage caused to it, despite the fact that the 90 days' notice period has been observed. «
- Sub-clause **10.14.** has been amended to read: »In return for their work, the members of the Supervisory Board shall be entitled to receive basic remuneration for duties performed, attendance fees and reimbursement of costs in connection with their work for the Supervisory Board. The exact amounts of payments shall be determined in a resolution adopted by the General Meeting. «

- *Sub-clause 10.15. has been deleted; the previous Sub-clause 10.16. has been renumbered to 10.15.*

Substantiation:

The need to complete the list by adding new activities results from the expansion of the company's scope of business.

Due to the expiry of a five-year term, the provisions of the sub-clause pertaining to authorised capital ceased to apply and must be deleted.

- *The purpose of completing the provision of Sub-clause 09.04. is to introduce at least minimum conditions to be considered when selecting and appointing members of the Management Board.*

The purpose of completing the provision of Sub-clause 10.13. is to regulate the resigning of members of the Supervisory Board, particularly at an inappropriate time, which may result in the lack of the Board's quorum. The diction of this completion indicates that the members elected to the Supervisory Board should serve their full term of office, except in exceptional and unpredictable cases.

The amendment of Sub-clause 10.14., deletion of Sub-clause 10.15. and renumbering of Sub-clause 10.16. to 10.15. are necessary in order to update the amounts of fees paid to the members of the Supervisory Board, and bring them in line with the recommendations and good business practices.

Enclosure below: Translation of the Clean Copy of the Articles of Assotiation (10.4.2017)

Pursuant to the Act on the Ownership Transformation of PETROL, podjetje za notranjo in zunanjo trgovino ter finančno poslovanje, r.o., Ljubljana, Dunajska c. 50 (fifty), on 27th June 1996 (the twenty-seventh of June, Nineteen Ninety-Six) the General Meeting of the company adopted the Articles of Association of the joint-stock company PETROL, Slovenska naftna družba, d.d., Ljubljana. Amendments to the Articles of Association were adopted at the 1st (first) General Meeting held on 4th April, 1997 (the fourth of April, Nineteen Ninety-Seven), the 2nd (second) General Meeting held on 21st November, 1997 (the twenty-first of November, Nineteen Ninety-Seven), the 9th (ninth) General Meeting held on 27th May, 2003 (the twenty-seventh of May, Two Thousand and Three), the 14th (fourteenth) General Meeting held on 14th March, 2006 (the fourteenth of March, Two Thousand and Six), the 15th (fifteenth) General Meeting held on 10th May, 2006 (the tenth of May, Two Thousand and Six), the 16th (sixteenth) General Meeting held on 16th May, 2007 (the sixteenth of May, Two Thousand and Seven), the 18th (eighteenth) General Meeting held on 7th April, 2009 (the seventh of April, Two Thousand and Nine), the 20th (twentieth) General Meeting held on 6th May, 2010 (the sixth of May, Two Thousand and Ten), the 21st (twenty-first) General Meeting held on 19th May, 2011 (the nineteenth of May, Two Thousand and Eleven), and the 27th (twenty-seventh) General Meeting held on 10th April, 2017 (the tenth of April, Two Thousand and Seventeen), so that the Company's Articles of Association now read as follows:

ARTICLES OF ASSOCIATION OF THE JOINT STOCK COMPANY (consolidated text)

I. GENERAL PROVISIONS- - - - - -
- - - - -
- - - - -

01.00. ESTABLISHMENT AND LEGAL STATUS - - - - -
- - - - -
- - - - -

01.01. PETROL, Slovenska energetska družba, d.d., Ljubljana, Dunajska c. 50 (fifty), Ljubljana is entered in the register of companies/business register under the company identification number 5025796000 (hereinafter referred to as: the Company).
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- - - - -
- - - - -

02.00. NAME AND REGISTERED OFFICE- - - - - -
- - - - -
- - - - -
- - - - -

02.01. The name of the Company is PETROL, Slovenska energetska družba, d.d., Ljubljana.- - -
- - - - -
- - - - -

02.02. The abbreviated name of the Company is PETROL d.d., Ljubljana. - - - - -
- - - - -
- - - - -

02.03. The Company's symbol and logo are integral parts of its name.- - - - -
- - - - -
- - - - -

02.04. The Company's seals shall bear the Company's full or abbreviated name in addition to its symbol.

02.05. In its international operations, the Company may use, together with its Slovenian name, the English translation of the name which shall read »PETROL, Slovenian Energy Company, d.d., Ljubljana«.

02.06. The registered office of the Company is in Ljubljana and its principal place of business is at Dunajska cesta 50 (fifty). Any changes in the Company's principal place of business shall be decided on by the Management Board.

03.00. ACTIVITIES OF THE COMPANY-

03.01. The activities of the Company according to the Standard Classification of Activities include:

- 01.620 Support activities for animal production
- 02.400 Support services to forestry
- 06.100 Extraction of crude petroleum
- 06.200 Extraction of natural gas
- 09.100 Support activities for petroleum and natural gas extraction
- 10.110 Processing and preserving of meat
- 10.120 Processing and preserving of poultry meat
- 10.130 Production of meat and poultry meat products
- 10.200 Processing and preserving of fish, crustaceans and molluscs
- 10.310 Processing and preserving of potatoes
- 10.320 Manufacture of fruit and vegetable juice
- 10.390 Other processing and preserving of fruit and vegetables
- 10.520 Manufacture of ice cream
- 10.710 Manufacture of bread; manufacture of fresh pastry goods and cakes
- 10.720 Manufacture of rusks and biscuits; manufacture of preserved pastry goods and cakes
- 10.730 Manufacture of macaroni, noodles, couscous and similar farinaceous products
- 10.820 Manufacture of cocoa, chocolate and sugar confectionery
- 10.830 Processing of tea and coffee
- 10.850 Manufacture of prepared meals and dishes
- 10.860 Manufacture of homogenised food preparations and dietetic food
- 10.890 Manufacture of other food products
- 11.010 Distilling, rectifying and blending of spirits
- 11.020 Manufacture of wine from grape
- 11.030 Manufacture of cider and other fruit wines
- 11.040 Manufacture of other non-distilled fermented beverages
- 11.050 Manufacture of beer

11.070 Manufacture of soft drinks; production of mineral waters and other bottled waters

13.300 Finishing of textiles

17.230 Manufacture of paper stationery

18.120 Other printing

18.200 Reproduction of recorded media

19.100 Manufacture of coke oven products

19.200 Manufacture of refined petroleum products

20.110 Manufacture of industrial gases

20.120 Manufacture of dyes and pigments

20.140 Manufacture of other organic basic chemicals

20.150 Manufacture of fertilisers and nitrogen compounds

20.160 Manufacture of plastics in primary forms

20.410 Manufacture of soap and detergents, cleaning and polishing preparations

20.420 Manufacture of perfumes and toilet preparations

20.590 Manufacture of other chemical products

22.110 Manufacture of rubber tyres and tubes; retreading and rebuilding of rubber tyres

22.220 Manufacture of plastic packing goods

22.290 Manufacture of other plastic products

23.440 Manufacture of other technical ceramic products

24.330 Cold forming or folding

25.110 Manufacture of metal structures and parts of structures

25.290 Manufacture of other tanks, reservoirs and containers of metal

25.620 Machining

 25.731 Manufacture of hand tools

 25.732 Manufacture of other tools

25.910 Manufacture of steel drums and similar containers

25.990 Manufacture of other fabricated metal products

26.110 Manufacture of electronic components

26.200 Manufacture of computers and peripheral equipment

26.300 Manufacture of communication equipment

26.510 Manufacture of instruments and appliances for measuring, testing and navigation

26.520 Manufacture of watches and clocks

26.700 Manufacture of optical instruments and photographic equipment

27.110 Manufacture of electric motors, generators and transformers

27.120 Manufacture of electricity distribution and control apparatus

27.330 Manufacture of wiring devices

27.400 Manufacture of electric lighting equipment

27.900 Manufacture of other electrical equipment

28.110 Manufacture of engines and turbines, except aircraft, vehicle and cycle engines

28.120 Manufacture of fluid power equipment

28.130 Manufacture of other pumps and compressors

28.140 Manufacture of other taps and valves

28.290 Manufacture of other general-purpose machinery

28.490 Manufacture of other machine tools

28.940 Manufacture of machinery for textile, apparel and leather production
28.960 Manufacture of plastics and rubber machinery
28.990 Manufacture of other special-purpose machinery
29.100 Manufacture of motor vehicles
29.200 Manufacture of bodies (coachwork) for motor vehicles; manufacture of trailers and semi-trailers
29.310 Manufacture of electrical and electronic equipment for motor vehicles
29.320 Manufacture of other parts and accessories for motor vehicles
30.200 Manufacture of railway locomotives and rolling stock
30.910 Manufacture of motorcycles
32.500 Manufacture of medical and dental instruments and supplies
32.990 Other manufacturing
33.110 Repair of fabricated metal products
33.120 Repair of machinery
33.130 Repair of electronic and optical equipment
33.140 Repair of electrical equipment
33.190 Repair of other equipment
33.200 Installation of industrial machinery and equipment
 35.111 Production of electricity in HE generation facilities
 35.112 Production of electricity in thermal power stations
 35.119 Other production of electricity
 35.120 Transmission of electricity
35.130 Distribution of electricity
35.140 Trade of electricity
35.210 Manufacture of gas
35.220 Distribution of gaseous fuels through mains
35.230 Trade of gas through mains
35.300 Steam and air conditioning supply
36.000 Water collection, treatment and supply
37.000 Sewerage
38.110 Collection of non-hazardous waste
38.120 Collection of hazardous waste
38.210 Treatment and disposal of non-hazardous waste
38.220 Treatment and disposal of hazardous waste
38.310 Dismantling of wrecks
38.320 Recovery of sorted materials
39.000 Remediation activities and other waste management services
41.100 Development of building projects
41.200 Construction of residential and non-residential buildings
42.110 Construction of roads and motorways
42.120 Construction of railways and underground railways
42.130 Construction of bridges and tunnels
42.210 Construction of utility projects for fluids
42.220 Construction of utility projects for electricity and telecommunications
42.910 Construction of water projects
42.990 Construction of other civil engineering projects

43.110 Demolition
43.120 Site preparation
43.130 Test drilling and boring
43.210 Electrical installation
43.220 Plumbing, heat and air-conditioning installation
43.290 Other construction installation
43.310 Plastering
43.320 Joinery installation
43.330 Floor and wall covering
 43.341 Glazing
 43.342 Painting
43.390 Other building completion and finishing
43.910 Roofing activities
43.990 Other specialised construction activities
45.110 Sale of cars and light motor vehicles
45.190 Sale of other motor vehicles
45.200 Maintenance and repair of motor vehicles
45.310 Wholesale trade of motor vehicle parts and accessories
45.320 Retail trade of motor vehicle parts and accessories
45.400 Sale, maintenance and repair of motorcycles and related parts and accessories
46.110 Agents involved in the sale of agricultural raw materials, live animals, textile raw materials and semi-finished goods
46.120 Agents involved in the sale of fuels, ores, metals and industrial chemicals
46.130 Agents involved in the sale of timber and building materials
46.140 Agents involved in the sale of machinery, industrial equipment, ships and aircraft
46.150 Agents involved in the sale of furniture, household goods, hardware and ironmongery
46.160 Agents involved in the sale of textiles, clothing, fur, footwear and leather goods
46.170 Agents involved in the sale of food, beverages and tobacco
46.180 Agents specialised in the sale of other particular products
46.190 Agents involved in the sale of a variety of goods
46.210 Wholesale of grain, unmanufactured tobacco, seeds and animal feeds
46.220 Wholesale of flowers and plants
46.230 Wholesale of live animals
46.240 Wholesale of hides, skins and leather
46.310 Wholesale of fruit and vegetables
46.320 Wholesale of meat and meat products
46.330 Wholesale of dairy products, eggs and edible oils and fats
46.340 Wholesale of beverages
46.350 Wholesale of tobacco products
46.360 Wholesale of sugar and chocolate and sugar confectionery
46.370 Wholesale of coffee, tea, cocoa and spices
46.380 Wholesale of other food, including fish, crustaceans and molluscs
46.390 Non-specialised wholesale of food, beverages and tobacco
46.410 Wholesale of textiles

46.420 Wholesale of clothing and footwear
46.430 Wholesale of electrical household appliances
46.440 Wholesale of china and glassware and cleaning materials
46.450 Wholesale of perfume and cosmetics
46.460 Wholesale of pharmaceutical goods
46.470 Wholesale of furniture, carpets and lighting equipment
46.480 Wholesale of watches and jewellery
46.490 Wholesale of other household goods
46.510 Wholesale of computers, computer peripheral equipment and software
46.520 Wholesale of electronic and telecommunications equipment and parts
46.610 Wholesale of agricultural machinery, equipment and supplies
46.620 Wholesale of machine tools
46.630 Wholesale of mining, construction and civil engineering machinery
46.640 Wholesale of machinery for the textile industry and of sewing and knitting machines
46.650 Wholesale of office furniture
46.660 Wholesale of other office machinery and equipment
46.690 Wholesale of other machinery and equipment
46.710 Wholesale of solid, liquid and gaseous fuels and related products
46.720 Wholesale of metals and metal ores
46.730 Wholesale of wood, construction materials and sanitary equipment
46.740 Wholesale of hardware, plumbing and heating equipment and supplies
46.750 Wholesale of chemical products
46.760 Wholesale of other intermediate products
46.770 Wholesale of waste and scrap
46.900 Non-specialised wholesale trade
47.110 Retail sale in non-specialised stores with food, beverages or tobacco predominating
47.190 Other retail sale in non-specialised stores
47.210 Retail sale of fruit and vegetables in specialised stores
47.220 Retail sale of meat and meat products in specialised stores
47.230 Retail sale of fish, crustaceans and molluscs in specialised stores
47.240 Retail sale of bread, cakes, flour confectionery and sugar confectionery in specialised stores
47.250 Retail sale of beverages in specialised stores
47.260 Retail sale of tobacco products in specialised stores
47.290 Other retail sale of food in specialised stores
 47.301 Retail sale of own automotive fuel in specialized stores
 47.302 Agents involved in retail sale of automotive fuel in specialized stores
47.410 Retail sale of computers, peripheral units and software in specialised stores
47.420 Retail sale of telecommunications equipment in specialised stores
47.430 Retail sale of audio and video equipment in specialised stores
47.510 Retail sale of textiles in specialised stores
47.520 Retail sale of hardware, paints and glass in specialised stores
47.530 Retail sale of carpets, rugs, wall and floor coverings in specialised stores
47.540 Retail sale of electrical household appliances in specialised stores

- 47.590 Retail sale of furniture, lighting equipment and other household articles in specialised stores
- 47.610 Retail sale of books in specialised stores
 - 47.621 Retail sale of newspapers in specialized stores
 - 47.622 Retail sale of stationery in specialized stores
- 47.630 Retail sale of music and video recordings in specialised stores
- 47.640 Retail sale of sporting equipment in specialised stores
- 47.650 Retail sale of games and toys in specialised stores
- 47.710 Retail sale of clothing in specialised stores
- 47.720 Retail sale of footwear and leather goods in specialised stores
- 47.730 Dispensing chemist in specialised stores
- 47.740 Retail sale of medical and orthopaedic goods in specialised stores
- 47.750 Retail sale of cosmetic and toilet articles in specialised stores
 - 47.761 Retail sale in florists shops
 - 47.762 Retail sale of gardening material, pet animals and pet food in specialized stores
- 47.770 Retail sale of watches and jewellery in specialised stores
 - 47.781 Activities of opticians
 - 47.782 Retail sale services of commercial art galleries
 - 47.789 Other retail sale of new goods in specialized stores
 - 47.790 Retail sale of second-hand goods in stores
- 47.810 Retail sale via stalls and markets of food, beverages and tobacco products
- 47.820 Retail sale via stalls and markets of textiles, clothing and footwear
- 47.890 Retail sale via stalls and markets of other goods
- 47.910 Retail sale via mail order houses or via Internet
- 47.990 Other retail sale not in stores, stalls or markets
- 49.200 Freight rail transport
- 49.410 Freight transport by road
- 49.420 Removal services
- 49.500 Transport via pipeline
- 50.200 Sea and coastal freight water transport
- 50.400 Inland freight water transport
- 52.100 Warehousing and storage
 - 52.210 Service activities incidental to land transportation
 - 52.220 Service activities incidental to water transportation
 - 52.230 Service activities incidental to air transportation
 - 52.240 Cargo handling
 - 52.290 Other transportation support activities
- 53.100 Postal activities under universal service obligation
- 53.200 Other postal and courier activities
- 55.100 Hotels and similar accommodation
 - 55.201 Children and other holiday homes
 - 55.202 Tourist farm houses with lodging
 - 55.203 Letting of private tourist rooms
 - 55.204 Mountain refuges and youth hostels
- 55.209 Other short-stay accommodation

55.300 Camping grounds, recreational vehicle parks and trailer parks
 56.101 Restaurants and inns
 56.102 Snack bars and similar
 56.103 Sweetshops and coffee-houses
 56.104 Provisory food-serving stands
 56.105 Tourist farm houses without lodging
56.210 Event catering activities
56.290 Other food service activities
56.300 Beverage serving activities
58.110 Book publishing
58.120 Publishing of directories and mailing lists
58.130 Publishing of newspapers
58.140 Publishing of journals and periodicals
58.190 Other publishing activities
58.210 Publishing of computer games
58.290 Other software publishing
59.110 Motion picture, video and television programme production activities
59.120 Motion picture, video and television programme post-production activities
59.130 Motion picture, video and television programme distribution activities
59.140 Motion picture projection activities
59.200 Sound recording and music publishing activities
60.100 Radio broadcasting
60.200 Television programming and broadcasting activities
61.100 Wired telecommunications activities
61.200 Wireless telecommunications activities
61.300 Satellite telecommunications activities
61.900 Other telecommunications activities
62.010 Computer programming activities
62.020 Computer consultancy activities
62.030 Computer facilities management activities
62.090 Other information technology and computer service activities
63.110 Data processing, hosting and related activities
63.120 Web portals
63.990 Other information service activities
64.190 Other monetary intermediation
64.200 Activities of holding companies
64.300 Trusts, funds and similar financial entities
64.910 Financial leasing
64.920 Other credit granting
64.990 Other financial service activities, except insurance and pension funding
65.110 Life insurance
65.120 Non-life insurance
65.200 Reinsurance
65.300 Pension funding
66.110 Administration of financial markets
66.120 Security and commodity contracts brokerage

66.190 Other activities auxiliary to financial services, except insurance and pension funding

66.210 Risk and damage evaluation

66.220 Activities of insurance agents and brokers

66.290 Other activities auxiliary to insurance and pension funding

66.300 Fund management activities

68.100 Buying and selling of own real estate

68.200 Renting and operating of own or leased real estate

68.310 Real estate agencies

68.320 Management of real estate on a fee or contract basis

69.103 Other legal activities

69.200 Accounting, bookkeeping and auditing activities; tax consultancy

70.100 Activities of head offices

70.210 Public relations and communication activities

70.220 Business and other management consultancy activities

 71.111 Architectural planning

 71.112 Landscape architecture, urban and other planning

71.129 Other engineering activities and related technical consultancy

71.200 Technical testing and analysis

72.110 Research and experimental development on biotechnology

72.190 Other research and experimental development on natural sciences and engineering

72.200 Research and experimental development on social sciences and humanities

73.110 Advertising agencies

73.120 Media representation

73.200 Market research and public opinion polling

74.100 Specialised design activities

74.200 Photographic activities

74.300 Translation and interpretation activities

74.900 Other professional, scientific and technical activities

77.110 Renting and leasing of cars and light motor vehicles

77.120 Renting and leasing of trucks

77.210 Renting and leasing of recreational and sports goods

77.220 Renting of video tapes and disks

77.290 Renting and leasing of other personal and household goods

77.310 Renting and leasing of agricultural machinery and equipment

77.320 Renting and leasing of construction and civil engineering machinery and equipment

77.330 Renting and leasing of office machinery and equipment (including computers)

77.340 Renting and leasing of water transport equipment

77.350 Renting and leasing of air transport equipment

77.390 Renting and leasing of other machinery, equipment and tangible goods

77.400 Leasing of intellectual property and similar products, except copyrighted works

78.100 Activities of employment placement agencies

78.200 Temporary employment agency activities

78.300 Other human resources provision

79.110 Travel agency activities
79.120 Tour operator activities
79.900 Other reservation service and related activities
80.100 Private security activities
80.200 Security systems service activities
80.300 Investigation activities
81.100 Combined facilities support activities
81.210 General cleaning of buildings
81.220 Other building and industrial cleaning activities
81.290 Other cleaning activities
82.110 Combined office administrative service activities
82.190 Photocopying, document preparation and other specialised office support activities
82.200 Activities of call centres
82.300 Organisation of conventions and trade shows
82.910 Activities of collection agencies and credit bureaus
82.920 Packaging activities
82.990 Other business support service activities
84.250 Fire service activities
85.510 Sports and recreation education
85.520 Cultural education
85.590 Other education
85.600 Educational support activities
87.300 Residential care activities for the elderly and disabled
88.109 Other social work activities without accommodation for the elderly and disabled
88.910 Child day-care activities
88.991 Activity of humanitarian and charity organisations
88.999 Other social work activities without accommodation
90.010 Performing arts
90.020 Support activities to performing arts
90.030 Artistic creation
90.040 Operation of arts facilities
91.011 Library activities
91.012 Archives activities
91.020 Museums activities
92.001 Activities of casinos
92.002 Other gambling and betting activities
93.110 Operation of sports facilities
93.120 Activities of sport clubs
93.130 Fitness facilities
93.190 Other sports activities
93.210 Activities of amusement parks and theme parks
 93.291 Operation of marinas
 93.292 Operation of ski hills
93.299 Other amusement and recreation activities

- 95.110 Repair of computers and peripheral equipment
- 95.120 Repair of communication equipment
- 95.210 Repair of consumer electronics
- 95.220 Repair of household appliances and home and garden equipment
- 95.230 Repair of footwear and leather goods
- 95.250 Repair of watches, clocks and jewellery
- 95.290 Repair of other personal and household goods
- 96.010 Washing and (dry-) cleaning of textile and fur products
- 96.021 Hairdressing
- 96.022 Other beauty treatment
- 96.040 Physical well-being activities
- 96.090 Other personal service activities

03.02. In addition to the activities specified under paragraph 03.01., the Company may also engage in other activities necessary for its existence and the performance of its principal activities.

03.03. In the event of its failure to fulfil the conditions for the performance of all its registered activities, the Company shall engage solely in those activities for which it fulfils the required conditions, and shall begin to perform the remaining activities after it has fulfilled the conditions for the performance thereof.

II. SHARE CAPITAL AND SHARES 04.00. SHARE CAPITAL, NUMBER AND TYPES OF SHARES

04.01. The Company's share capital amounts to EUR 52,240,977,04 (fifty-two million, two hundred and forty thousand, nine hundred and seventy-seven euros and four cents) and is divided into 2,086,301 (two million, eighty-six thousand, three hundred and one) ordinary registered no-par value shares.

04.02. Ordinary shares are shares which entitle their holders to:

04.02.01. participate in the management of the Company,

04.02.02. a share in the profit (dividend),

04.02.03. a proportional share of the assets remaining after the Company's liquidation or bankruptcy.

04.03. All the shares form a single share class within the meaning of Article 177 of the Companies Act (ZGD-1) and are issued in dematerialised form.

04.04. All the shares have been paid up in full.

04.05. After the entry of its ownership transformation in the court register, the Company shall send certificates of subscribed and paid-up shares to the shareholders at their request and expense.

05.00. TRANSFER OF SHARES

05.01. The transfer of registered shares by endorsement and entry of the transfer in the share register shall be valid unless otherwise provided or enabled by law or implementing regulations.

05.02. Shares shall be freely transferable unless otherwise provided by law or these Articles of Association.

05.03. Any acquisition of the Company's registered shares by means of which an individual shareholder would attain or exceed, directly or jointly with controlled (affiliated) companies, together with the shares held by the same shareholder prior to the acquisition, a 25% (twenty-five percent) holding in the Company's share capital (controlling stake) shall be subject to the prior approval of the Government of the Republic of Slovenia in accordance with the provisions of the Energy Act.

05.04. The provision of the previous paragraph of these Articles of Association shall apply for as long as the Company is engaged as a commercial public service in power supply activities according to the provisions of the Energy Act.

06.00. ACQUISITION OF OWN SHARES

06.01. The Company may acquire its own shares, provided they are paid up in their full amount of issue and a reserve fund is created for them without decreasing the share capital or legally prescribed or statutory reserves, in accordance with the law.

06.02. The Company may acquire its own shares only for the purposes set out in the provision of Article 247 of the Companies Act (ZGD-1) and for remuneration of the Management Board and the Supervisory Board.

III. INCREASE AND DECREASE IN SHARE CAPITAL 07.00. INCREASE IN SHARE CAPITAL

07.01. Any increase in the share capital by means of a new issue of shares, and the types and classes of shares, shall be decided by the General Meeting with a 3/4 (three-quarters) majority vote of share capital represented in the voting. The existing shareholders shall have the pre-emptive right of subscription to new shares in proportion to their holdings in the share capital of the Company. The pre-emptive right may be excluded only on the basis of a decision of the General Meeting adopted with a 3/4 (three-quarters) majority vote of the share capital represented in the voting.

07.02. Unless otherwise provided by law, within the time limit specified in the relevant decision on the increase of share capital adopted by the General Meeting, the Management Board of the Company shall announce the issue of new shares in a daily newspaper and invite the existing shareholders to subscribe and pay for the new shares in proportion to their existing shareholdings. The existing shareholders must subscribe the newly issued shares not later than 30 (thirty) days after the announcement of share issue in a daily newspaper, unless otherwise provided in the relevant decision on the issue of shares or by law.

07.03. Shareholders shall exercise their pre-emptive right by sending a written statement to that effect to the Management Board of the Company within the time limit specified in the decision on share issue. If the existing shareholders do not exercise their pre-emptive rights within the specified time limit and do not subscribe the issued shares, the Management Board shall be free to call on third parties to subscribe and pay for the shares.

07.04. The share issue procedure and the conditions for share subscription and payment are laid down by law or a relevant decision on the issue of new shares adopted by the General Meeting. 07.05. The increase in share capital shall take effect on the date of its entry in the court register.

07.06. The General Meeting may decide with an ordinary majority that the share capital of the Company shall be increased by reassigning other capital items of the Company to the share capital in accordance with the law.

07.07. The decision on the increase in share capital referred to in the previous paragraph shall be based on the audited last annual balance sheet.

07.08. In the above-mentioned case the existing shareholders shall be entitled to new shares in proportion to their holdings in the Company's share capital.

07.09. In the case of the increase in share capital from the Company's reserves, the value of the reserves must not fall below the legally determined minimum level.

07A.00. AUTHORISED CAPITAL

07A.01. The Management Board is authorised to increase the share capital of the company in agreement with the Supervisory Board, for which no general meeting resolution is required, within five years after the entry of this amendment in the Register of Companies, up to the amount of one-half of the subscribed capital as of the date of adoption of the resolution at the 20th General Meeting, totalling EUR 26,120,488.52 (twenty six million, one hundred and twenty thousand, four hundred and eighty-eight point five two), by issue of new shares for consideration (authorised capital).

07A.02. The Management Board of the company shall decide on the contents of rights deriving from shares and on conditions for issuance of shares, for which approval of the Supervisory Board must be obtained. The Supervisory Board's approval shall be deemed to be valid if the majority of voting members of the Supervisory Board present, and at least 2/3 (two thirds) of all Supervisory Board members - representatives of shareholders, have cast their votes in favour of the same.

07A.03. The Supervisory Board is authorised to amend the company's Articles of Association and align its provisions with the validly adopted decision of the Management Board on the increase in share capital and issuance of new shares from authorised capital.

08.00. DECREASE IN SHARE CAPITAL

08.01. The Company may decrease its share capital if so required by law or by decision of the General Meeting adopted with a 3/4 (three-quarters) majority of share capital represented in the voting. The decision shall state the reasons for and the purpose of the decrease, as well as the manner in which the share capital is to be decreased. **IV. COMPANY BODIES**

09.00. MANAGEMENT BOARD

09.01. The Management Board shall consist of Chairman and other members of the Management Board. The total number of members of the Management Board is at least three and not more than six. The precise number of members of the Management Board, their area of responsibility and powers shall be determined, on the Chairman's proposal, in a resolution of the Company's Supervisory Board. One of the Management Board members shall always be the Worker Director.

09.02. The Management Board may adopt valid decisions if the majority of its members are present at the meeting. The Management Board shall adopt a decision with respect to a particular issue by a majority vote of members entitled to decide on this particular issue. Each member of the Management Board shall have one vote. In the event of a tied vote, the Chairman of the Management Board shall have the casting vote.

09.03 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.

09.04. The Supervisory Board shall appoint and recall the Chairman of the Management Board and other members of the Management Board. The Supervisory Board shall appoint other members of the Management Board, with the exception of the Worker Director, on a proposal from the Chairman of the Management Board.

09.05. The members of the Management Board shall be elected for a term of office of 5 (five) years and may be re-elected.

09.06. The Management Board may grant power of attorney.

09.07. The Supervisory Board may recall the members of the Management Board prior to the expiration of their term for the reasons set out in the provision of the 2nd Paragraph of Article 268 of the Companies Act (ZGD-1).

09.08. In the event of early termination of the contract of employment, a member of the Management Board is entitled to receive severance pay in accordance with the law and/or general meeting resolution, the amount of which is defined in the relevant contract. A member of the Management Board is not entitled to severance pay if the contract has been prematurely terminated by reasons of the member's serious breach of obligations or his incapability of business conduct, or if the General Meeting passes a vote of no-confidence (except where the vote of no-confidence has been passed for clearly unsubstantial reasons), or if the member has terminated the contract himself.

09.09. The Management Board shall adopt rules of procedure to regulate its work.

09.10. 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.

In connection with the acquisition or alienation of the Company's own shares, the acquisition, establishment or dissolution of companies and business units, the raising or granting of loans which individually exceed 5% (five percent) of the total capital of the Company, individual investments exceeding 5% (five percent) of the total capital of the Company, the granting of power of attorney and the granting of mortgages, the approval of the Supervisory Board of the Company shall be required.

09.11. The mutual rights, obligations and responsibilities between the members of the Management Board and the Company shall be set out in detail in an agreement concluded on behalf of the Company by the Chairman of the Supervisory Board.

09.12. As remuneration for their work, the members of the Management Board may be entitled to participate in the Company's profit for appropriation, which may be paid out in the form of shares, in accordance with a proposal of the Supervisory Board and a relevant decision adopted by the General Meeting.

10.00. SUPERVISORY BOARD

10.01. The Supervisory Board shall comprise 9 (nine) members. All members of the Supervisory Board of the Company shall have the same rights and obligations unless otherwise provided in these Articles of Association.

10.02. Three members of the Supervisory Board under the previous paragraph of these Articles of Association shall be representatives of the employees of the Company elected by the Workers' Council.

10.03. The Supervisory Board shall be appointed by the General Meeting with an ordinary majority vote of the shareholders present, except for the members of the Supervisory Board referred to in paragraph 10.02 (ten point two) of these Articles of Association.

10.04. The members of the Supervisory Board shall be elected for a term of 4 (four) years and may be re-elected.

10.05. The Supervisory Board shall elect from among its members a Chairman and a Deputy Chairman. The Chairman is always a representative of the shareholders.

10.06. The Chairman shall convene and head meetings of the Supervisory Board and is authorised to express the will and announce the decisions of the Supervisory Board.

10.07. The Chairman of the Supervisory Board shall represent the Company in relations with the Management Board, and the Supervisory Board in relations with the Management Board and third parties, unless otherwise determined in a specific case.

10.08. Meetings of the Supervisory Board shall be convened by the Chairman at his/her discretion, or on the initiative of any member of the Supervisory Board or on the initiative of the Management Board.

10.09. The Supervisory Board shall adopt decisions at its meetings. The Supervisory Board may adopt decisions in writing, by telephone, telegraph or similar technical equipment, provided none of its members oppose such manner of decision-making.

10.10. The Supervisory Board shall have a quorum if at least two-thirds of its members are present at a meeting.

10.11. The Supervisory Board shall adopt decisions with a majority of votes cast by the members present at a meeting. In the event of a tied vote the Chairman of the Supervisory Board shall have the casting vote.

10.12. A decision on the early recall of members of the Supervisory Board representing shareholders shall be adopted with a 3/4 (three-quarters) majority of votes present at a General Meeting, while the conditions for the recall of members of the Supervisory Board representing the employees shall be determined by the Workers' Council in a general act.

10.13. If the term of a member of the Supervisory Board is terminated for any reason whatsoever, elections for his/her replacement shall be held at the next General Meeting, and the term of the newly elected member of the Supervisory Board shall end on the date when the term of the member being replaced would have ended.

10.14. In return for their work, the members of the Supervisory Board shall be entitled to remuneration for duties performed, attendance fees and reimbursement of costs incurred due to their work for the Supervisory Board, in the form of a subsistence allowance, travel costs and accommodation costs. The gross value of remuneration for duties performed and attendance fees for Supervisory Board members and the Chairman of the Supervisory Board shall be determined by the General Meeting of the Company. The subsistence allowance and travel costs shall be paid in accordance with the regulations that govern subsistence allowances and travel costs for companies. Accommodation costs shall be paid if the distance of a Supervisory Board member's permanent or temporary residence is at least 100 (one hundred) kilometres from the location of the Board's work, provided it is not possible for the member to return home owing to the absence of suitable scheduled public means of transport, or for other objective reasons.

10.15. For their work at Supervisory Board Committee meetings, Committee members shall be entitled to a meeting fee amounting to 80% of the fee paid to members of the Supervisory Board for their work at Supervisory Board meetings. The President of the Committee shall be entitled to a meeting fee amounting to 80% of the meeting fee paid to the President of the Supervisory Board.

Committee members shall be entitled to reimbursement of costs to the same extent as members of the Supervisory Board in connection with their work in the Supervisory Board.

10.16. The Supervisory Board shall regulate in detail the manner and conditions of its work in its rules of procedure.

11.00. GENERAL MEETING

11.01. Shareholders shall exercise their rights relating to the Company at General Meetings.

11.02. During voting at General Meetings each share shall confer an entitlement to one vote.

11.03. General Meetings shall be convened when this is in the interest of the Company or when so required by law or these Articles of Association.

11.04. A General Meeting shall be convened by the Management Board of the Company on its own initiative, at the request of the Supervisory Board, or at the written request of the company's shareholders whose total interest accounts for one-twentieth of the company's share capital. The request of a shareholder demanding the convening of the General Meeting shall be accompanied by a written proposal of the agenda, a resolution proposal regarding each item on the agenda on which the General Meeting is to decide, or, if for a particular item on the agenda the General Meeting does not adopt a resolution, an explanation regarding this item.

11.05. The notice to convene a General Meeting with contents as required by the law shall be published at least 30 days before the Meeting in the Official Gazette of the Republic of Slovenia, on the company's website, and in other manners if so required by the law.

11.06. Notwithstanding the provision of Clause 11.04 of this Articles of Association, a General Meeting with contents as required by law may be convened by means of registered mail sent to all shareholders whose names and addresses are found in the valid Register of Shareholders. In such a case, the day of sending the mail shall be deemed to be the day of the announcement of the General Meeting.

11.07. Only those shareholders who have registered for participation in the General Meeting not later than at the end of the fourth day prior to the General Meeting, and who have been registered in the Central Book-Entry Securities Register as of the end of the fourth day prior to the General Meeting, shall be entitled to participate in the General Meeting and exercise their voting rights.

11.08. The Management Board shall, not later than on the 14th day prior to the General Meeting, notify in writing (by registered mail with acknowledgement of receipt) financial organisations, associations of shareholders, other persons specified by law and those shareholders whose interest in the total share capital of the Company accounts for at least a 5% (five percent), of the convening of a General Meeting, amendments to the agenda, shareholders' proposals or electoral proposals, together with explanations and other relevant information. If the Company has published the above-mentioned information on its website, it is sufficient to state in its written notification the website address on which these information is accessible.

11.09. As a rule, General Meetings shall be held in the place where the Company's registered office is located.

11.10. A General Meeting shall adopt valid decisions if more than 15% (fifteen percent) of the votes are present at the meeting (first convening).

11.11. If a quorum is not achieved upon the first convening of the General Meeting, a new meeting shall be convened, as a rule on the same day, two hours later and with the same agenda. Decisions adopted at the newly convened meeting shall be valid irrespective of the amount of share capital represented, which is to be explicitly stated in the notice (second convening).

11.12. The General Meeting shall adopt decisions with a majority of votes cast, unless otherwise provided by law or these Articles of Association.

11.13. The General Meeting shall adopt decisions with a 3/4 (three-quarters) majority of share capital represented, primarily on the following matters:

11.13.01. amendments to the Articles of Association,

11.13.02. decrease in share capital (including conditional increase),

11.13.03. approved increase in share capital,

11.13.04. changes in status and the dissolution of the Company,

11.13.05. the exclusion of pre-emptive rights of shareholders in a new share issue, 11.13.06.

the recall of members of the Supervisory Board prior to the expiry of their term,

11.13.07. other cases determined by law or these Articles of Association.

11.14. At the General Meeting, shareholders may also exercise their rights deriving from shares by a proxy. The authorisation shall be submitted in writing to the company and shall be stored by it.

11.15. Notwithstanding the provision of Clause 11.14., shareholders may also authorise a proxy to represent them at the General Meeting by means of electronic media. The authorisation form is available on the company's website. It may be sent by electronic mail to the address defined in each notice to convene a General Meeting, in a scanned form as attachment, and shall 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 a shareholder or a person who submits the authorisation by e-mail, as well as the authenticity of their signatures.

11.16. In the same manner and form as defined in Clause 11.15. herein, shareholders may submit to the company a request for an additional item on the agenda and resolution proposals to particular items on the agenda, including electoral proposals. The company is entitled to verify the identity of a shareholder or a person who submits a request or proposal by e-mail, as well as the authenticity of their signatures.

11.17. The General Meeting shall regulate its work in more detail in its rules of procedure.

12.00. WORKERS' COUNCIL

12.01. The Company shall have a Workers' Council through which the Company's employees participate in the management of the Company in accordance with the law. The form of participation in the management of the Company shall be regulated in detail in an agreement adopted by the Management Board of the Company and the Workers' Council.

13.00. BAN ON COMPETITION

13.01. The members of the Management Board, the members of the Supervisory Board and procurators may not participate as partners, managers, members of the management or supervisory boards or procurators in companies with share capital or personal companies that are major buyers, suppliers or strategic business partners of the Company and whose activities are in competition with the activities of the Company. The Supervisory Board of the Company may set out detailed conditions under which such persons may be allowed to participate in a competing company.

13.02. Companies belonging to the Petrol group shall not be deemed competing companies within the meaning of the previous paragraph.

V. ANNUAL REPORT AND DISTRIBUTION OF PROFIT 14.00 ANNUAL REPORT, PROFIT AND DIVIDENDS

14.01. The financial year shall be the calendar year.

14.02. Within the prescribed deadline, the Management Board shall prepare and present to the Supervisory Board the annual report together with the auditor's report for the previous year.

14.03. The Management Board shall submit to the Supervisory Board, together with the annual report, a proposal for the use of profit for appropriation.

14.04. The Management Board is also authorised to pay out dividends during the year (interim dividends) on the basis of the anticipated profit for the current year. The payment of interim dividends shall be subject to the prior approval of the Supervisory Board. Interim dividends may not exceed half the value of the anticipated profit after the creation of reserves, nor half the profit earned in the previous year.

15.00. INFORMING SHAREHOLDERS

15.01. The company shall publish notices to convene the General Meeting in the Official Gazette of the Republic of Slovenia, on the company's website and in other manners if so required by the law. The results of voting at the General Meeting shall also be published on the company's website.

15.02. The Company shall publish information or notices intended for the Company or its shareholders on the Ljubljana Stock Exchange information system »SEOnet«.

15.03. The Company shall send notices in writing (by registered post with a receipt confirmation slip) to those shareholders with at least a 5% stake in the total share capital of the Company.

VI. CONFIDENTIAL INFORMATION

16.01. The Management Board of the Company shall specify in a general act the information deemed to represent confidential information, the persons obliged to protect confidential information, the manner of storing confidential information, and the persons authorised to disclose confidential information to third parties.

VII. DURATION AND TERMINATION OF THE COMPANY

17.01. The Company is established for an indefinite period.

17.02. The Company shall be terminated for reasons and according to the procedure specified by law.

VIII. ARTICLES OF ASSOCIATION AND GENERAL ACTS 18.00. ARTICLES OF ASSOCIATION AND GENERAL ACTS

18.01. The general acts regulating the rights, obligations and responsibilities of employees, as well as individual areas of activity, operation and performance of the Company's business functions shall be adopted by the Management Board of the Company.

18.02. The Supervisory Board of the Company shall be authorised to adopt the amendments to the Articles of Association relating merely to the alignment of the text of the Articles of Association with the decisions adopted by the General Meeting.

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Working Papers Relating to Item 5 of the Agenda

Changes Relating to the Remuneration for Members of the Supervisory Board and Members of the Supervisory Board's Committees

Resolution Proposal:

Resolution 5.1.

In return for their work, the General Meeting entitles the members of the Supervisory Board to receive the following remunerations:

- 1. The members of the Supervisory Board shall be entitled to receive attendance fees for their attendance at the Supervisory Board's meetings. Each member shall receive a gross amount of EUR 275.00 for each meeting attended. The members of the Supervisory Board Committee shall be entitled to receive attendance fees for their attendance at the Committee's meetings. Each member of the Committee shall receive 80% of the fee for the attendance at the Supervisory Board's meetings. The fee for the attendance at a correspondence meeting amounts to 80% of the regular attendance fee. Notwithstanding the foregoing and the number of his/her attendances at meetings, in each financial year a member of the Supervisory Board shall be entitled to receive the total amount of attendance fees not exceeding 50% of the basic remuneration amount paid on an annual basis for performing the duties of Member of the Supervisory Board. In each financial year, a member of the Supervisory Board who is also a member of the Supervisory Board Committee or Committees shall be entitled to receive, notwithstanding the foregoing and the number of his/her attendances at the meetings of the Supervisory Board and Committees, the total amount of attendance fees not exceeding 75% of the basic remuneration amount paid on an annual basis for performing the duties of Member of the Supervisory Board.*
- 2. In addition to attendance fees, the members of the Supervisory Board shall be entitled to receive basic remuneration for performing the duties of the office; each member shall be entitled to receive a gross amount of EUR 14,000.00. Further, the Chairman of the Supervisory Board shall also be entitled to receive an additional amount of 50% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board. The Vice Chairman / Deputy Chairman of the Supervisory Board shall be entitled to receive an additional amount of 10% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board.*

The members of the Supervisory Board Committee shall be entitled to receive an additional amount for performing their duties; each member of the Committee shall receive 25% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board. The Chairman of the Committee shall be entitled to receive an additional amount of 37.5% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board. In each financial year, a member of the Supervisory Board Committee shall be entitled to receive,

notwithstanding the foregoing and the number of committees of which he/she is a member or president, the total amount of additional fees not exceeding 50% of the basic remuneration amount paid on an annual basis for performing the duties of Member of the Supervisory Board. If the term of office of a particular member of the Supervisory Board is shorter than the financial year period, this member shall be entitled to receive, notwithstanding the foregoing and the number of committees of which he/she is a member or president, the total amount of additional payments not exceeding 50% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board, taking into account the eligible payments for the period of his/her term of office in the relevant financial year.

The external members of the Supervisory Board Committees shall be entitled to receive the same amounts of attendance fees as received by other members of the Committee and basic remuneration for performing their duties, amounting to 30% of the annual basic remuneration amount paid to each member of the Supervisory Board (excluding additional payments for work in the Committee).

3. *The members of the Supervisory Board and the members of the Supervisory Board Committee shall receive basic remuneration and additional payments for performing their duties as members in the form of proportional monthly fees to which they are entitled as long as they perform the duties of their office. A monthly fee shall amount to one-twelfth of the above-mentioned annual payments.*
4. *Limits on the amount of total payments of attendance fees or additional payments to the members of the Supervisory Board shall in no way affect their statutory responsibilities and their duty to participate actively in all meetings of the Supervisory Board and the Committees of which they are members.*
5. *The members of the Supervisory Board shall be entitled to receive a refund of travel and accommodation costs in connection with their work for the Supervisor Board. The amounts refunded shall be defined in accordance with the regulations governing the reimbursement of costs in connection with work and other income not included in the tax base (allowances for travel and overnight stays during business trips). The amount to which a member of the Supervisory Board is entitled in accordance with the above-mentioned regulations shall be paid as a gross amount; the net amount represents the actual travel expenses refunded. Mileage expenses shall be calculated using the table of distances between places, posted on the website of AMZS. Accommodation costs will be refunded only if the distance of a Supervisory Board member's and/or a Supervisory Board Committee member's permanent or temporary residence is at least 100 kilometres away from the location of the Board's or Committee's work, provided it is not possible for the member to return home owing to the lack of suitable scheduled public means of transport, or for other objective reasons.*

As from the date of adopting this Resolution, the resolution on the amounts of attendance fees, adopted at the General Meeting of 7.4.2009, and the resolution on monthly payments for the performance of duties, adopted at the General Meeting of 19.5.2011, shall cease to apply.

Substantiation:

In November 2018 "SDH, d.d." submitted an initiative to the Company, together with their recommendations, to regulate payments to members of the Supervisory Board. On 6th March 2019 "SDH d.d." sent a letter proposing that the issue be discussed at the first General Meeting. The letter containing a resolution proposal with explanations is attached to this substantiation.

The company further states that payments to members of the Supervisory Board have been previously regulated by the resolution on the amount of attendance fees (adopted on 7.4.2009) and the resolution on monthly payments for the performance of duties (adopted on 19.5.2011), and by Sub-clauses 10.14. and 10.15. of the Articles of Association of the Company. The resolution of 2011 was adopted on the initiative of "SDH d.d." (the then »Slovenska odškodninska družba d.d.«). As Petrol was among the first companies to introduce monthly payments for members performing the duties of the office, the amounts determined then were lower than the amounts paid by other comparable companies in terms of size and complexity. Later, SDH d.d. set their own criteria, and now they state that payments to the members of the Supervisory Board and Committees of Petrol d.d., Ljubljana still differ from the payments given by other comparable companies, for which reason they submit this proposal.

Compared to the currently applicable provisions regulating payments to the members of the Supervisory Board, the proposal reduces attendance fees, increases the basic remuneration for performing the duties of the office, and limits the maximum annual amount to be paid to each member. The proposal also fully regulates payments to external members of the Committees and refunds of costs the members of the Supervisory Board may have. By adopting the proposed resolution, this issue will be regulated in one place.

Enclosure below: Translation of the letter from SDH, d.d. dated 6.3.2019

TRANSLATION

Number:

Date: 6.3.2019

PETROL d.d.
Dunajska cesta 50
1000 Ljubljana

Subject: Request to add an additional item on the Agenda of the regular General Meeting

We would kindly ask you to add the following additional item on the Agenda of the regular General Meeting to be held this year:

Changes Relating to the Remuneration for Members of the Supervisory Board and Members of the Supervisory Board's Committees

Resolution Proposal:

In return for their work, the General Meeting entitles the members of the Supervisory Board to receive the following remunerations:

1. The members of the Supervisory Board shall be entitled to receive attendance fees for their attendance at the Supervisory Board's meetings. Each member shall receive a gross amount of EUR 275.00 for each meeting attended. The members of the Supervisory Board Committee shall be entitled to receive attendance fees for their attendance at the Committee's meetings. Each member of the Committee shall receive 80% of the fee for the attendance at the Supervisory Board's meetings. The fee for the attendance at a correspondence meeting amounts to 80% of the regular attendance fee. Notwithstanding the foregoing and the number of his/her attendances at meetings, in each financial year a member of the Supervisory Board

shall be entitled to receive the total amount of attendance fees not exceeding 50% of the basic remuneration amount paid on an annual basis for performing the duties of Member of the Supervisory Board. In each financial year, a member of the Supervisory Board who is also a member of the Supervisory Board Committee or Committees shall be entitled to receive, notwithstanding the foregoing and the number of his/her attendances at the meetings of the Supervisory Board and Committees, the total amount of attendance fees not exceeding 75% of the basic remuneration amount paid on an annual basis for performing the duties of Member of the Supervisory Board.

2. In addition to attendance fees, the members of the Supervisory Board shall be entitled to receive basic remuneration for performing the duties of the office; each member shall be entitled to receive a gross amount of EUR 14,000.00. Further, the Chairman of the Supervisory Board shall also be entitled to receive an additional amount of 50% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board. The Vice Chairman / Deputy Chairman of the Supervisory Board shall be entitled to receive an additional amount of 10% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board.

The members of the Supervisory Board Committee shall be entitled to receive an additional amount for performing their duties; each member of the Committee shall receive 25% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board. The Chairman of the Committee shall be entitled to receive an additional amount of 37.5% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board. In each financial year, a member of the Supervisory Board Committee shall be entitled to receive, notwithstanding the foregoing and the number of committees of which he/she is a member or president, the total amount of additional fees not exceeding 50% of the basic remuneration amount paid on an annual basis for performing the duties of Member of the Supervisory Board. If the term of office of a particular member of the Supervisory Board is shorter than the financial year period, this member shall be entitled to receive, notwithstanding the foregoing and the number of committees of which he/she is a member or president, the total amount of additional payments not exceeding 50% of the basic remuneration amount paid for performing the duties of Member of the Supervisory Board, taking into account the eligible payments for the period of his/her term of office in the relevant financial year.

The external members of the Supervisory Board Committees shall be entitled to receive the same amounts of attendance fees as received by other members of the Committee and basic remuneration for performing their duties, amounting to 30% of the annual basic remuneration amount paid to each member of the Supervisory Board (excluding additional payments for work in the Committee).

3. The members of the Supervisory Board and the members of the Supervisory Board Committee shall receive basic remuneration and additional payments for performing their duties as members in the form of proportional monthly fees to which they are entitled as long as they perform the duties of their office. A monthly fee shall amount to one-twelfth of the above-mentioned annual payments.

4. Limits on the amount of total payments of attendance fees or additional payments to the members of the Supervisory Board shall in no way affect their statutory responsibilities and their duty to participate actively in all meetings of the Supervisory Board and the Committees of which they are members.

5. The members of the Supervisory Board shall be entitled to receive a refund of travel and accommodation costs in connection with their work for the Supervisor Board. The amounts refunded shall be defined in accordance with the regulations governing the reimbursement of costs in connection with work and other income not included in the tax base (allowances for travel and overnight stays during business trips). The amount to which a member of the Supervisory Board is entitled in accordance with the above-mentioned regulations shall be paid as a gross amount; the net amount represents the actual travel expenses refunded. Mileage expenses shall be calculated using the table of distances between places, posted on the website of AMZS. Accommodation costs will be refunded only if the distance of a Supervisory Board member's and/or a Supervisory Board Committee member's permanent or temporary residence is at least 100 kilometres away from the location of the Board's or Committee's work, provided it is not possible for the member to return home owing to the lack of suitable scheduled public means of transport, or for other objective reasons.

As from the date of adopting this Resolution, the resolution on the amounts of attendance fees, adopted at the General Meeting of 7.4.2009, and the resolution on monthly payments for the performance of duties, adopted at the General Meeting of 19.5.2011, shall cease to apply.

Explanation of the Proposal:

The current system of payments to members of the Supervisory Board of Petrol d.d. and attendance fees is not in accordance with the Code of Corporate Governance of Companies with Capital Investment of the State (the Code) posted on the website of SDH d.d. (<http://www.sdh.si>). Petrol d.d. is a big company with good performance and its shares listed on the organised securities market. We, therefore, believe it would be necessary to bring remuneration amounts paid to the members of the Supervisory Board in line with the Code.

In view of the above-mentioned, we suggest that this resolution should be proposed to be adopted at the first regular General Meeting of the Company to be held in 2019. If you estimate that relevant changes to the Articles of Association are necessary, we suggest that proposals of such changes should be discussed at the regular General Meeting.

Best regards,

Lidija Glavina
President of the Management Board

Božidar Koler
Member of the Management Board

Andrej Božič
Member of the Management Board