

33rd General Meeting of Shareholders of PETROL, Slovenska energetska družba, d.d., Ljubljana

March 2021

Pursuant to its resolution of 18 March 2021, the Management Board of PETROL d.d., Ljubljana hereby invites shareholders to attend the

33rd General Meeting of Petrol d.d., Ljubljana

to be held on Thursday, 22 April 2021, at 10 a.m. in the Linhart Hall of Cankarjev Dom, Prešernova cesta 10, 1000 Ljubljana.

1. Opening of the General Meeting and election of working bodies

Resolution Proposal:

1.

Attorney Uroš Pogačnik from a Grosuplje-based Law Firm Čeferin, Pogačnik, Novak, Koščak in partnerji, o.p., d.o.o. shall be elected Chairman of the General Meeting, and Gregor Mavsar and Barbara Jama Živalič as officials responsible for counting the votes.

The General Meeting is informed that the notarial protocol will be drawn up by Bojan Podgoršek, Notary Public from Ljubljana.

2. Presentation of Annual Report 2020 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:

2.1.

The profit for appropriation as of 31st December 2020, amounting to € 45,355,156.00 will be distributed as follows:

- part of the profit for appropriation amounting to € 45,222,716.00 will be distributed as dividend payments to shareholders: gross dividend of € 22.00 per share (own shares do not participate);
- the remaining amount of € 132,440.00 and any amounts which may result from the number of own shares on the date the shareholders 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 6th August 2021 to all shareholders registered at KDD (Central Securities Clearing Corporation) as of 5th August 2021.

2.2.

The General Meeting has granted approval of the performance of duties by the Management Board in the financial year 2020.

2.3.

The General Meeting has granted approval of the performance of duties by the Supervisory Board in the financial year 2020.

3. The Management Board's report on activities undertaken in relation to the findings from the Shareholder Report on the Special Audit, pursuant to Resolution 2.3. adopted at the 32nd General Meeting of 28 December 2020

4. Information to the General Meeting of Petrol d.d., Ljubljana regarding the new members of the Supervisory Board – employee representatives

Resolution proposal:

4.1.

The General Meeting of Petrol, Slovenska energetska družba, d.d., Ljubljana shall be informed that at the 44th meeting of the Workers' Council of Petrol, Slovenska energetska družba, d.d., Ljubljana of 4 December 2020 Alen Mihelčič, Robert Ravnikar and Marko Šavli were elected as employee representatives to the Supervisory Board of Petrol, Slovenska energetska družba, d.d., Ljubljana for the term of office from 23 February 2021 to 22 February 2025.

5. Payment to members of the Supervisory Board

Resolution proposal:

5.1.

1. Each member of the Supervisory Board shall receive the gross meeting fee of EUR 275 for their participation at the session. The Supervisory Board members shall receive a meeting fee of 80% of the amount of the meeting fee for their participation at the session of the Supervisory Board. The correspondence session meeting fee equals 80% of the usual meeting fee. Each Supervisory Board member is, regardless of the above and regardless of the frequency of participations at sessions, eligible in each financial year for the payment of meeting fees, until the total amount of the meeting fees reaches 50% of the basic payment for the function of Supervisory Board member on an annual level. Each Supervisory Board member who is also a member of a committee or committees of the Supervisory Board is, regardless of the above and regardless of the frequency of participations at the Supervisory Board and committee sessions, eligible in each financial year for the payment of meeting fees, until the total amount of the meeting fees from their participation at the Supervisory Board and committee sessions reaches 75% of the basic payment for the function of Supervisory Board member on an annual level.

2. In addition to the meeting fees, the Supervisory Board members shall also receive the basic payment for performing the respective function in the gross annual amount of EUR 15,000 for each member. The chair of the Supervisory Board is also eligible to receive 50% of the basic payment for performing the function of Supervisory Board member, while the vice-chair/deputy chair of the Supervisory Board is eligible to receive 10% of the basic payment for performing the Supervisory Board member function.

The Supervisory Board committee members shall receive extra payment for performing their respective functions, which is 25% of the basic payment for performing the function of Supervisory Board member. The chair of the committee is also eligible to receive 37.5% of the basic payment for performing the respective function of Supervisory Board member. Each Supervisory Board committee member is, regardless of the above and regardless of the frequency of participations at committees, either as a member or chair, eligible in each financial year for the payment of extra fees for the performance of their function, until the total amount of the extra payments reaches 50% of the basic payment for the function of Supervisory Board member on an annual level. If the mandate of each Supervisory Board member is shorter than the financial year, then each Supervisory Board committee member is, regardless of the above and regardless of the frequency of participations at committees, either as a member or chair, eligible in each financial year for the payment of extra fees for the performance of their function, until the total amount of the extra payments reaches 50% of the basic payment for the duration of the mandate in the respective financial year.

External Supervisory Board committee members are eligible to receive meeting fees like the other committee members, and the basic payment for the performance of the function in the amount of 30% of the annual basic payment for each Supervisory Board member (without extra payment for committee work).

3. In addition to the above, the Supervisory Board members are also eligible to receive extra payments for special tasks. Special tasks are tasks which are highly complex and take an unusually long time to be carried out, generally at least one month. The Supervisory Board authorises itself to decide on the assignment of special tasks to each Supervisory Board member at their given consent, on the duration of the special tasks and on the extra payment for special tasks, in line with this resolution of the general assembly. The Supervisory Board authorises itself to decide on the extra payments for special tasks of the Supervisory Board members due to objective circumstances of the company. Extra payments for special tasks are allowed only for the time when they are actually carried out, the decision of which can exceptionally be adopted by the Supervisory Board retrospectively (especially in the case of special tasks due to the objective circumstances of the company), but no earlier than the previous financial year. Extra payments for special tasks may, in total, amount to a maximum of 50% of the basic payment for the function of Supervisory Board member in each financial year for every Supervisory Board member (regardless of the number of special tasks). The extra payment for each special task is determined by taking into account the complexity of the task and the related increased workload and responsibility. Extra payments are always appropriately and proportionally calculated for the period of their actual performance.

4. Supervisory Board members receive the basic payment, the extra payment for performing their function, and the extra payment for special tasks, in proportional monthly payments to which they are eligible, as long as they perform the function and/or special task. The monthly payment equals 1/12 of the above annual amounts. Extra payments for special tasks may, based on the circumstances, also be paid in a one-off total eligible amount following the performance of the special task.
5. The restriction of the total amount of meeting fees or extra payments to each Supervisory Board member does not affect their obligation to actively participate at all sessions of the Supervisory Board and committees of which they are a member, or their statutory responsibility.
6. The Supervisory Board members can be reimbursed for travel and accommodation costs that incur in connection with their work in the Supervisory Board, up to the amount defined in the regulations that govern the reimbursement of costs of work and other income that is not included in the taxable amount (provisions that are applicable for travel and accommodation on missions). The amount to which a member of the Supervisory Board is entitled, based on the cited regulation, is grossed-up, thus the net payment represents the reimbursement of the actual travel costs. Mileage is determined by considering the distance between places, calculated on the public web page of AMZS. Accommodation costs may only be reimbursed if the distance from the permanent or temporary residence of the Supervisory Board member or Supervisory Board committee member to the place of work is at least 100 kilometres, if the member was not able to return because there was no public transport option at the time, or due to other objective reasons.
7. This resolution enters into force on the day of its adoption at the general assembly. Resolution no. 5.1, as adopted by the general assembly on 18 April 2019, is thus repealed.

Resolution under point 1 is proposed by the Management Board, resolutions under points 2 and 4 are proposed by the Management Board and the Supervisory Board, resolution under point 5 is proposed by Supervisory Board. Pursuant to Article 304 of the Companies Act (ZGD-1), the 33rd General Meeting of Shareholders of PETROL, Slovenska energetska družba, d.d., Ljubljana shall be attended by Bojan Podgoršek, Notary Public from Ljubljana.

Information for shareholders:

1. Total number of shares and voting rights as at the date of convening the General Meeting

As at the day of convening 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 at the day of convening the General Meeting, the Company holds 30,723 own non-voting shares.

2. Information on additional items on the agenda

The shareholders whose total interests account for one-twentieth of the Company's share capital may, 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 of the notice to convene the General Meeting being published.

Pursuant to Article 298(3) of the Companies Act (ZGD-1), the Management Board shall 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**. Requests for an additional item to be included on the agenda that are submitted by e-mail 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 the person who submits the 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 shareholder 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/her 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;
- 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 **18th April 2021**, and who are registered in the Central Book-Entry Securities Register as of the end of **15th April 2021**, 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 and/or their representatives or proxies will be deemed to be valid. Application forms are available on the company's website, and are also obtainable free of charge at the company's headquarters in Ljubljana, Dunajska cesta 50 (information office) each workday from 10 a.m. to 1 p.m. from publishing the notice to convene the General Meeting to the day of the General Meeting.

Each shareholder entitled to attend the General Meeting may authorise a proxy to register for and attend the General Meeting on behalf of the shareholder and to exercise the shareholder's voting rights at the General Meeting. Such authorisation shall be given in writing and submitted to the company to be stored by it. The authorisation and registration 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. If the original of the registration form has been sent by post, it suffices that the authorisation form is 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 or 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

Nada Drobne Popović
President of the Management Board

Sašo Berger
President of the Supervisory Board



Working papers relating to Item 1 of the Agenda

1. Opening of the General Meeting and election of working bodies

Resolution proposal:

1.

Attorney Uroš Pogačnik from a Grosuplje-based Law Firm Čeferin, Pogačnik, Novak, Koščak in partnerji, o.p., d.o.o. shall be elected Chairman of the General Meeting, and Gregor Mavsar and Barbara Jama Živalič as officials responsible for counting the votes.

The General Meeting is informed that the notarial protocol will be drawn up by Bojan Podgoršek, Notary Public from Ljubljana.

Substantiation:

There are no specific working papers for this point. The Management Board proposes to the General Meeting that the working bodies of the General Meeting be elected, i.e. the Chairperson and two officials responsible for counting the votes. The election of the working bodies will ensure the lawful conduct of the General Meeting. In accordance with the Companies Act (ZGD-1), a notary must also be present at the General Meeting to keep a record.

Explanation regarding the majority required to adopt the resolution proposal:

The resolution is adopted by a majority of the votes cast.

The resolution is proposed by the Management Board.

Working papers relating to Item 2 of the Agenda

2. Presentation of Annual Report 2020 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:

2.1.

The profit for appropriation as of 31st December 2020, amounting to € 45,355,156.00 will be distributed as follows:

- part of the profit for appropriation amounting to € 45,222,716.00 will be distributed as dividend payments to shareholders: gross dividend of € 22.00 per share (own shares do not participate);
- the remaining amount of € 132,440.00 and any amounts which may result from the number of own shares on the date the shareholders 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 6th August 2021 to all shareholders registered at KDD (Central Securities Clearing Corporation) as of 5th August 2021.

2.2.

The General Meeting has granted approval of the performance of duties by the Management Board in the financial year 2020.

2.3.

The General Meeting has granted approval of the performance of duties by the Supervisory Board in the financial year 2020.

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 2020 and the Supervisory Board's report on their approval of the Annual Report for 2020. President of the Supervisory Board will also present a special report to the General Meeting on the efforts to implement the adopted Diversity Policy. 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 2020. 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. In the company's Financial Calendar, a day in the first half of August is marked each year as the dividend payout day. This year, the dividend payout day is 6th August 2021. 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 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 2020. Pursuant to the recommendation of the Corporate Governance Code for Public Limited Companies, this proposal shall be voted on separately for the Management Board and the Supervisory Board.

From 1 January 2020 to 10 February 2020, the Company was managed by the Management Board comprising Nada Drobne Popović – Management Board president ad interim, Danijela Ribarič Selaković – Management Board member and Ika Krevzel Panič – Management Board member and Worker director. From 11 February 2020 to 10 March 2020, the Company was managed by the Management Board comprising Nada Drobne Popović – Management Board president, Danijela Ribarič Selaković – Management Board member and Ika Krevzel Panič – Management Board member and Worker director. From 11 March 2020 to 27 August 2020, the Company was managed by the Management Board comprising Nada Drobne Popović – Management Board president, Matija Bitenc – Management Board member, Jože Bajuk – Management Board member and Ika Krevzel Panič – Management Board member and Worker director. From 28 August 2020 to 10 December 2020, the Company was managed by the Management Board comprising Nada Drobne Popović – Management Board president, Matija Bitenc – Management Board member, Jože Bajuk – Management Board member, Jože Smolič – Management Board member and Ika Krevzel Panič – Management Board member and Worker director. From 11 December 2020 to 31 December 2020, the Company was managed by the Management Board comprising Nada Drobne Popović – Management Board president, Matija Bitenc – Management Board member, Jože Bajuk – Management Board member, Jože Smolič – Management Board member and Zoran Gračner – Management Board member and Worker director.

In the financial year 2020, the office of Member of the Supervisory Board was held by the following persons:

Sašo Berger,
Igo Gruden,
Metod Podkrižnik,
Mladen Kaliterna,
Sergij Goriup,
Janez Pušnik (from 24 July 2020 to 31 December 2020),
Alen Mihelčič,
Robert Ravnikar,
Zoran Gračner (from 1 January 2020 to 10 December 2020),

Marko Šavli (from 11 December 2020 to 31 December 2020).

Since Nada Drobne Popović did not serve as Supervisory Board president from 1 January 2020 to 10 February 2020, as she had been appointed Management Board president ad interim by the Supervisory Board for that period, her deputy, Sašo Berger, chaired the Supervisory Board during that time. With her appointment on 10 February 2020 as Management Board president, Supervisory Board members elected Sašo Berger as President of the Supervisory Board and Supervisory Board member Igo Gruden as Deputy President of the Supervisory Board.

Enclosures to Item 2 of the Agenda:

Annual Report for the year 2020, including the information on the remuneration of the
members of the management and supervisory bodies, and the Supervisory Board's report on
the verification of the Annual Report for the year 2020 posted on:
<https://seonet.ljse.si/esef/46360/>

Explanation regarding the majority required to adopt the resolution proposal:

The resolution is adopted by a majority of the votes cast.

The resolution is proposed by the Management Board and the Supervisory Board.

Working papers relating to Item 3 of the Agenda

3. The Management Board's report on activities undertaken in relation to the findings from the Shareholder Report on the Special Audit, pursuant to Resolution 2.3. adopted at the 32nd General Meeting of 28 December 2020

Substantiation:

At the 32nd General Meeting of 28 December 2020, the shareholders of Petrol d.d., Ljubljana took note of the Shareholder Report on the Special Audit of the Transactions of Petrol d.d., Ljubljana of 15 October 2020, which was prepared by the special auditor BDO Revizija d.o.o., Cesta v Mestni log 1, Ljubljana on the basis of the General Meeting resolution of 12 December 2019 (hereinafter: the Report). In Resolution 2.2., the General Meeting tasked the Management Board of Petrol, d.d., Ljubljana to carry out further activities related to the Report findings and to act autonomously and with due diligence as well as in accordance with the powers conferred on it by law and the Articles of Association in the process. In Resolution 2.3., the General Meeting tasked the Company's Management Board to prepare a written report on the activities undertaken with regard to the Report findings and to submit it for information at the next regular General Meeting, but not later than on 30 April 2021. Accordingly, the Management Board prepared a written report on the activities undertaken, which is presented below.

**REPORT OF THE MANAGEMENT BOARD OF PETROL D.D., LJUBLJANA ON
STEPS TAKEN IN CONNECTION WITH THE SHAREHOLDER REPORT ON
SPECIAL PERFORMANCE AUDIT OF PETROL D.D., LJUBLJANA, AS OF 15
OCTOBER 2020**

Based on the resolution no. 2.3. of the General Meeting of 28 December 2020, ordering the Management Board to carry out, in line with its mandate, the following activities in connection with the findings of the Shareholder report on special performance audit of Petrol, d.d., dated 15 October 2020, drawn up by a special auditor - BDO Revizija d.o.o., up to the date of drawing up of this Report the Management Board of Petrol d.d., Ljubljana carried out the following activities:

- On 22 January 2021 the Company entered with the Erjavec in partnerji, o.p., d.o.o. Law firm (hereinafter also: the Contractor) into a Business Cooperation Agreement for the purpose of execution of the resolution of the Management Board of Petrol d.d., Ljubljana. With this Agreement, the Contractor undertook to draw up a special report, containing in particular (i) findings on whether certain transactions raised in the Special Audit Report of 15 October 2020 incurred legally recognised damage to Petrol d.d., Ljubljana; and (ii) an assessment of the effectiveness or likelihood of success in compensation and other proceedings.
- To establish the amount of possible damage suffered, the Contractor also included financial experts in its work, namely BDO Svetovanje d.o.o. and CSA Consulting d.o.o, as well as prof. dr. Peter Podgorelec as an external legal professional.
- The Contractor regularly reported on its work and progress to the Management Board. These interim reports of the Contractor show that the Contractor, together with its subcontractors, reviewed the Special Audit Report dated 15 October 2020 and all the documentation uploaded in the VDR. Following evaluation of the documentation, it started with processing of individual cases. It forwarded numerous additional questions to the departments of Petrol d.d., Ljubljana, requesting additional documentation. The Contractor also carried out several direct talks with the representatives of Petrol's departments.
- Given that by the date of drawing up of this report, the findings, conclusions and assessments of the Contractor on the existence of damage and the likelihood of success in the court proceedings are not yet final, the Management Board will, at a General Meeting held on 22 April 2021, submit a report on all activities carried out until the day of the General Meeting in accordance with the resolution of the General Meeting of 28 December 2020. The Management Board of Petrol d.d., Ljubljana assesses that providing incomplete information does not constitute due diligence, as incomplete information may result in incorrect information, as a result of which it will provide complete information at the General Meeting and thus duly fill in the content of the General Meeting resolution.

Working papers relating to Item 4 of the Agenda

4. Information to the General Meeting of Petrol, Slovenska energetska družba, d.d., Ljubljana regarding the new members of the Supervisory Board – employee representatives

Resolution proposal:

4.1. The General Meeting of Petrol, Slovenska energetska družba, d.d., Ljubljana shall be informed that at the 44th meeting of the Workers' Council of Petrol, Slovenska energetska družba, d.d., Ljubljana of 4 December 2020 Alen Mihelčič, Robert Ravnikar and Marko Šavli were elected as employee representatives to the Supervisory Board of Petrol, Slovenska energetska družba, d.d., Ljubljana for the term of office from 23 February 2021 to 22 February 2025.

Substantiation:

On 21 February 2021, the terms of office of Supervisory Board members – employee representatives Alen Mihelčič, Robert Ravnikar and Marko Šavli expired. On the basis of Decision 44/6 taken at the 44th meeting of the Workers' Council of Petrol d.d., Ljubljana of 4 December 2020, all three began new four-year terms of office starting on 23 February 2021 and ending on 22 February 2025.

Enclosure to Item 4 of the Agenda:

- Copy of the decision taken at the 44th meeting of the Workers' Council of Petrol d.d., Ljubljana of 4 December 2020 (in Slovene language – with the above mentioned content)

The resolution is proposed by the Management Board and the Supervisory Board.

Ljubljana, 04. 12. 2020

Petrol d. d., Ljubljana
Predsednik nadzornega sveta
g. Sašo Berger
Dunajska cesta 50
1000 Ljubljana

- tu -

Zadeva: odpravek sklepov 44. seje Sveta delavcev Petrol d.d., Ljubljana.

SKLEP 44/6:

Štiriletno mandatno obdobje trem novo izvoljenim predstavnikom delavcev v Nadzornem svetu družbe Petrol d.d., Ljubljana. ki so:

- **Alen Mihelčič,**
 - **Robert Ravnikar,**
 - **Marko Šavli,**
- začne teči dne 23.2.2021.**

Lepo pozdravljeni.

Svet delavcev Petrol d.d., Ljubljana
Zoran Gračner, predsednik

V vednost:

- Uprava družbe
- Skupščina družbe

Working papers relating to Item 5 of the Agenda

5. Payment to members of the Supervisory Board

Resolution proposal:

5.1.

1. Each member of the Supervisory Board shall receive the gross meeting fee of EUR 275 for their participation at the session. The Supervisory Board members shall receive a meeting fee of 80% of the amount of the meeting fee for their participation at the session of the Supervisory Board. The
- correspondence session meeting fee equals 80% of the usual meeting fee. Each Supervisory Board
- member is, regardless of the above and regardless of the frequency of participations at sessions, eligible in each financial year for the payment of meeting fees, until the total amount of the meeting fees reaches 50% of the basic payment for the function of Supervisory Board member on an annual level. Each Supervisory Board member who is also a member of a committee or committees of the Supervisory Board is, regardless of the above and regardless of the frequency of participations at the Supervisory Board and committee sessions, eligible in each financial year for the payment of meeting fees, until the total amount of the meeting fees from their participation at the Supervisory Board and committee sessions reaches 75% of the basic payment for the function of Supervisory Board member on an annual level.
2. In addition to the meeting fees, the Supervisory Board members shall also receive the basic payment for performing the respective function in the gross annual amount of EUR 15,000 for each member. The chair of the Supervisory Board is also eligible to receive 50% of the basic payment for performing the function of Supervisory Board member, while the vice-chair/deputy chair of the Supervisory Board is eligible to receive 10% of the basic payment for performing the Supervisory Board member function.

The Supervisory Board committee members shall receive extra payment for performing their respective functions, which is 25% of the basic payment for performing the function of Supervisory Board member. The chair of the committee is also eligible to receive 37.5% of the basic payment for performing the respective function of Supervisory Board member. Each Supervisory Board committee member is, regardless of the above and regardless of the frequency of participations at committees, either as a member or chair, eligible in each financial year for the payment of extra fees for the performance of their function, until the total amount of the extra payments reaches 50% of the basic payment for the function of Supervisory Board member on an annual level. If the mandate of each Supervisory Board member is shorter than the financial year, then each Supervisory Board committee member is, regardless of the above and regardless of the frequency of participations at committees, either as a member or chair, eligible in each financial year for the payment of extra fees for the performance of their function, until the total amount of the extra payments reaches 50% of the basic payment for the duration of the mandate in the respective financial year.

External Supervisory Board committee members are eligible to receive meeting fees like the other committee members, and the basic payment for the performance of the function in the amount of 30% of the annual basic payment for each Supervisory Board member (without extra payment for committee work).

3. In addition to the above, the Supervisory Board members are also eligible to receive extra payments for special tasks. Special tasks are tasks which are highly complex and take an unusually long time to be carried out, generally at least one month. The Supervisory Board authorises itself to decide on the assignment of special tasks to each Supervisory Board member at their given consent, on the duration of the special tasks and on the extra payment for special tasks, in line with this resolution of the general assembly. The Supervisory Board authorises itself to decide on the extra payments for special tasks of the Supervisory Board members due to objective circumstances of the company. Extra payments for special tasks are allowed only for the time when they are actually carried out, the decision of which can exceptionally be adopted by the Supervisory Board retrospectively (especially in the case of special tasks due to the objective circumstances of the company), but no earlier than the previous financial year. Extra payments for special tasks may, in total, amount to a maximum of 50% of the basic payment for the function of Supervisory Board member in each financial year for every Supervisory Board member (regardless of the number of special tasks). The extra payment for each special task is determined by taking into account the complexity of the task and the related increased workload and responsibility. Extra payments are always appropriately and proportionally calculated for the period of their actual performance.
4. Supervisory Board members receive the basic payment, the extra payment for performing their function, and the extra payment for special tasks, in proportional monthly payments to which they are eligible, as long as they perform the function and/or special task. The monthly payment equals 1/12 of the above annual amounts. Extra payments for special tasks may, based on the circumstances, also be paid in a one-off total eligible amount following the performance of the special task.
5. The restriction of the total amount of meeting fees or extra payments to each Supervisory Board member does not affect their obligation to actively participate at all sessions of the Supervisory Board and committees of which they are a member, or their statutory responsibility.
6. The Supervisory Board members can be reimbursed for travel and accommodation costs that incur in connection with their work in the Supervisory Board, up to the amount defined in the regulations that govern the reimbursement of costs of work and other income that is not included in the taxable amount (provisions that are applicable for travel and accommodation on missions). The amount to which a member of the Supervisory Board is entitled, based on the cited regulation, is grossed-up, thus the net payment represents the reimbursement of the actual travel costs. Mileage is determined by considering the distance between places, calculated on the public web page of AMZS. Accommodation costs may only be reimbursed if the distance from the permanent or temporary residence of the Supervisory Board member or Supervisory Board committee member to the place of work is at least 100 kilometres, if the member was not able to return because there was no public transport option at the time, or due to other objective reasons.
7. This resolution enters into force on the day of its adoption at the general assembly. Resolution no. 5.1, as adopted by the general assembly on 18 April 2019, is thus repealed.

Substantiation:

Considering the existing provisions on payments to Supervisory Board members, the proposal does not change the amounts of meeting fees, but it does increase the basic payment for the performance of the function, whereby the maximum annual payments to each member are restricted. The Supervisory Board has found that the proposed basic payment amount for the function of Supervisory Board member and committee member of the company Petrol d.d., Ljubljana, is in line with comparable payments for the same functions in prosperous major companies, whose securities are traded on an organised market. The resolution also comprehensively governs payments to external committee members, and the payment of costs that may be incurred by the Supervisory Board members. By adopting this resolution, the topic will be regulated in a single location.

Based on the issued authorisation of the general assembly, the Supervisory Board may generally decide on advanced extra payments for special tasks, when it decides to carry out a special task. As an exception, mainly in the event of unforeseen circumstances that justify the payment of the extra fees for special tasks due to objective circumstances of the company, the Supervisory Board may also decide on the extra payment retrospectively, but no earlier than the previous financial year. Special diligence and the assessment of merits, on the basis of the objective circumstances, shall be considered in the Supervisory Board's decision on extra payments on the basis of the authorisation of the general assembly, as well as the obligation to accurately report on the special tasks and extra payments to the general assembly of the company, generally in the framework of annual reports or disclosures of the income of the supervisory body's members. When deciding on extra payments for special tasks, the period for the extra payment, based on the time of the performance of such tasks, must be determined in addition to its amount (which is determined as a percentage of the basic payment for the performance of the function). If the general assembly authorised the Supervisory Board to decide on the extra payments for special tasks, then it may also decide itself on the extra payment, especially in the event of unforeseen circumstances that the Supervisory Board did not observe in their decision on the extra payments.

Extra payments for special tasks may, in total, amount to a maximum of 50% of the basic payment for the function of Supervisory Board member in each calendar year for every Supervisory Board member (regardless of the number of special tasks and regardless of the body deciding on such matters - the general assembly directly or the Supervisory Board on the basis of the authorisation of the general assembly). The extra payment for each special task is determined by taking into account the complexity of the task and the related increased workload and responsibility. Extra payments are always appropriately and proportionally calculated for the period of their actual active performance.

Explanation regarding the majority required to adopt the resolution proposal:

The resolution is adopted by a majority of the votes cast.

The resolution is proposed by the Management Board and the Supervisory Board.