

Clean copy of the text Corporate Governance System and Policy of Zavarovalnica Triglav, d.d., adopted by the Management Board and the Supervisory Board of Zavarovalnica Triglav, at the session held on 21 August 2024:

## **CORPORATE GOVERNANCE SYSTEM AND POLICY OF ZAVAROVALNICA TRIGLAV, D.D.**

### **1. INTRODUCTION**

The Corporate Governance System and Policy (hereinafter: policy) of Zavarovalnica Triglav, d.d., (hereinafter: Zavarovalnica Triglav, the insurance company or the Company) sets out the principal guidelines concerning the governance of the Company, taking its long-term objectives and values into consideration. The policy represents the basis for establishing and realising a sound and reliable governance system based on effective risk management and enables the fulfilment of the corporate strategy of the Company.

The purpose of the policy is:

- to define the basic elements of the governance system of Zavarovalnica Triglav and the basic rules of governance for Zavarovalnica Triglav and the Triglav Group, taking account of the Group's strategy,
- to define transparent internal relations with regard to powers and responsibilities in the governance system.

The objective of the policy is to attain an effective and transparent governance system at Zavarovalnica Triglav.

## 2. MAIN GUIDELINESS CONCERNING THE GOVERNANCE OF THE COMPANY, TAKING THE OBJECTIVES AND VALUES OF ZAVAROVALNICA TRIGLAV INTO CONSIDERATION

### **Zavarovalnica Triglav's corporate objectives:**

Zavarovalnica Triglav's objective is to maximise the Company's value, thereby enhancing shareholder assets in the long term. We operate profitably, securely and with a focus on the customer and their exceptional customer experience. In doing so, we are a sustainable business, a development-oriented environment for our employees, connected to our partners, and a stable, secure and profitable investment for our investors.

### **Mission statement:**

We are building a safer future.

### **Vision:**

The Triglav Group is the leading insurance and financial group in the Adriatic region and is synonymous with the best user experience. We work to generate above-average value for our key stakeholders and promote the transition to a sustainable society.

We set the standard for an exceptional user experience - anytime, anywhere.

### **Values reflected in our work:**

- Responsiveness,
- Simplicity.
- Reliability.

### **Sustainability orientation:**

We pursue our mission through environmental, social and governance sustainability. By taking care of it, we create a long-term stable basis for profitable and safe operations of the Triglav Group, promote the transition to a sustainable society and reduce our impact on climate change. We strive to identify both the opportunities and the risks of sustainable development.

We pursue our sustainability ambitions in both our strategic activities, where we are working towards a transition to a climate-neutral and climate-resilient circular economy, and in the Group's own operations. In doing so, we are committed to acting responsibly towards our employees, clients, partners and the wider community, and to achieving a high level of corporate governance.

The organisation and operation of the sustainable development system is organised in a way that enables the overarching alignment of all relevant sustainable development activities with the Triglav Group's strategic ambitions and compliance with sustainability-related legislative requirements.

### 3. GOVERNANCE SYSTEM OF ZAVAROVALNICA TRIGLAV

#### **Governance of Zavarovalnica Triglav**

Zavarovalnica Triglav has a two-tier management system. It is run by the Management Board and supervised by the Supervisory Board.

#### **Zavarovalnica Triglav's governing bodies**

The governing bodies of Zavarovalnica Triglav are the General Meeting, the Supervisory Board and the Management Board.

Zavarovalnica Triglav has a governance system in place that is based on a risk management system attuned to the business principles, strategic objectives and risk profile of the insurance company. To this end it has established a clear organizational structure with defined responsibilities and authorizations and established reporting lines, an internal control system, a business continuity system and an outsourcing policy in case the insurance undertaking outsources individual operational functions or activities or parts thereof, with the aim of ensuring an optimal and cost-effective level of its services. Zavarovalnica Triglav may organize its operations in individual countries within the framework of a branch, subject to the same management system and forming part of the same organizational structure as applies to the whole of Zavarovalnica Triglav.

The Zavarovalnica Triglav's governance system also includes the risk management function, the compliance function, the internal audit function and the actuarial function, all of which are defined as key functions by the Solvency II Directive (hereinafter: key functions), and the committees appointed by the Management Board.

Members of the Management Board, Supervisory Board and Key Function Holders of the insurance company must be appropriately qualified and must be persons with a good reputation and integrity, which will be established and assessed by the insurance company based on the criteria defined by the internal rules and regulations. The decision on the Members of the Management Board and the Supervisory Board is made by observing their diversity of knowledge, skills and experience as well as diversity of sex, age and education. Key Function Holders are authorised by the Management Board with the consent of the Supervisory Board.

## 4. DEMARCATION OF POWERS AND RESPONSIBILITIES BETWEEN MEMBERS OF MANAGEMENT AND SUPERVISORY BODIES AND KEY FUNCTIONS AND COMMITTEES

### 4.1. Management Board

The Management Board has no less than three, and no more than six members, of whom one is the president. The exact number of the Management Board members, and their areas of responsibility, are determined by the Supervisory Board in the Management Board Rules. The appointment or dismissal of all members or an individual member of the Management Board is proposed to the Supervisory Board by the president of the Management Board. The president and all members of the Management Board are employed by Zavarovalnica Triglav under full-time permanent work contracts. Zavarovalnica Triglav has a workers' representative director, who is a member of the Management Board.

Zavarovalnica Triglav is represented in public and legal matters by its Management Board. The Management Board manages Zavarovalnica Triglav independently and at its own responsibility, and acts with the aim of maximising the Company's value, thereby enhancing the shareholders' assets in the long term, while having regard for the principle of sustainable development and the benefits of other stakeholders. The management of operations cannot be transferred from the Management Board to any other body of the Company.

The Management Board shall adopt decisions by a simple majority of votes cast. Where a vote is tied, the president holds the casting vote.

The powers and duties of the Management Board accord with current legislation, the Articles of Association, the Rules of Procedure of the Supervisory Board, and the Management Board Rules, and notably include:

- managing and organising operations;
- representing the Company to third parties in public and legal matters;
- answering for operational compliance;
- adopting the development strategy and annual business plan in conjunction with the Supervisory Board;
- adopting the normative bylaws of Zavarovalnica Triglav;
- delivering reports on the performance of Zavarovalnica Triglav and the Triglav Group to the Supervisory Board, drafting the annual report with the business report and submitting it to the Supervisory Board together with the auditor's report and a proposal for the distribution of the distributable profit;
- deciding on the macro-organisation of the Company and setting out its micro-organisation;
- convening the General Meeting; and

- implementing the decisions of the General Meeting.

Zavarovalnica Triglav ensures swift transfer of managerial entitlements in case of unplanned or planned cessation of implementation of a managerial function and has established the conditions for the development and implementation of an efficient and timely succession system. The insurance company defines the profiles of successors, the process for the recognition of candidates for succession, selection criteria, type of training monitoring of the development and evaluation of the programme in its internal rules and regulations.

#### **4.2. Supervisory Board**

The Supervisory Board of Zavarovalnica Triglav has nine members, of whom six are shareholder representatives and three are workers' representatives. The members of the Supervisory Board that are shareholder representatives are elected by the General Meeting. The members of the Supervisory Board that are workers' representatives are elected by Zavarovalnica Triglav's Works Council, which informs the General Meeting of its resolution. The Supervisory Board elects its chairman and vice-chairman from among its members. The chairman and vice-chairman of the Supervisory Board are shareholder representatives. The General Meeting may dismiss a Supervisory Board member before the end of their term of office. In order to provide a replacement for the member of the Supervisory Board removed from office, the General Meeting elects a new member with a term of office lasting until the end of the term of office of the Supervisory Board. Members of the Supervisory Board serve a four-year term of office, and may be re-elected without limitation.

The Supervisory Board oversees the management of the Company. In addition to the powers that it holds, pursuant to the Companies Act and the Insurance Act, the Supervisory Board is responsible for approving Management Board decisions when Zavarovalnica Triglav's investment or value exceeds the limit stipulated in the Rules of Procedure of the Supervisory Board, viz. in the establishment of limited companies in Slovenia and abroad, in the acquisition and disposal of Zavarovalnica Triglav's participating interests in domestic or foreign companies, in the issue of Zavarovalnica Triglav debt securities and long-term borrowing by Zavarovalnica Triglav at foreign and domestic banks, in the acquisition and disposal of real estate by Zavarovalnica Triglav, and in investment in real estate by Zavarovalnica Triglav. The Supervisory Board also gives its consent to the appointment and dismissal of the holder of the internal audit function and to the remuneration of the holder of the internal audit function or remuneration in the event that Zavarovalnica Triglav does not have a remuneration policy in place.

In supervising the management of Zavarovalnica Triglav's operations, the Supervisory Board shall, in particular:

- supervise the suitability of procedures and the effectiveness of the work of the Internal Audit Department;

- consider the findings of the Insurance Supervision Agency, the tax authorities and other supervisory bodies following their scrutiny of Zavarovalnica Triglav;
- examine the annual and other financial reports of the Company and issue a reasoned opinion thereon;
- provide an opinion on the annual internal audit function report to the General Meeting and produce a written report thereon for the General Meeting;
- review the proposal for the use of distributable profit as proposed by the Management Board and produce a written report thereon for the General Meeting;
- review the Annual Report submitted by the Management Board, give an opinion on the audit report and prepare a written report thereon for the General Meeting, and shall either include possible objections or adopt the document.

Within the scope of its competences, the Supervisory Board may examine relevant decisions made by competent authorities, accounting records, securities held in custody, the petty cash book and similar documents containing information and facts regarding the operations of Zavarovalnica Triglav. The Supervisory Board shall decide by a majority of votes cast.

The Supervisory Board drafts an annual plan of its activities and defines their content. The Supervisory Board's agenda contains the proposed dates of the meetings and their provisional content, especially those for which Supervisory Board meeting dates can be planned in advance.

The Supervisory Board shall appoint, and may also dismiss, the members of the Management Board. It strives to preserve the continuity of the Management Board's work by the prudent and timely selection of the president and, at the proposal of the latter, the other members of the Management Board.

In making the most important decisions, those that can significantly influence the business, financial or legal status of the Company, the Management Board and the Supervisory Board shall endeavour to reach a consensus. The president of the Management Board maintains regular contact with the chairman of the Supervisory Board, in order to consult on strategy, business operations and risk management. The president of the Management Board informs the chairman of the Supervisory Board of all events that are material to the assessment of the situation and its consequences, and to the management of the Company. The president of the Supervisory Board informs the Supervisory Board of all significant events, and convenes meetings where necessary. The Management Board maintains close cooperation with the Supervisory Board in line with the applicable legislation and best business practice for the benefit of Zavarovalnica Triglav.

#### **4.2.1. Supervisory Board committees and their roles**

The Supervisory Board may appoint one or more committees that prepare draft resolutions for the

Supervisory Board and ensure their implementation, and carry out other expert tasks. The committees may not decide on issues falling under the power of the Supervisory Board. The powers, responsibilities and tasks of committees are set out by law, by the Rules of Procedure of the Supervisory Board, and by Supervisory Board resolutions. In line with its given powers, a committee has the right to obtain all necessary information, and the right to obtain an expert opinion on issues that relate to its powers.

A committee comprises a chairman and at least two other members. The chairman is appointed by the Supervisory Board from among the members. Each committee member's term of office lasts until the end of the term of office of at least half of the members of the Supervisory Board who were members at the time of the establishment of the committee in question, unless otherwise decided by a Supervisory Board resolution. The term of office of a committee member, whose term of office as a member of the Supervisory Board has ended, ends on the same day. When appointing a member to a committee, the Supervisory Board shall take into account a maximum of 2 (two) consecutive terms of office for a specific member of a committee, i.e. 8 (eight) years, unless otherwise decided by a resolution.

The chairman of a committee reports on its work to the Supervisory Board.

Committees may pass their own rules of procedure; failing that, their work is governed *mutatis mutandis* by the provisions of the Rules of Procedure of the Supervisory Board.

The standing committees at Zavarovalnica Triglav are the audit committee, risk committee, the nomination and remuneration committee and the strategy committee, while the Supervisory Board also temporarily constitutes a nominations board.

The main powers and duties of the audit committee are:

- monitoring the financial reporting process and drawing up recommendations and proposals to ensure its integrity;
- monitoring the efficiency and performance of internal controls, and risk management systems;
- monitoring the mandatory audit of annual and consolidated financial statements and providing reports to the Supervisory Board regarding the audit outcomes;
- being in charge of the procedure of selecting the auditor and proposing to the Supervisory Board the candidate auditor to be appointed for the Company's annual report, and taking part in drafting the contract between the auditor and the company;
- ensuring that the data quality of financial information provided by the Company is sound, and assessing the structure of the annual report, and drawing up a proposal for the Supervisory Board;
- cooperating with the internal audit function, monitoring its quarterly reports, discussing the

- internal documents and rules of operation of the internal audit function as well as the annual plans of the internal audit function;
- discussing decisions on the appointment, dismissal and remuneration of the director of the internal audit function.

The Risk Committee monitors the functioning and adequacy of the risk management system, advises the Supervisory Board on the general current and future risk appetite of the Company and on the risk management strategy, monitors the implementation of the capital management and significant risk management strategies, and considers key internal acts and other documents in the field of risk management submitted to, reviewed or approved by the Supervisory Board, reviews the annual Solvency II Capital Adequacy Calculation Reports, the annual Solvency and Financial Condition Reports (SFCR), the own risk and solvency assessment report, the regular reports on the risk profile of the Company and the Group and other reports, if any, related to risk management, supervises the disclosures and reviews the reports of the credit rating agencies for the year in question.

The principal powers and duties of the nomination and remuneration committee comprise: drawing up proposals of criteria for membership of the Management Board, drawing up proposals for the salary, reimbursements and benefits policy for members of the Management Board, conducting a preliminary discussion of a proposal by the president of the Management Board in connection with the management of the Company pursuant to the third paragraph of Article 13 of the Articles of Association, assessing the qualification and suitability of the Management Board and Supervisory Board members according to the provisions of the Policy of Evaluating Professional Competence of Management and Supervisory Board Members and providing support and drafting proposals in areas concerning the Supervisory Board (e.g. conflicts of interest, the establishment and implementation of a remuneration system for members of the Supervisory Board, and assessment of the work of the Supervisory Board in accordance with the Corporate Governance Code).

The strategy committee's principal areas of operation are discussing and drafting proposals for the Supervisory Board in connection with the Triglav Group's strategy, and monitoring its implementation, and discussing and drafting proposals and opinions for the Supervisory Board in connection with the Triglav Group's strategic development and planning.

For carrying out the process of proposing candidates for shareholder representatives on the Supervisory Board, the Supervisory Board convenes a nominations board as a temporary committee. The nominations board draws up the selection criteria and conditions and, unless otherwise stipulated by the Supervisory Board, makes a list of the candidates for membership of the Supervisory Board, appeals to the Appointments and Compensation Committee to prepare an assessment of the qualifications and suitability of the candidates running for membership of the Supervisory Board, submitting to the Supervisory Board a proposal for the nomination of one or more candidates as shareholder representatives.

#### **4.2.2. Supervisory Board's commitment to self-assessment**

Zavarovalnica Triglav's Supervisory Board conducts assessments of its own performance and efficiency and, in the Supervisory Board report, states the degree to which its self-assessment contributed to changes in its operation.

In conducting its assessment, the Supervisory Board undertakes the following activities:

- evaluating the work of the Supervisory Board and its committees in the previous year, and drawing up measures and recommendations as necessary for the requisite improvements;
- delivering an opinion on whether communication and cooperation between the Management Board and Supervisory Board has been appropriate;
- assessing the contributions of individual members, their attendance at Supervisory Board meetings, and their involvement in discussions and in the decision-making process;
- verifying the existence of circumstances that may give rise to a conflict of interest or the partiality of an individual member;
- delivering an opinion on the current Supervisory Board composition based on the needs resulting from the objectives set out by Zavarovalnica Triglav.

#### **4.3. Key functions**

The key functions at Zavarovalnica Triglav are organised as independent organisational units, which exercise their duties and responsibilities independently of one another and of the Company's other organisational units. They are directly answerable to the Management Board, and are organised with the aim of providing adequate internal-control mechanisms within the company. Their functioning is organised within the framework of three lines of defence in Zavarovalnica Triglav's corporate governance system: the risk management function, the compliance function and the actuarial function carry out control activities as the second line of defence, while the internal audit function operates as the third line of defence. Key functions in the parent company actively ensure coordinated risk management at Group level and the transfer of knowledge and best practices between Triglav Group companies.

The Insurance Company has defined in its internal rules the conditions, methods and procedure for the temporary replacement or substitution of a holder of a key function in circumstances where he/she is unable to perform the tasks for which he/she is authorised pursuant to Article 52(1) of the Insurance Act and his/her replacement or substitution needs to be appointed at short notice.

All four key functions work with one another, and regularly exchange the information needed for their operation. Particular care is taken to identify, inform and cooperate in the case of non-routine transactions or transactions that are identified as having a higher risk. The duties, responsibilities,

processes and reporting obligations of each key function are, at the very least, regulated in detail in bylaws.

#### **4.3.1. Risk management function**

The risk management function has the overarching responsibility for the coordinated and sustainable operation of the overall integrated risk management system. It ensures the necessary development of risk measurement methodologies by regularly monitoring the Group's exposure and overall risk profile, and reports and advises the Management Board and the Supervisory Board on the risks identified. The Risk Management function works with and advises the Management Board and the Supervisory Board, including on strategic matters such as insurance strategy, mergers and acquisitions and major projects and investments, and identifies and assesses emerging and sustainability risks. In addition, it provides active oversight of the functioning of the risk management system committees, the coordination and calculation of capital requirements, the coordination of the process and preparation of the own risk assessment report, the solvency and financial position report, and the regular report to the Supervisor.

#### **4.3.2. Compliance function**

Within the framework of the system of internal controls, in accordance with compliance policy, the compliance function monitors the compliance of the Company's operations with regulations and other commitments, and assesses compliance risk within this framework, assesses the potential impact of changes in the legal environment on the Company's operations and, in this regard, advises on the alignment, establishment and upgrading of compliance programmes in certain closed business areas, including internal controls for compliance and assesses the suitability and effectiveness of procedures and measures within the framework of targeted reviews to ensure compliance of the Company's operations into line with the changes identified in the legal environment, and briefs the Management Board and Supervisory Board or its committees on the compliance of the Company's operations with regulations and other commitments. Its efforts to achieve as high standard of business ethics as possible and sustainability of operations, and to strengthen the company's corporate culture are also very important.

#### **4.3.3. Internal audit function**

The internal audit function provides risk-based, continuous and comprehensive oversight of the business of the insurance company with a view to maximising the benefits to the business of the insurance company by reviewing and assessing the adequacy and effectiveness of the insurance company's governance, risk management and control processes, and by making recommendations for improvement in an impartial, systematic and methodical manner. In addition, it provides consultancy services in agreement with the Management Board and the senior managers of business

lines, works with external auditors and other supervisory authorities. It monitors the implementation of the recommendations, orders, warnings and other requests from supervisory authorities and recommendations of internal and external auditors, attends to quality and the ceaseless development of internal auditing in the insurance company and attends to keeping the appropriate quality of internal auditing in the Triglav Group and, if necessary, implements or participates in internal audits in other companies in the Triglav Group.

Internal auditors are impartial in their work, and avoid conflicts of interest. Accordingly, they do not undertake any developmental or operational duties that could give rise to a conflict of interest and jeopardise their impartiality, and do not make decisions on activities in areas subject to internal auditing.

#### **4.3.4. Actuarial function**

The key tasks of the actuarial function are coordinating and carrying out calculations of technical provisions, ensuring that adequate methods, models and assumptions are used for calculating technical provisions, evaluating the adequacy, sufficiency and quality of the data required for calculating technical provisions, examining the adequacy of the general underwriting risk policy and providing opinions on whether the insurance premiums for individual products are adequate, i.e. the premiums for individual products being sufficient to cover all liabilities arising from such insurance contracts, and conducting reinsurance adequacy examinations.

The actuarial function is actively involved in the implementation and exercising of the risk management system, especially in the development, application and monitoring of the adequacy of models designed for calculating capital requirements, and in the self-assessment of risk and solvency. The tasks of the actuarial function are carried out in accordance with applicable statutory provisions, the Actuarial Function Policy and standards in the field of actuarial science.

The main task of the Holder of the Actuarial Function is to regularly follow the execution of the Actuarial Function in the field assigned to him/her, and report his/her findings to the Supervisory Board and Management Board in line with the provisions of the internal document.

#### **4.3.5. Function responsible for the proper implementation of policies and procedures for the distribution of insurance products and person responsible**

The insurance company also has a function included in its governance processes to ensure that the policies and procedures for the distribution of insurance products are properly implemented. The Management Board appoints at least one person responsible.

The person responsible is in charge of, inter alia, the establishment and operation of the insurance product governance and control system and the formal and substantive aspects of the development

and distribution of insurance products throughout their life cycle. In doing so, he/she takes into account the level of complexity, the defined target market and the distribution strategy for each product, and pays particular attention to assessing on a regular basis any changes in circumstances that require the adaptation of individual products. He/she also monitors and ensures proper verification of the fulfilment of customer needs and requirements, addresses the causes of complaints and claims, obtains and considers market information in the light of IDD requirements, ensures effective risk management, the management of conflicts of interest in the sales process, the adequate qualification and information of sales staff and distribution partners, etc.

In relation to the distribution of insurance products, all appropriate activities are generally undertaken to ensure that insurance products are successfully marketed and sold in the target market.

All the above tasks are carried out in compliance with the applicable legislation, the Policy on the Management and Supervision and Distribution of Insurance Products and other internal acts of the Company.

#### **4.4. Committees**

The Management Board appoints the committees that have an advisory role, or it gives them specific decision-making powers. They are responsible for the efficient functioning of the risk management system in the areas under their supervision and they regularly monitor risks to the insurance company and the Triglav Group companies within the framework of the risk management system in the second line of defence at the level of the insurance company and at the level of the Triglav Group.

## **5. REPORTING**

The fundamental provisions of the reporting system in the insurance company, including the procedure for identifying the reporting obligation and persons in charge and responsible for reporting, are governed by a special rulebook.

In order to ensure all necessary information for efficient and prudent corporate governance, all corporate functions, which includes the key functions, shall report, according to the Insurance Act and internal documents, to the Management Board, Supervisory Board or the Audit Committee and, in specific cases, to committees established by the Management Board. Known or identified highly significant risks are reported promptly by the key functions to the Management Board and, where appropriate, to the Supervisory Board.

The scope and method of reporting, the lines or schemes of reporting and the frequency of reporting for each key function are set out in detail in the key function's bylaws.

### **5.1. Management Board**

The Management Board reports regularly, exhaustively and accurately to the Supervisory Board on the progress of the Company's operations, its financial standing and its solvency. The Management Board is obliged to report to the Supervisory Board at least once a quarter.

The briefing of the Supervisory Board is undertaken in writing, or orally at meetings of the Supervisory Board.

### **5.2. Risk management function**

The risk management function regularly reports to the Management Board about important findings in the field of risks, the capital adequacy of the insurance company and the Triglav Group, and is responsible for coordinating the process and preparing the own risk assessment report, the solvency and financial position report and the regular report to the Supervisor.

The Holder of the Risk Management function reports to the Supervisory Board on a quarterly basis on important findings regarding the risks and capital adequacy of the insurance company, and the Triglav Group, in a risk report.

The risk management function actively participates and reports on important findings to the committees from the risk management system.

In line with the internal acts, the risk management function is also responsible for informing the Insurance Supervision Agency about important changes in the area of risk management, as well as for regular reporting on capital adequacy of the insurance company and the Triglav Group.

### **5.3. Compliance function**

The Compliance function reports regularly on the Company's compliance to the Management Board, the Supervisory Board and the Audit Committee, and it briefs them on its annual plan of work and the annual report of the Compliance function.

The compliance report encompasses, at a minimum, a definition of risks and the key risk areas with regard to compliance in the Company and the Triglav Group, a summary of the cases of non-compliance in the Insurance Company and the Triglav Group addressed, with an emphasis on any major incidents or irregularities, and the corresponding effects and measures taken.

The Compliance function also reports quarterly and annually to the Management Board and the Audit Committee on the contracts concluded and an analysis of the total value of payments to audit firms.

When exposure to significantly increased compliance risk has been identified, the compliance function also reports accordingly to the committee responsible for monitoring risk exposure.

#### **5.4. Internal audit function**

The internal audit function reports the results of the internal audits that it has conducted and the realisation of the annual plan of work exclusively to stakeholders at the Company; it only reports to stakeholders outside the Company when so required by law or on the basis of the Management Board's written approval or request.

It briefs the senior managers of the audited areas and the Management Board on the findings of internal audits. In addition, it:

- reports on a quarterly basis to the Management Board and the Audit Committee and on a half-yearly basis to the Supervisory Board on its work, the results of internal audits that it has conducted, the implementation of the recommendations of internal and external auditors, and the assessment of the suitability and effectiveness of the functioning of the system of internal controls and risk management in the audited areas of the Triglav Group;
- reports annually to the Management Board, the Audit Committee and the Supervisory and the Group Board on the realisation of its annual plan of work, its conditions of operation, the major findings of internal auditors on the basis of internal audits, and the assessment of the suitability and effectiveness of the functioning of the systems of internal controls and risk management in the audited areas of the Triglav Group.

The holder of the internal audit function also briefs the Management Board, the Audit Committee and the Supervisory Board on any other significant matters relating to the Company's governance system, risk management and control procedures, and to the operation of the internal audit function.

#### **5.5. Actuarial function**

The Holder of the Actuarial Function briefs the Management Board and Supervisory Board once a year on relevant findings relating to the reliability and adequacy of the applied methods, models and assumptions used for calculating technical provisions, and whether the created technical provisions are adequate enough to cover all liabilities arising from accepted insurances in the Triglav Group, the underwriting risk policy including findings regarding the amount of insurance premiums for individual products in terms of whether the insurance premium for individual products is sufficient

to cover all liabilities arising from such products, and the adequacy of re-insurance and the transfer of risk to a special purpose vehicle.

The Holder of the Actuarial Function can, if necessary, report to the Management Board about other important subjects.

The Holder of the Actuarial Function shall compile a written report outlining the findings for the previous business year based on the balance as at the last day of the previous business year.

Should the Holder of the Actuarial Function establish, in the course of the performance of his/her task, that the insurance premiums for individual insurances and other available resources fail to cover all obligations arising from insurance contracts, or that the Insurance company or the Triglav Group fails to create technical provisions in accordance with the regulations, or that increased insurance or credit risks are perceived, the holder of the actuarial function shall report to the Management Board without delay.

#### **5.6. Function for the proper implementation of policies and procedures for the distribution of insurance products**

Regular periodic reviews of insurance products, taking into account any events that could have a material impact on the potential risk to the target market, are used to assess the adequacy of an insurance product to meet the needs of the target market, and to assess the appropriateness of the distribution strategy. The written report of the review is submitted to the competent committee for its consideration.

## **6. REFERENCE CORPORATE GOVERNANCE CODE**

The reference governance code for Zavarovalnica Triglav is the Slovenian Corporate Governance Code for Listed Companies, that was adopted by the Ljubljanska borza, d.d., Ljubljana and the Slovenian Directors' Association.

In addition to the Corporate Governance Code, the Company also conducts business in line with the Insurance Code.

Zavarovalnica Triglav also has its own Triglav Group Code, which sets out the fundamental ethical principles of business for the purpose of attaining commercial objectives, strategic guidelines and competitive advantages in a lawful and ethical manner, upholding the principles and standards of fair, transparent and sustainable business.

## 7. COLLABORATION AND COMMUNICATION WITH STAKEHOLDERS

Comprehensive and active communication is crucial in cooperation with stakeholders with a connection to Zavarovalnica Triglav Or Triglav Group. With fair and balanced communication the Company enters a responsible dialogue with the environment in which it conducts business.

### 7.1. Communication strategy

The insurance company actively pursues a communication strategy to provide timely and accurate information, and to strengthen dialogue with the general public, shareholders, staff, public and supervisory bodies, media, analysts, local communities, and business partners, in accordance with applicable legislation, the recommendations of the Ljubljana Stock Exchange, the Corporate Governance Code, the rules on public disclosure and the rules on financial instruments of the company and the Communication Code of the Triglav Group. The visibility, integrity and reputation of Zavarovalnica Triglav and the Triglav Group are strengthened with the established unified standards of communication activities in a transparent and integrated manner.

#### Internal communication

Being aware that success is the joint result of all employees, the insurance company pays special attention to communication with its employees. Internal communication guidelines are based on the establishment of business ethics that supports understanding, cooperation and development of strategic dimensions and segments of operations.

#### External communication

External communication is a process for strengthening the reputation, corporate image of the insurance company and its business development strategy, and for informing the public of the Company's position and performance, implementation of strategic guidelines and its attainment of strategic objectives. There is a comprehensive brand management system in place at the Triglav Group, which provides for a standardised regional approach and the strengthening of its profile in all the markets marked by its presence. In one part, communication is focused on supporting sales of all classes of insurance and on informing clients of the product and service network, and in the other part, it is focused on the appropriate management of various risks and preventions, on building its reputation and on strengthening the Triglav brand.

#### Protection of trade secrets and procedures in connection with the handling of inside information

The protection of trade secrets in the Company is comprehensively regulated in internal rules that

define classification of information in terms of confidentiality, the designation of trade secrets, the classification level regarding the protection of interests of the insurance company, the handling and protection of trade secrets, and the responsibilities of persons obliged to protect trade secrets.

In addition, access to the insider information of the Insurance Company, its flow, appropriate handling, public disclosure and prevention of insider trading in financial instruments of Zavarovalnica Triglav are regulated in detail and established in accordance with the applicable regulations.

The Insurance Company keeps a list of persons to whom inside information is accessible. Persons are informed that they are included in it and are informed of the rules on insider dealing, the restrictions on trading in the Company's financial instruments and the measures to be taken in the event of a breach of the insider dealing obligations.

### **Publication of performance data and other significant information**

As a company on the Ljubljana Stock Exchange's prime market, Zavarovalnica Triglav adheres to the highest standards of information provision laid down in the Financial Instruments Market Act, other acts of Slovenian and European legislation, and in the recommendations of the Ljubljana Stock Exchange. It regularly and comprehensively publishes up-to-date inside information, controlled information and other significant information that could affect the decisions of investors or interested parties. It publishes a financial calendar each year on the SEOnet system and on the website, with times of publication of important controlled information, most notably performance reports, information on dividends, and the General Meeting.

## **7.2. Definition of and cooperation with stakeholder groups**

### **Shareholders**

As part of its mission, Zavarovalnica Triglav strives to be a stable, safe and profitable investment for its investors and shareholders. In doing so, it upholds a governance system that respects the principle of equal treatment of shareholders and gives rise to responsible enforcement of shareholders' rights. To communicate information about the Triglav Group's business, position and prospects to existing and potential shareholders, the Triglav Group primarily uses the following channels: the General Meeting, the SEOnet system, website, social media, investment conferences in Slovenia and abroad, virtual meetings after each publication of results are published, presentations in financial centers around the world, individual meetings with investors, meetings with media representatives at major corporate events, direct bulletins of inside information and controlled information, etc.

## **Policyholders and insured persons**

Taking into account the relevant partnership relations, the insurance company realises and fulfils all of its obligations agreed and arising from concluded insurance and other contracts. Partnerships are at the heart of the insurance business and asset management in the insurance and financial industry.

With its highly qualified staff and personal approach, the insurance company and the Group work together with policyholders and clients, underwriting and settling insurance cases, managing their assets, providing and implementing assistance and related services. The first point of contact with policyholders and customers is always the company's experts in the field and in offices where information is provided on the offer of services and products and related services.

The Group prepares materials providing information on recent developments in the insurance sector and asset management by observing topical professional guidelines. It provides various publications providing all the information on services and products of the main strategic activities required. In doing so, it aims to give customers confidence in the quality of its offer available to them. The entire communications package is used to inform customers of the current offers as well as the latest news and changes.

## **Staff**

Competent, healthy, satisfied and committed employees are the Company's competitive advantage. By fostering development and incentivising motivation on the part of its staff, the insurance company aims to strengthen and enhance its competitive advantage. To this end, it establishes and improves appropriate systems for the treatment of its employees, which in turn has an impact on the reputation of the employer brand. In doing so, it relies on open, wide-ranging communication with and between staff members, thereby facilitating the flow of information and developing the positive climate and a constructive corporate culture. It primarily communicates with staff via the system of collegiate meetings at various levels, applications of the internal information system, the human resources information system, in-house journals, meetings with the Works Council and trade unions, staff events, its system of annual and quarterly interviews with staff, coaching, trademarks, projects, events for the employees etc.

## **Government bodies**

The insurance company ensures that all phases of the business process comply with the regulations, recommendations, best practice and requirements of the competent bodies. Its in-house experts participate in the drafting of proposed changes in the sector of insurance business and asset management within the framework of the relevant working groups.

## **Supervisory authorities**

The Company strives for good, wide-ranging cooperation with the Insurance Supervision Agency, the Securities Market Agency and the Ljubljana Stock Exchange, and other supervisory authorities, and endeavours to uphold rulings issued by these authorities.

## **Suppliers and creditors**

Zavarovalnica Triglav is diligent in exercising and meeting its agreed liabilities, on a partnership basis. Consistent observance of obligations gives rise to sound and stable business partnerships and reinforces the image of the Triglav Group.

## **Analysts**

Analysts represent an important part of the professional financial public. Their financial analyses, forecasts and recommendations help strengthening the attractiveness of the shares of Zavarovalnica Triglav, and at the same time they help investors make decisions about their investments. Communication with analysts takes place through individual meetings and investment conferences at home and abroad, the Company's website, the SEOnet system, email, etc.

## **Media**

The insurance company cultivates active relations with the media and their representatives. It is aware of the media's important role in presenting the Company's image and providing information to the public on all segments of its operations and activity. The Company conducts its communication with the media proactively, responsibly and in line with the Communication Code of the Triglav Group. In doing so, it aspires to use the widest range of approaches and tools, such as meetings with media representatives, press releases, public statements, answers to questions, corporate events, the Company's website press material, photo and video material etc.

## **Local and broader communities**

The insurance company realises its responsibility to the environment in which it operates with active cooperation and investments in its development. It promotes its brand and its profile by forming partnerships at local, national and international level. It also pursues its efforts in the areas of culture, sport, education, sustainable development, humanitarian activities, etc. Local support is usually provided through its local entities, while more demanding and broader projects are implemented using a centralised approach.

## 8 DETERMINATION OF CONFLICTS OF INTEREST AND INDEPENDENCE OF THE MEMBERS OF THE SUPERVISORY BOARD AND MANAGEMENT BOARD OF ZAVAROVALNICA TRIGLAV

### Supervisory Board

Members of the Supervisory Board take all precautionary measures in order to avoid possible conflicts of interest that could affect their judgement. Once a year, during replacements, and in the event of any change, the members of the Supervisory Board sign and submit to the Supervisory Board a statement of independence and loyalty, thereby taking a position with respect to individual conflicts of interest in accordance with the criteria set out in the Slovenian Corporate Governance Code of Limited Companies, the Rules of Procedure of the Supervisory Board, and the Rules on the Management of Conflicts of Interest and Related Party Transactions of Zavarovalnica Triglav, d.d.

Supervisory Board members inform other members of the Supervisory Board of any conflicts (actual, potential or perceived conflict of interest) in connection with the performance of the duties of a member of the Supervisory Board.

In the event of a suspected conflict of interest, a member of the Supervisory Board immediately informs the other members of the Supervisory Board and the Secretary of the Supervisory Board and completely disqualifies himself/herself from further work on the matter in relation to which any form of conflict of interest is suspected, until the recipients of the disclosure have made a decision on the existence of a conflict of interest and have issued guidance on the member's further conduct. If the Supervisory Board determines the case at hand to be a breach of the non-compete clause, the relevant member of the Supervisory Board is obliged to immediately discontinue the breach and transfer the gains from the business in question to the Company, as well as compensate the Company for any damages.

If the Supervisory Board deems the matter to be a relevant conflict of interest, the member in question immediately terminates the controversial relationship; but if the relevant conflict of interest is not merely of a transitional character and cannot be eliminated, the Supervisory Board assesses the need for the person's office as a member of the Supervisory Board to be terminated and takes action accordingly.

In the event of a potential conflict of interest or the appearance of conflict of interest, the individual member of the Supervisory Board offers an explanation of the conflict of interest or the circumstances of the appearance of conflict of interest and abstains from participating or making decisions on the issue concerned.

A potential conflict of interest (actual, potential or apparent) should be taken into account by the Supervisory Board in the selection of candidates for members: candidates with existing conflicts of interest that could significantly affect their decision-making will not be deemed suitable to be appointed members of the Supervisory Board. In the selection procedure, a candidate must disclose information on membership of other management or supervision bodies and an assessment of the potential conflict of interest.

Furthermore, in their work, individual members of the Supervisory Board are not bound by the opinions or directions of those who elected, proposed or appointed them, taking full personal responsibility for the execution of their duties.

### **Management Board**

In the event of a breach of the non-compete clause, the relevant member of the Management Board immediately informs the Supervisory Board. If the Supervisory Board determines the case at hand to be a breach of the non-compete clause, the relevant member of the Management Board immediately discontinues the breach and transfer the gains from the business in question to the Company, and compensates the Company for any damages.

The members of the Management Board must be constantly alert to the existence of circumstances resulting in an actual or potential conflict of interest as well as the appearance of conflict of interest related to the performance of their work or function, and must act in accordance with the internal rules on the disclosure and prevention of conflicts of interest. They may not use the information acquired in relation to performing this function to promote the interests of themselves or somebody else.

In the event of an actual conflict of interest, the relevant member of the Management Board offers an explanation of the circumstances related to the conflict of interest to the Management Board.

The procedure for the elimination or disclosure of a conflict of interest and for the exclusion of the member of the Management Board from the decision-making process because of the actual and potential conflict of interest as well as the appearance of conflict of interest must be documented in writing and explained.

The Rules of Zavarovalnica Triglav, d.d., on the Management of Conflict of Interest and Related Party Transactions stipulate and define:

- the term "conflicts of interest of the Company's employees";
- the duty to disclose regularly and periodically any actual and potential conflict of interest as well as the appearance of conflict of interest;
- the duty to disclose any personal or other relationships with third parties;

- the rules, procedures and measures for the detection and management of conflicts of interest;
- the restrictions on dealing with related parties;
- the restrictions on gifts and hospitality.

### **Executives and key functions**

Executives, as defined in the Conflicts of Interest and Related Party Transactions Management Policy, shall complete a related party questionnaire at the time of appointment, at each change, or at least annually, to verify the existence of potential conflicts of interest and business links between them and the Company. Executives must disclose changes to related party information as soon as they occur.

The Company ensures the independence of the key functions by ensuring that they perform their tasks independently of each other and of other organisational units within the Company, and within their own independent staff departments, directly subordinate to the Management Board. The holder of a key function and the employees in each key function department must not perform and supervise the same work tasks at the same time.

In addition to the above disclosure obligation, key function holders, their deputies and all other employees in the key function organisational units of Zavarovalnica Triglav and Triglav Group, in order to reduce the possibility of any conflict of interest, are additionally subject to the obligation to not be members of the management or supervisory bodies, or of the committees or boards of the supervisory bodies of any company in the Triglav Group.

## **9. PROTECTION OF THE INTERESTS OF EMPLOYEES AT ZAVAROVALNICA TRIGLAV**

Zavarovalnica Triglav is convinced that competent, enthusiastic, healthy, satisfied and motivated employees are crucial in order to achieve the business objectives of the Company. Many employee management activities are therefore focused on achieving these goals. Zavarovalnica Triglav is further aware that its business goals, as well as the economic conditions, are subject to constant change. It therefore regularly redefines and re-evaluates the priorities in the management of employees.

Zavarovalnica Triglav grants all employees equal rights irrespective of their nationality, race or ethnic origin, national or social origin, gender, skin colour, health status, disability, religious or other beliefs, age, sexual orientation, trade union membership or material standing, taking into account the real differences in the positions of individual employee groups.

Particular attention is paid to ensuring a safe and healthy working environment, which is the foundation for quality work and maintaining the health of employees. To this end, risks to health and safety in the working environment are continuously identified and managed by taking appropriate measures.

Zavarovalnica Triglav protects the dignity and privacy of employees, taking appropriate measures to protect workers against mobbing and other repeated or systematic reprehensible or obviously negative and insulting behaviour or conduct directed against employees in the work place or in connection to their work.

Aware of the fact that continuous and targeted professional training is crucial for developing and maintaining competences, the insurance company offers its employees the possibility of systemic specialised and formal education and training, that is based on the need to increase each individual's knowledge and competence. In this framework, employees have an opportunity to participate in various forms of training, including both in-house training courses and external formal forms of education. The purpose of the educational and training activities is to foster progress and exchange key knowledge crucial for the employees' expertise in individual business lines. An important form of transfer of knowledge and good practice is employee mobility between the companies of the Triglav Group. They give special attention to training and coaching of all managers who play a key role in the implementation of various employee management systems and organisational culture transformations.

Zavarovalnica Triglav offers scholarships and various forms of cooperation with faculties to attract potential young employees in areas of professional interest for the Company.

To ensure the long-term motivation of its employees, the insurance company has set up a bonus system (remuneration policy) which is designed to retain adequately professionally qualified, competent, responsible and dedicated employees, whilst discouraging risk acceptance, which would extend beyond the allowed risk of the insurance company, thereby maintaining the adequate capital soundness of the insurance company. A vital part of the bonus system is the target-oriented management system, which the company supports with a system of annual quarterly interviews with employees. During these interviews, employees and their superiors together set each employee's professional and development targets and competences that must be strengthened by each individual within the following year, which enable them to work towards their goals and to make further progress. Target-oriented management and development of competences are used to guide the employees and develop their potential, but are also used to motivate them through their participation in the process of building the objectives of the organisation and to motivate them by creating a nurturing work environment.

The management of key and promising employees who hold or will hold jobs crucial for the business

operations of the Company is also of the utmost importance. Zavarovalnica Triglav develops specialised forms of training and adequate systems to support the careers of these employee groups.

Employees are systematically included in the decision-making process through direct and indirect participation. Direct participation is encouraged by the insurance company through functions where employees are involved in the regulation of the conditions, organisation, dynamics and intensity of their work, as well as through different collective forms of employee participation in decision making (department and section meetings, divisional colleges, etc.). Indirect participation is implemented through elected workers' representatives in the Works Council in regional units and at the headquarters, and through the Works Council as the central body of employee participation. Another form of indirect participation is conducted through representation in the Supervisory Board where workers' representatives participate in the decision-making process on issues concerning their interests.

Employees are also involved in collective bargaining on wages and certain other general terms and conditions of employment through their representative trade unions.

## 10. RELATED PARTY TRANSACTIONS POLICY

Zavarovalnica Triglav populates the related parties list with the persons and entities defined as such by the legislation (Article 60 of the Slovenian Sovereign Holding Act (ZSDH-1) and Articles 270.a and 281.b of the Companies Act (ZGD-1) and Articles 16.-17. Of the Corporate Income Tax Act (ZDDPO-2)) and the International Accounting Standards (IAS 24). The abovementioned list is kept by Compliance in conjunction with Accounting. Zavarovalnica Triglav processes related party data for the following purposes:

- management of risk arising from conflict of interest and limitation of related party transactions,
- disclosure of related party transactions in the annual and half-yearly reports prepared in accordance with the International Financial Reporting Standards; and
- monitoring of transfer pricing between related parties in accordance with the Corporate Income Tax Act (ZDDPO-2).

Detailed rules, procedures and measures to detect and prevent conflict of interest are defined in the Rules of Zavarovalnica Triglav, d.d. on the Management of Conflict of Interest and Related Party Transactions.

When disclosing related party transactions, Zavarovalnica Triglav, d.d. observes the provisions of IAS 24. All such transactions are disclosed in the annual and half-yearly reports and as such published on

SEOnet and the website of Zavarovalnica Triglav, d.d.

In accordance with the Rules on Transfer Pricing and the ZDDPO-2, Zavarovalnica Triglav regularly monitors transfer pricing and prepared a report on the same every year. All related party transactions are generally performed at arm's length. As the controlling entity of the Triglav Group, Zavarovalnica Triglav functions according to the principle of enhancing the performance of all subsidiaries and the entire Group.

The activities in connection with related parties encompass governance, strategic development, and operations.

Governance activities are related to the management and supervision of subsidiaries. Zavarovalnica Triglav's governance activities are not charged to subsidiaries, provided that they are undertaken exclusively in the interests of Zavarovalnica Triglav as a member/ shareholder.

Strategic development activities are those relating to overall development, the implementation of new products, IT solutions and other development activities. Operations refer to the implementation of administrative, financial and other services (low value-added services). The provision of the aforementioned services is charged to the related parties according to the method of internally and externally comparable free prices, the cost plus method or the cost allocation method.

## **11. GOVERNANCE OF ZAVAROVALNICA TRIGLAV SUBSIDIARIES**

The main orientations of the subsidiary governance, taking into account the long-term objectives and values or strategies of the Triglav Group, is determined by the Policy on the corporate governance of subsidiaries of the Triglav Group (hereinafter: the Policy).

The Triglav Group is comprised of the parent company Zavarovalnica Triglav, d.d., and its subsidiaries in which the parent company has a direct or indirect voting majority. As a rule, the Policy applies to all subsidiaries and is reasonably applicable to associated companies.

Subsidiaries in the Triglav Group operate as independent legal entities in accordance with applicable law, resolutions adopted by the General Meetings and the management and supervision bodies of the subsidiaries, business cooperation agreements (if concluded) and other adopted internal acts.

In order to ensure effective governance and control of the Triglav Group's subsidiaries, a three-line governance system is implemented, which serves as the basis for policy implementation.

The three-line governance system includes:

1. Corporate governance: first-line corporate governance involves the active exercise of management rights by the parent company.
2. Governance of key functions: The second line of governance covers key functions.
3. Business Line Management: The third line represents the business lines within the parent company.

The Triglav Group's three-line subsidiary governance system is the responsibility of: the Triglav Group Subsidiary Governance function, key functions, professional departments and business areas of the parent company, which work together to establish and maintain an effective and transparent Triglav Group governance system.

The Policy establishes a system of corporate governance for subsidiaries through the functioning of the General Meetings, Supervisory Bodies and management bodies of each subsidiary, and by standardising and unifying key rules and procedures in individual areas of expertise, including the key functions of risk management, compliance, internal audit and actuarial in the subsidiaries, with the aim of establishing uniform minimum standards for the performance of the core business and for the effective management, reporting and control at the Group level.

The three-line governance system is designed to support a clear delineation of responsibilities, accountabilities and effective risk management, while ensuring that business activities are carried out in line with Triglav Group's corporate objectives and strategy, which also enables harmonisation of operations and the achievement of synergies. The three-line governance system includes:

- i. Corporate governance: The first line considers corporate governance as the active exercise of the governance rights that the parent company or its subsidiary has as a parent company in accordance with the laws applicable to each subsidiary, while respecting the subsidiary's internal rules. Corporate governance also involves establishing and maintaining an effective dialogue between the insurer and its subsidiaries to ensure that common objectives are achieved. The management and coordination of corporate governance activities in accordance with the three-line governance system of Zavarovalnica Triglav and its subsidiaries is the responsibility of the Triglav Group's Subsidiary Management Department, which actively cooperates with other relevant organisational units within Zavarovalnica Triglav in the performance of its tasks.
- ii. Governance of key functions: The second line relates to the key functions of the parent company, namely risk management, compliance, internal audit and actuarial. These functions are key to supporting business lines in achieving business objectives while ensuring that risks are properly identified, assessed, monitored and managed. Key functions operate independently of business lines to ensure objective risk assessment and control. In accordance with due diligence and accountability, the holders of key and other control functions in Zavarovalnica Triglav ensure that all key risks, including potential risks, in

Zavarovalnica Triglav, d.d. and Triglav Group are properly identified, assessed, monitored and managed in accordance with the applicable legislation and internal regulations.

iii. Business Line Management: The third line represents the business lines within the parent company that are responsible for managing business activities at Group level.

Zavarovalnica Triglav maintains a top-down governance approach. This principle is central to all aspects of governance, strategy and operational decisions within the insurance company and its subsidiaries, and ensures that management direction, policies and strategic objectives are set at the highest level and are consistently communicated and implemented at all levels.

In accordance with the Policy, Zavarovalnica Triglav, as the parent company, performs activities in the field of governance of its direct subsidiaries and thus implements the subsidiary governance system. Accordingly, direct subsidiaries assume the responsibility for transferring the governance system and performing governance activities in their subsidiaries. Specifically, the expected objectives of the transfer of the system and the implementation of activities are defined in the Minimum Standards of Zavarovalnica Triglav, d.d., for the Operations of Subsidiaries. The Minimum Standards are the basic and essential requirements defined to ensure the efficient and consistent operation of all members of the Group, regardless of their geographical location or specific activity. The Minimum Standards are designed to ensure that all subsidiaries operate in a manner that is consistent with Triglav Group's objectives, values and strategies, while taking into account local regulatory and market specificities. The Policy sets out the procedures for preparing, monitoring, enforcing and updating the minimum standards, the responsibilities of the professional areas of the parent company, the management of the subsidiaries and the procedures for taking action in the event of identified deviations from the minimum standards.

The Policy clearly defines the responsibilities for the management of subsidiaries in the parent company, the procedure for escalation of perceived risks and the powers and responsibilities of Triglav Group subsidiaries, as well as the basis for the Remuneration Policy for members of the supervisory and management bodies of subsidiaries, the conclusion of transactions between the parent company and subsidiaries, and the reporting system of subsidiaries.

The concept of the passive reinsurance system in the Triglav Group provides for the introduction of a centralised passive reinsurance function within the Company and the Group. The primary objective of this centralised approach is to optimise reinsurance protection by efficiently transferring excess risks to a specialised company within the Triglav Group, the reinsurance company Triglav RE, and (subsequently) to third-party reinsurers, and to act in line with the Company's risk appetite and capital management policies.

Several levels of implementation are proposed to achieve these objectives. A core Triglav Group reinsurance strategy is developed, followed by policies and processes for effective implementation,

monitoring, measurement and control. The content of the umbrella documents is meaningfully transferred to the individual (re)insurance subsidiaries through minimum standards.

With the introduction of a reinsurance head office reporting directly to the Management Board, the concept underlines the importance of passive reinsurance as a key element of the Company's business, providing essential tools and levers to manage risks within regulatory and internal frameworks. This function has oversight of all passive reinsurance cover and works with key functions within the Insurance Company.

## **12. REVIEW OF POLICY IMPLEMENTATION AND COMPLIANCE**

In conjunction with the Internal Audit Department, each year the Corporate and Legal Affairs Division carries out an assessment of this system and policy, and reviews the compliance with the strategy and other policies in Zavarovalnica Triglav's governance system, and with other bylaws, legislation and other regulations.

## **13. TRANSITIONAL PROVISION**

Employees of Triglav Group key functions who, as at 21 August 2024, are members of the management or supervisory bodies of Triglav Group companies shall remain in office until the expiry of their term of office.

## **14. FINAL PROVISIONS**

The Corporate Governance Policy of Zavarovalnica Triglav was adopted on 30 March 2010 by the Management Board and the Supervisory Board of Zavarovalnica Triglav, and includes the amendments adopted by the Management Board and the Supervisory Board on 29 March 2011, 15 March 2012, 7 April 2014, 3 March 2015, 17 December 2015, 22 December 2016, 21 December 2017, 20 December 2018, 19 December 2019, 12 November 2020, 17 November 2021, 18 August 2022, 30 August 2023 and 21 August 2024.

Shareholders and interested parties are informed of their adoption and content through a public announcement in the SEOnet system and a simultaneous announcement on the website of

Zavarovalnica Triglav.

The document is published on the website in Slovene and in its English version.

Ljubljana, 21 August 2024

Management Board and Supervisory Board  
of Zavarovalnica Triglav, d.d.