

Pursuant to its resolution of 19 March 2024, the Management Board of PETROL d.d., Ljubljana hereby convenes the

**38th General Meeting of Shareholders of PETROL, Slovenska energetska družba, d.d.,
Ljubljana,**

to be held on Thursday, 23 May 2024, at 12:00 (noon) in the conference hall of PETROL d.d., Ljubljana, on Dunajska cesta 48, 1000 Ljubljana

Agenda:

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

Proposed resolution:

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 the Annual Report for 2023 and Report of the Supervisory Board on the Verification of the Annual Report for 2023; Report on Remuneration to Management and Supervisory Bodies of Petrol d.d., Ljubljana in the 2023 financial year; use of profit for appropriation and granting of discharge

Proposed resolution:

2.1.

The profit for appropriation as at 31 December 2023, amounting to EUR 74,217,528 will be distributed as follows:

- part of the profit for appropriation amounting to EUR 74,000,808 will be distributed as dividend payments to shareholders: gross dividend of EUR 1.8 per share (own shares do not participate),
- the remaining part of the profit for appropriation in the amount of EUR 216,720 and any amounts which may result from the number of own shares on the record date and from rounding off the dividend payment figures, will be transferred to other profit reserves.

The Company will pay out dividends on 2 August 2024 to the shareholders registered at KDD (Central Securities Clearing Corporation) as at 1 August 2024.

2.2.

The General Meeting has taken note and hereby endorses the Report on Remuneration to Management and Supervisory Bodies of Petrol d.d., Ljubljana in the 2023 financial year.

2.3.

The General Meeting gives a discharge to the Management Board of the Company for the 2023 financial year.

2.4.

The General Meeting gives a discharge to the Supervisory Board of the Company for the 2023 financial year.

3. Remuneration Policy for Management and Supervisory Bodies of Petrol d.d., Ljubljana

Proposed resolution:

3.1.

The General Meeting hereby endorses the Remuneration Policy for Management and Supervisory Bodies of Petrol d.d., Ljubljana.

Resolution under point 1 is proposed by the Management Board, resolutions under points 2 and 3 are proposed by the Management and Supervisory Boards. Pursuant to Article 304 of the Slovenian Companies Act (ZGD-1), the 38th 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:

Access to working papers for the General Meeting, resolution proposals with explanation and other information with respect to the General Meeting

Papers for the General Meeting, including resolution proposals with substantiations, the Annual Report with the Supervisory Board's report and the Governance Statement, the Remuneration Policy for Management and Supervisory Bodies of Petrol d.d., Ljubljana (Article 294.a of the ZGD-1), the Report on Remuneration to Management and Supervisory Bodies of Petrol d.d., Ljubljana in the 2023 financial year (Article 294.b of the ZGD-1) and other documents determined in the second paragraph of Article 297.a of the ZGD-1 are available for shareholders in the information office at the Company's headquarters in Ljubljana, Dunajska cesta 50, every workday from 10:00 to 13:00, from the date of publishing the notice to convene the General Meeting to the day of the General Meeting, and on the Company's website <http://www.petrol.si>. The notice to convene the General Meeting, the substantiation of resolution proposals and other materials are also posted on the website of the Ljubljana Stock Exchange (<http://seonet.ljse.si>), and the notice to convene the General Meeting also on the AJ PES website. The information set out in the third paragraph of Article 296 of

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the ZGD-1 and the exhaustive information relating to the shareholders' rights to request additional items on the agenda, to submit counter-proposals and voting proposals, and to be informed (the first paragraph of Article 298 and the first paragraph of Article 300, and Articles 301 and 305 of the ZGD-1) is posted on the Company's website and on the above-mentioned website of the Ljubljana Stock Exchange.

Shareholders' requests and proposals

Within seven days from the publishing of the notice to convene the General Meeting, the shareholders whose total interests account for one-twentieth of the Company's share capital may request in writing for an additional item to be included on the agenda. The request must be accompanied by a written proposal of the resolution to be decided by the General Meeting, or, if a particular item on the agenda is not subject to the adoption of resolution by the General Meeting, an explanation regarding such agenda item. Pursuant to the third paragraph of Article 298 of the Companies Act (ZGD-1), the Management Board will publish those additional agenda items, for which requests are sent to the Company not later than within seven days from the publishing of this notice to convene the General Meeting. Any additional agenda item can be discussed at the General Meeting solely if published in the way as prescribed in Article 296 of the ZGD-1 at least 14 days prior to the General Meeting, otherwise it shall be discussed at the next General Meeting. Shareholders may also submit their requests for additional agenda items by e-mail to the following address skupscina@petrol.si.

Shareholders may submit written proposals of resolutions and voting proposals for each agenda item. The Management Board of the Company shall publish, in the same manner as this notice to convene the General Meeting (as prescribed in Article 296 of the ZGD-1), the proposals of shareholders sent to the Company within seven days from the publishing of the notice to convene the General Meeting; any such proposal shall be reasonably argued and the shareholder – proposer shall give notification that they will oppose the proposal made by the Management or Supervisory Board at the General Meeting and that they will persuade other shareholders to vote for their proposal. Pursuant to Article 301 of the ZGD-1, a voting proposal does not need to be substantiated. Shareholders may also send their resolution proposals and voting proposals by e-mail to the following address skupscina@petrol.si.

Requests to add items on the agenda and proposed resolutions and voting proposals which are submitted by e-mail shall be sent in a scanned form as attachments and shall 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. 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.

Shareholders' right to be informed

At the General Meeting, the shareholders may ask questions and request information on matters concerning the Company if such information is important for the assessment of the agenda and exercise their right to be informed pursuant to the first paragraph of Article 305 of the ZGD-1.

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

Only those shareholders who have registered for the General Meeting personally or through 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, that is, by **19 May 2024**, inclusive, and who are registered in the Central Book-Entry Securities Register as at the end of day on **16 May 2024 (“record day”)**, shall be entitled to participate in the General Meeting and exercise their voting rights. If a broker who is not the ultimate beneficial owner is recorded in the Central Register as a shareholder, the shareholders can exercise their voting right based on proof referred to in the second paragraph of Article 235.č of the ZGD-1, showing who the ultimate beneficial owner is on the record date. The registration forms shall be sent by post to the following address: Petrol d.d., Ljubljana, Uprava družbe – za skupščino, Dunajska cesta 50, 1000 Ljubljana, so that the Management Board receives them ~~by~~ by the end of the fourth day prior to the General Meeting date. Registrations sent through electronic media will not be valid. Only the registration forms containing original signatures of the shareholders and/or representatives or proxies will be deemed to be valid. The Company will also deem valid those registration forms which are received in the standard form via the Central Securities Clearing Corporation (KDD – Centralna klirinško depotna družba d.o.o.) and which are previously received by the Central Securities Clearing Corporation via the agent chain. The registration form is available on the Company’s website and can be obtained free of charge at the Company’s headquarters in Ljubljana, Dunajska cesta 50 (information office) each workday from 10:00 to 13:00 from publishing the notice convening the General Meeting to the day of the General Meeting.

Each shareholder who is entitled to attend the General Meeting may authorise a proxy to register for participation on their behalf and to attend the General Meeting and exercise the shareholder’s voting rights. Such authorisation shall be given in writing and submitted to the Company where it shall be kept. The form for registration, participation, and exercise of voting rights by proxy is available on the Company’s website and can also be obtained free of charge at the Company headquarters in Ljubljana, Dunajska cesta 50 (information office), each workday from 10:00 to 13:00 from publishing the notice to convene the General Meeting to the day of the General Meeting. If the original of the registration form containing the signature of shareholder has been sent, it is enough to email the scanned authorisation form as an attachment to skupscina@petrol.si; the scanned authorisation form must contain the personal signature of a natural person, or, in the case of a legal entity, a personal signature of representative and a stamp/seal, if used. 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. Shareholders are entitled to revoke the authorisation in the same manner as when submitting it, at any time before the day of the General Meeting.

A proxy may exercise or entrust the exercising of a voting right for shares that they do not hold solely if they have been granted written proxy authorisation to do so. A proxy shall keep the authorisation so as to ensure that it can be verified. Authorisation may be given to an individual proxy and be revoked at any time. A proxy is entitled to authorise persons not employed by them to exercise the proxy authorisation only if this is explicitly permitted in the authorisation. If, based on authorisation a proxy exercises a voting right on behalf of a shareholder, the proxy authorisation document shall be submitted to the Company where it shall be kept. A proxy shall call upon the relevant shareholder to provide them with instructions for exercising the voting right and shall stress that their potential failure to provide instructions for exercising the voting right shall result in the voting right being exercised under such proxy’s own proposals, which shall be notified to the shareholder, except if it can be presumed that the shareholder would approve of their different decision if they were aware of the

actual situation. The same rules such as defined in this paragraph shall apply *mutatis mutandis* to fiduciary account holders in relation to shares that they do not hold, voting advisors and other persons exercising a voting right in the name of a shareholder on the basis of a proxy authorisation as their activity. Upon request, shareholders and/or their representatives or proxies must present a personal identity document and written authorisation; a legal representative must also present an extract from the Register of Companies or Business Register.

As at the day of convening the General Meeting, the Company has **41,726,020** ordinary registered no-par value shares. In accordance with the law, each ordinary share entitles its holder to one vote at the General Meeting. On the day of convening the General Meeting, the Company holds **614,460** own non-voting shares, **40,500** other non-voting shares, and **41,071,060** voting shares.

The participants are kindly asked to register at the reception office one hour prior to the commencement of the Meeting to confirm their attendance by affixing their signatures to the list of shareholders and to collect the voting papers.

Should a quorum not be present at the proposed time of the General Meeting, the General Meeting will be adjourned and resumed at 14:00 on the same day and at the same premises. In such a case the General Meeting shall be deemed to have a quorum, regardless of the number of shareholders present or represented.

Pursuant to item 8.2 of Chapter 8 RELATIONS WITH SHAREHOLDERS of the Slovenian Corporate Governance Code for Public Limited Companies dated 9 December 2021, the Company invites and encourages all significant shareholders, institutional investors and the state in particular, to disclose publicly their investment policy with respect to the stake they hold in the company concerned, 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 respective company's management or supervisory bodies.

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

Sašo Berger

President of the Management Board