

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 49th General Meeting of Zavarovalnica Triglav, d.d., Ljubljana, Miklošičeva 19,
which will be held on 4 June 2024 at 10:00 a.m.
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 2023 accompanied by the Independent Auditor's Report, and the Annual Report on Internal Auditing for 2023, 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 2023, 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 2023**
- 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 2023

DRAFT CONSULTATIVE RESOLUTION 2.3.:

The General Meeting approves the Remuneration Report of Zavarovalnica Triglav, d.d., for the Financial Year 2023.

3. Distribution of accumulated profit for 2023, granting discharge to the Management Board and the Supervisory Board

3.1. Distribution of accumulated profit for 2023

DRAFT RESOLUTION no. 3.1.:

The accumulated profit totalling EUR 87,854,038.93 as at 31 December 2023 shall be distributed as follows:

- A part of the accumulated profit amounting to EUR 39,786,509.00 shall be distributed for dividend payments. The dividend in the amount of EUR 1.75 gross per share shall be paid to the shareholders appearing in the Share Register as at 18 June 2024. On 19 June 2024, 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 48,067,529.93 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 no. 3.2.:

The General Meeting of Shareholders grants discharge to the Management Board of Zavarovalnica Triglav, d.d. for the financial year 2023.

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

DRAFT RESOLUTION no. 3.3.:

The General Meeting of Shareholders grants discharge to the Supervisory Board of Zavarovalnica Triglav, d.d. for the financial year 2023.

4. **Notification of the expiry of the term of office and the letter of resignation of the members of the Supervisory Board, the shareholders' representatives, and appointment of new members of the Supervisory Board, the shareholders' representatives, of Zavarovalnica Triglav, d.d.**

DRAFT RESOLUTION no. 4.1.:

The General Meeting of Shareholders takes note of the letter of resignation of the Supervisory Board member Jure Valjavec, whereby his term of office will expire on 1 September 2024.

DRAFT RESOLUTION no. 4.2.:

The General Meeting of Shareholders appoints Igor Stebernak as a member of the Supervisory Board, shareholders' representative, for a term of office of four (4) years, commencing on 4 June 2024.

DRAFT RESOLUTION no. 4.3.:

The General Meeting of Shareholders appoints Rok Ponikvar as a member of the Supervisory Board, shareholders' representative, for a term of office of four (4) years, commencing on 2 September 2024.

5. **Notification of the appointment of the new members of the Supervisory Board, employees' representatives, of Zavarovalnica Triglav, d.d.**

The resolution under point 3.3. is proposed by the Management Board, the resolutions under points 3.2., 4.1., 4.2. and 4.3. are proposed by the Supervisory Board, and 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 are 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.d., at the end of the seventh day before the session of the General Meeting (cut-off date), i.e. by the end of 28 May 2024, and have in writing registered their attendance to Zavarovalnica Triglav, d.d., no later than by the end of the fourth day before the General Meeting, i.e. by the end of 31 May 2024. If an intermediary who is not the final shareholder is entered as a holder of shares in KDD – Centralna klirinško depotna družba, d.d., the shareholder may exercise the voting right based on the proof referred to in the second paragraph of Article 235 of ZGD-1, which defines 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, sent by post to Zavarovalnica Triglav, d.d., Miklošičeva 19, Ljubljana. 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 acknowledgement of receipt, 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 acknowledgement of receipt of their registration, it is recommended they contact Zavarovalnica Triglav, d.d. no later than by 3 June 2024 at 2 PM, at the telephone number 00386 1 47 47 331 or the email address investor.relations@triglav.si, so that the acknowledgement of receipt 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.d. 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. A 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. 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. Shareholders may revoke their authorisation at any time up to the date of the General Meeting in the same manner as it was conferred.

The intermediary, the holders of fiduciary accounts in respect of shares which do not belong to them, voting advisers and other persons exercising voting rights on behalf of the shareholder by proxy as their professional activity may exercise or delegate the exercise of voting rights in respect of shares which do not belong to them only if they are authorised in writing by the shareholder to do so. They shall submit the proxy to the company and keep it with the company in such a way as to ensure its verifiability.

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.

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, 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 will be reasonably substantiated, and for which the shareholder – proposer will 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, voting proposals and requests for additional agenda items to Zavarovalnica Triglav, d.d., also by email to investor.relations@triglav.si. The proposals and requests 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 3 June 2024 between 10 a.m. and 12 noon.

During this time, the material shall also be available on the Zavarovalnica Triglav, d.d. website www.triglav.eu, where all other information referred to in Article 296(3) of the ZGD-1 and information on shareholders' rights with respect to requesting additional items on the agenda, submitting counter-proposals, voting proposals and the shareholders' information 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 and 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 to 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 22,698,934 of all voting rights that can be exercised within the insurance company. Voting is done in person, with each share counting as one vote, except the shares for which ZGD-1 stipulates otherwise.

The General Meeting shall be valid if shareholders with voting rights representing at least 10% of the share capital are present.

Call upon the major shareholders

In accordance with item 8.2 of the Slovenian Corporate Governance Code, Zavarovalnica Triglav, d.d., 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.

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 49th 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 49th 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 has 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 3 June 2024 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 authorisations 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 31 May 2024, 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, 26 April 2024

Management Board of
Zavarovalnica Triglav, d.d.