

Zavarovalnica Triglav, d.d.  
Miklošičeva 19  
Ljubljana

Pursuant to Article 295(2) of the Companies Act (ZGD-1) and Article 29 of the Articles of Association of Zavarovalnica Triglav d.d., the Management Board of Zavarovalnica Triglav d.d. hereby

c o n v e n e s

the 44<sup>th</sup> General Meeting of Shareholders of Zavarovalnica Triglav d.d., Miklošičeva 19,  
Ljubljana,  
to be held on 28 May 2019 at 2 pm  
in Conference Hall B1, Verovškova ulica 6ob, Ljubljana.

Agenda:

- 1. Opening of the General Meeting of Shareholders, establishing a quorum and taking note of the working bodies of the General Meeting of Shareholders**
- 2. Presentation of the Annual Report of the Triglav Group and Zavarovalnica Triglav d.d. for 2018 with the accompanying independent auditor's report, the Annual Internal Audit Report for 2018, the Supervisory Board's Report on the Verification of the Annual Report of the Triglav Group and Zavarovalnica Triglav d.d. for 2018 and the Opinion of the Supervisory Board of Zavarovalnica Triglav d.d. on the Annual Internal Audit Report of the Internal Audit Department of Zavarovalnica Triglav d.d. for 2018.**
- 3. Distribution of accumulated profit for 2018; granting of a discharge to both the Management and the Supervisory Board**

**3.1 Distribution of accumulated profit for 2018**

DRAFT RESOLUTION No. 3.1:

The accumulated profit totalling EUR 66,783.627.69 as at 31 December 2018 shall be distributed as follows:

- A part of the accumulated profit totalling EUR 56,837,870.00 shall be distributed for dividend payments. The dividend of EUR 2.50 gross per share shall be paid to the shareholders appearing in the Share Register as at 12 June 2019. On 13 June 2019, the Company shall ensure funds for the payment of all dividends on the account of KDD – Centralno klirinška depotna družba d.d., intended to execute the corporate action of paying out dividends to the shareholders in accordance with the common European standards for corporate actions.
- The distribution of the remaining accumulated profit of EUR 9,945,757.69 shall be decided on in the next few years.

### **3.2 Granting of a discharge to the Management Board of Zavarovalnica Triglav d.d.**

#### DRAFT RESOLUTION No. 3.2:

The Management Board of Zavarovalnica Triglav d.d. is hereby granted a discharge by the General Meeting of Shareholders for the 2018 fiscal year.

### **3.3 Granting of a discharge to the Supervisory Board of Zavarovalnica Triglav d.d.**

#### DRAFT RESOLUTION No. 3.3:

The Supervisory Board of Zavarovalnica Triglav d.d. is hereby granted a discharge by the General Meeting of Shareholders for the 2018 fiscal year.

## **4. Appointment of auditors for the 2019, 2020 and 2021 fiscal years**

### DRAFT RESOLUTION No. 4:

The General Meeting of Shareholders hereby appoints the audit firm Deloitte revizija d.o.o., Dunajska cesta 165, Ljubljana, the auditors of Zavarovalnica Triglav for the 2019, 2020 and 2021 fiscal years.

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The resolution under Item 3.3 is proposed by the Management Board, the resolutions under Items 3.2 and 4 by the Supervisory Board, and the resolution under Item 3.1 is jointly proposed by the Management and Supervisory Boards.

### **Entitlement to attend the General Meeting of Shareholders**

To be entitled to attend and vote at the General Meeting, the shareholders must be registered in the Share Register of Zavarovalnica Triglav d.d., kept by Centralno klirinško depotna družba d.d. (KDD), Ljubljana, no later than by the end of the fourth day prior to the announced date of the General Meeting of Shareholders, i.e. on 24 May 2019 (the cut-off date), and in writing apply

to attend the General Meeting no later than by the end of the fourth day prior to the announced date of the General Meeting of Shareholders, i.e. by the end of 24 May 2019. Shareholders shall apply to attend by completing the attendance form.

A shareholder who is entitled to attend the General Meeting may appoint a proxy to attend and exercise their vote at the General Meeting of Shareholders. A proxy form shall be submitted before the start of the General Meeting of Shareholders at the latest. Shareholders may submit proxy forms to Zavarovalnica Triglav d.d. also via fax to: +386 (0)1 432 63 02.

The abovementioned attendance and proxy forms, the Notice and material for the General Meeting of Shareholders are available at [www.triglav.eu](http://www.triglav.eu).

### **Amendments to the agenda and shareholders' proposals**

The shareholders whose combined stakes equal 1/20<sup>th</sup> of the share capital may request that an item be added to the agenda. Such requests must be made in writing within seven days of the day the Notice of the General Meeting of Shareholders was published, and must include a written draft resolution to be decided on by the General Meeting of Shareholders, or an explanation of the item concerned in case no resolution is required from the General Meeting of Shareholders. Pursuant to Article 298(3) of the Companies Act, the submitted additional agenda items will be published immediately after the expiry of the seven-day time period.

Shareholders are entitled to submit draft resolutions or, in the cases referred to under Article 301 of the Companies Act, voting proposals in writing to every item on the agenda. Shareholders' proposals submitted to the Company within seven days after the publication of this Notice of General Meeting of Shareholders, which are reasonably grounded and in reference to which the shareholders/submitters claim that they intend to vote against the Management Board's or the Supervisory Board's proposal and convince other shareholders to vote in favour of their proposal, will be published by the Management Board of Zavarovalnica Triglav d.d. in the same way as this Notice of General Meeting of Shareholders. Pursuant to Article 301 of the Companies Act, this proposal shall not require justification.

Shareholders may also submit their counterproposals and requests for additional agenda items to Zavarovalnica Triglav d.d. via fax to +386 (0)1 432 63 02.

### **Right to information**

At the General Meeting, shareholders are entitled to ask questions and request information on Company matters, if such questions are crucial for deciding on the agenda items, and to exercise their right to the information referred to in Article 305 of the Companies Act.

### **Material for the General Meeting of Shareholders and registration of participants**

Material for the General Meeting of Shareholders, including draft resolutions and their explanation, is available for inspection at Zavarovalnica Triglav's registered office at Miklošičeva 19, Ljubljana, on any business day between 10 a.m. and noon from the date this Notice is published to 28 May 2019. In the said period, the material and other information referred to in Article 296(3) of the Companies Act as well as information relating to the shareholders' rights referred to in Articles 298(1), 300(1), 301 and 305 of the Companies Act will be available at Zavarovalnica Triglav's website [www.triglav.eu](http://www.triglav.eu).

The registration desk will open one hour before the scheduled time of the General Meeting of Shareholders. Upon registration, the participants who applied to attend may be asked to identify themselves by showing an identity document, a written proxy and, if they are authorised representatives, an extract from the Court/Companies Register or any other relevant document proving their right of representation.

### **Share capital and the number of voting rights at the date of Notice of the General Meeting of Shareholders**

The share capital of Zavarovalnica Triglav d.d. amounts to EUR 73,701,391.79 and consists of 22,735,148 ordinary registered no-par value shares. As at the convocation date of the General Meeting of Shareholders, there was a total of 22,7105,836 of voting rights exercisable in the Company. Votes are cast in person, and each share carries one vote, except the shares for which is it otherwise specified by the Companies Act.

### **Call to major shareholders**

Pursuant to Item 6.2 of the Slovene Corporate Governance Code, Zavarovalnica Triglav d.d. encourages all major shareholders, institutional investors in particular, to publicly disclose their investment policy with respect to the stake they hold in Zavarovalnica Triglav d.d., i.e. their voting policy, the type and frequency of their engagement in the Company's governance and the dynamics of their communication with the Management or Supervisory Boards of Zavarovalnica Triglav d.d.

Ljubljana, 24 April 2019

Management Board of  
Zavarovalnica Triglav, d.d.