

Zavarovalnica Triglav, d.d.  
Miklošičeva 19  
Ljubljana

Pursuant to the second Paragraph of Article 295 of the Companies Act (ZGD-1) and Article 28 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 48th General Meeting of Zavarovalnica Triglav, d.d., Ljubljana, Miklošičeva 19,  
which will be held on 6 June 2023, at 10 AM,  
In the Diamond Hall of the Grand Plaza Hotel, Slovenska cesta 60, 1000 Ljubljana

**Agenda:**

- 1. Opening of the General Meeting, establishing a quorum, and briefing on the working bodies of the General Meeting**
- 2.1. Presentation of the Annual Report of the Triglav Group and Zavarovalnica Triglav, d.d. for 2022 accompanied by the independent auditor's report, and the Annual Report on internal auditing for 2022, and the Report of the Supervisory Board of Zavarovalnica Triglav, d.d. on the verification of the Annual Report of the Triglav Group and Zavarovalnica Triglav, d.d. for 2022, and the Opinion of the Supervisory Board of Zavarovalnica Triglav, d.d. on the Annual Report of the Internal Audit Department of Zavarovalnica Triglav, d.d. on internal auditing for 2022**
- 2.2. Presentation of the Remuneration Policy of Zavarovalnica Triglav, d.d.**

**DRAFT CONSULTATIVE RESOLUTION 2.2.:**

The General Meeting approves the Remuneration Policy of Zavarovalnica Triglav, d.d.

**2.3. Presentation of the Remuneration Report of Zavarovalnica Triglav, d.d., for the financial year 2022**

DRAFT CONSULTATIVE RESOLUTION 2.3.:

The General Meeting approves the Remuneration Report of Zavarovalnica Triglav, d.d., for the financial year 2022.

**3. Distribution of accumulated profit for 2022, granting discharge to the Management Board and the Supervisory Board**

**3.1. Distribution of accumulated profit for 2022**

DRAFT RESOLUTION 3.1.:

The accumulated profit totalling EUR 63,769,278.25 as at 31 December 2022 shall be distributed as follows:

- A part of the accumulated profit amounting to EUR 56,837,870.00 shall be distributed for dividend payments. The dividend in the amount of EUR 2.50 gross per share shall be paid to the shareholders appearing in the Share Register as at 20 June 2023. On 21 June 2023, the Company shall ensure funds for the payment of all dividends on the account of KDD – Centralno klirinška depotna družba, d.o.o, 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 6,931,408.25 shall be decided on in the coming years and remain undistributed.

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

DRAFT RESOLUTION 3.2.:

The General Meeting of Shareholders grants discharge to the Management Board of Zavarovalnica Triglav, d.d. for the financial year 2022.

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

DRAFT RESOLUTION 3.3.:

The General Meeting of Shareholders grants discharge to the Supervisory Board of Zavarovalnica Triglav, d.d. for the financial year 2022.

**4. Taking note of the resignation statements and appointing the members of the Supervisory Board of Zavarovalnica Triglav, d.d.**

DRAFT RESOLUTION no. 4.1.:

The General Meeting of Shareholders takes note of the resignation statements of the members of the Supervisory Board Branko Bračko and Peter Kavčič, with their resignation statements and termination of their mandates taking effect on 6 June 2023.

DRAFT RESOLUTION no. 4.2.:

The General Meeting of Shareholders appoints the representative of the Shareholders Tim Umberger as a member of the Supervisory Board for a term of office of four (4) years, commencing on 7 June 2023.

DRAFT RESOLUTION no. 4.3.:

The General Meeting of Shareholders appoints the representative of the Shareholders Monica Cramer Manhem as a member of the Supervisory Board for a term of office of four (4) years, commencing on 7 June 2023.

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The resolution under 3.3. is proposed by the Management Board, the resolutions under 3.2, 4.1., 4.2. and 4.3. are proposed by the Supervisory Board, the resolutions under points 2.2., 2.3. and 3.1. are proposed by the Management Board and the Supervisory Board jointly.

**Attendance at the General Meeting**

The right to attend the General Meeting and the voting right is held by the shareholders who are, as holders of shares, entered in the share register of Zavarovalnica Triglav, d.d. kept by KDD – Centralno klirinško depotna družba, d.o.o., at the end of the seventh day before the session of the General Meeting (cut-off date), i.e. by the end of 30 May 2023, and have in writing registered their attendance to Zavarovalnica Triglav, d.d., no later than the end of the fourth day before the General Meeting, i.e. by the end of 2 June 2023. If an intermediary who is not the final shareholder is entered as a holder of shares in KDD – Centralna klirinško depotna družba, d.o.o., the shareholder may exercise the voting right based on the proof referred to in the second paragraph of Article 235 of ZGD-1, which shows who is the final shareholder on the cut-off date. For this purpose, the intermediary shall issue to the shareholder, on behalf of which the former provides the safekeeping of shares, management of shares or management of securities account, an appropriate proof at his request without any delay.

The registration is made by shareholders with a completed registration form. Zavarovalnica Triglav, d.d. may, upon receipt of the registration form, at the request of the shareholder, send an acknowledgement of receipt of the timely registration to his/her email address indicated on the registration form. With the said registration certificate, it is easier for the shareholder to identify himself/herself at the entrance of the General Meeting on the day of the session, which provides for faster registration of shareholders at the entrance. If the shareholder should fail to receive the company's confirmation on the receipt of their registration, it is recommended they contact Zavarovalnica Triglav, d.d. no later than by 5 June 2023 at 2 PM, at the telephone number 00386 1 47 47 331 or the email address [investor.relations@triglav.si](mailto:investor.relations@triglav.si), so that the registration certificate may be sent to him/her. Zavarovalnica Triglav, d.d. will also consider as valid those registrations that are received through the KDD – Centralna klirinško depotna družba d.o.o. in a standardised form and that have been previously received by the KDD through the intermediation chain.

A shareholder with the right to attend the General Meeting of Shareholders may authorise a proxy to attend the meeting and exercise their voting rights at the General Meeting of Shareholders. The written authorisation must be submitted no later than by the opening of the General Meeting of Shareholders. The shareholder may submit the written authorisation to Zavarovalnica Triglav, d.d., also via email to the [investor.relations@triglav.si](mailto:investor.relations@triglav.si). The instruction for the enforcement of the rights of shareholders referred to in the third paragraph of Article 235č of ZGD-1 shall constitute an authorisation for attendance at the General Meeting and the exercise of the voting right. The authorisation to be sent by email must be signed with a qualified electronic signature of the natural person and, in case of legal entities, by the legal representative and a stamp, if used by the legal entity.

In addition to the convocation notice and material for the General Meeting, the registration and authorisation forms given in the example are available on the website [www.triglav.eu](http://www.triglav.eu).

### **Amendments to the Agenda and Shareholders' proposals**

The shareholders whose total shares amount to one-twentieth of the share capital may request an additional item on the agenda in writing seven days after the announcement of the convocation of the General Meeting. The request must be accompanied by a written draft resolution to be decided on by the General Meeting, with its explanation or an explanation of the agenda item, if the General Meeting should fail to adopt a resolution on an individual item. Pursuant to the third paragraph of Article 298 of the ZGD-1, the Management Board of Zavarovalnica Triglav, d.d. shall publish the received additional agenda items immediately after the expiry of the seven-day deadline.

Shareholders may submit draft resolutions to each agenda item in writing or voting proposals according to Article 301 of the Companies Act, as the case may be. In the same way as this convocation notice of the General Meeting, the Management Board of Zavarovalnica Triglav, d.d. will publish those shareholder proposals that will be sent to Zavarovalnica Triglav, d.d. within seven days after the publication of this convocation notice of the General Meeting and shall be reasonably substantiated, and proposals for which the shareholder – proposer shall announce that he/she would object to the proposals of the Management Board and the Supervisory Board at the General Meeting and that he/she would bring other shareholders to vote in favour of his/her proposal. Pursuant to Article 301 of ZGD-1, there is no need to substantiate the voting proposal.

Shareholders may send counter-proposals and requests for additional agenda items to Zavarovalnica Triglav, d.d., also by email to [investor.relations@triglav.si](mailto:investor.relations@triglav.si). The counter-proposals and request for additional item to be sent by email must be signed with a qualified electronic signature of the natural person and, in case of legal entities, by the legal representative and a stamp, if used by the legal entity.

### **Right to information**

Shareholders may ask questions at the General Meeting and request information on matters of the company if they are necessary for the assessment of agenda items and, with them, exercise their right to be informed from Article 305 of the ZGD-1.

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

The material for the General Meeting with draft resolutions and their explanations is available for inspection at the registered office of Zavarovalnica Triglav, d.d., Ljubljana, Miklošičeva 19, from the day of publication of the convocation notice of the General Meeting until and including the day of the General Meeting every working day until 5 June 2023 between 10 AM and 12 noon. During this time, the material shall also be available on the Zavarovalnica Triglav, d.d. website [www.triglav.eu](http://www.triglav.eu), where all other information referred to in Article 296(3) of the ZGD-1 and information on shareholders' rights referred to in Article 298(1), Articles 300(1), 301 and 305 of the ZGD-1, is available as well.

Participants are kindly asked to come to the General Meeting one hour before the announced start of the General Meeting to ensure the punctuality of the beginning of the General Meeting and the need for prior registration in the attendance list and collecting the voting machines. Upon registration, the registered participant must, on request, identify himself/herself by presenting an identity document, written authorisation, and a legal representative with an extract from the business court register or other relevant documents from which the right of representation derives.

### **Share capital and number of voting rights at the convocation of the General Meeting**

The share capital of Zavarovalnica Triglav, d.d. which amounts EUR 73,701,391.79, is divided into EUR 22,735,148 ordinary registered no-par value shares. On the day that the General Meeting was convened, there were 22,694,335 of all voting rights that can be exercised within the insurance company. Voting is done in person, with each share, except the shares for which ZGD-1 stipulates otherwise, counting as one vote.

### **Call upon the major shareholders**

Zavarovalnica Triglav, d.d., in accordance with item 8.2 of the Slovenian Corporate Governance Code, calls upon all major shareholders, but, above all, the institutional investors to inform the public about their investment management policy in Zavarovalnica Triglav, d.d., e.g., by voting policy, type and frequency of management activities.

### **An organised collection of authorisations**

Zavarovalnica Triglav, d.d., informs the shareholders that, as has been the case for many years, also at this General Meeting it will allow the shareholders to exercise their rights by an organised collection of authorisations, based on which shareholders can exercise their right to vote at the General Meeting without personal attendance, and thus directly influence the management of the company. For this reason, the shareholders of Zavarovalnica Triglav, d.d., are to receive an individualised application with the authorisation for voting at the 48<sup>th</sup> General Meeting of Shareholders with a list of proxies and instructions for completion.

If, in addition to Zavarovalnica Triglav, d.d., other financial organisations, shareholders' associations or other persons (hereinafter: the organisers of the collection of authorisations for the General Meeting) should also conduct an organised collection of authorisations for exercising the shareholders' voting rights at the 48<sup>th</sup> General Meeting of Zavarovalnica Triglav, d.d., we hereby provide the pre-determined course of action of Zavarovalnica Triglav, d.d. below:

- in case of duplication of the authorisations of a single shareholder, Zavarovalnica Triglav, d.d., shall take into account the shareholder's authorisation that had been filled out at a later date. If duplicate authorisations of a single shareholder should be made out on the same date, the authorisation that Zavarovalnica Triglav, d.d. receives later shall be taken into account;
- the organisers collecting authorisations for the General Meeting who shall deliver the collected package of authorisations at the company's headquarters within the time limit that applies to timely registration for the General Meeting shall, no later than 5 June 2023 by 2 PM, receive a generic list of distributed votes per proxies for authorisations they had collected, to their contact email addresses;

- inspecting the collected authorisations and instructions for voting at the General Meeting as part of the organised collection of authorisations of another organiser collecting the authorisations will not be possible before the start of the General Meeting;
- in the event of any comments or questions regarding the generic list of the distribution of votes by proxies for the authorisations collected by the organisers collecting authorisations for the General Meeting, they may contact the authorised teller of Ixtlan Forum, d.o.o. to clarify any comments or questions, however, no later than 1 hour before the start of the General Meeting, when the registration of the participants of the General Meeting begins;
- the authorisation collected by the organisers collecting authorisations for the General Meeting must be clear, signed and dated accordingly, and accompanied by unequivocal voting instructions, otherwise, they shall be disregarded.

In order to facilitate the preparation of the list of participants at the General Meeting, the organisers collecting the authorisations for the General Meeting are asked to adjust the content of their proxies by instructing the shareholders that the requirement for personal participation of a shareholder at the General Meeting, who at the same time fills out an authorisation for voting at the General Meeting by proxy in the context of an organised collection of authorisation, is an explicit and separate registration of the shareholder's participation that the company had received at the latest by the end of the fourth day before the General Meeting, that is, up to and including 2 June 2023, with the expressed will, that, irrespective of his/her personal participation at the General Meeting, the proxy selected within the organised collection of authorisations shall vote on his/her behalf, otherwise, it shall be considered that the shareholder, by arriving at the General Meeting, had revoked the authorisation granted to the organiser collecting the authorisations and shall personally vote at the General Meeting.

Ljubljana, 21 April 2023

Management Board of  
Zavarovalnica Triglav, d.d.