

Pursuant to its resolution of 2 April 2025, the Management Board of PETROL d.d., Ljubljana hereby gives notice to convene the

**40<sup>th</sup> General Meeting of Shareholders of PETROL, Slovenska energetska družba, d.d., Ljubljana,**

on Tuesday, 27 May 2025, at 12:00 (noon) in the conference hall of PETROL d.d., Ljubljana (hereinafter: "the Company"), 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 Grosuplje-based Law Firm Čeferin, Pogačnik, Novak, Koščak in partnerji, o.p., d.o.o. is elected as 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 and Report of the Supervisory Board on the Results of the Verification of the Annual Report for 2024; Report on Remuneration to the Management and Supervisory Bodies of Petrol d.d., Ljubljana in the 2024 financial year; use of profit for appropriation and granting of discharge**

**Proposed resolution:**

**2.1.**

The profit for appropriation as at 31 December 2024, amounting to EUR 86,587,116, will be distributed as follows:

- a part of the profit for appropriation amounting to EUR 86,334,276 will be distributed as dividend payments to the shareholders: gross dividend of EUR 2.10 per share (own shares do not participate),
- the remaining part of the profit for appropriation in the amount of EUR 252,840 resulting from own shares on the record date will be transferred to other profit reserves.

The Company will pay dividends on 1 August 2025 to the shareholders registered at KDD (Central Securities Clearing Corporation) as at 31 July 2025.

## 2.2.

The General Meeting has taken note and hereby endorses the Report on Remuneration to the Management and Supervisory Bodies of Petrol d.d., Ljubljana in the 2024 financial year.

## 2.3.

The General Meeting grants a discharge to the Management Board of the Company for the 2024 financial year.

## 2.4.

The General Meeting grants a discharge to the Supervisory Board of the Company for the 2024 financial year.

### **3. Amendments of the Articles of Association of Petrol d.d., Ljubljana**

#### **Proposed resolution:**

#### **3.1.**

**Item 03.01. of the Company's Articles of Association shall be amended by updating the codes of the standard classification of activities of the Company in accordance with the second paragraph of Article 9 of the Slovenian Decree on the Standard Classification of Activities (Official Gazette of the Republic of Slovenia, No. 27/24), to read as follows:**

The activities of the Company according to the Standard Classification of Activities include:

- 01.620 Support activities for animal production,
- 02.400 Support services to forestry
- 03.300 Support services for fishing and aquaculture
- 06.100 Extraction of crude petroleum
- 06.200 Extraction of natural gas
- 08.120 Operation of gravel and sand pits and mining of clay and kaolin
- 08.910 Mining of chemical and fertiliser minerals
- 08.930 Extraction of salt
- 08.990 Other mining and quarrying n.e.c.
- 09.100 Support activities for petroleum and natural gas extraction
- 09.900 Support activities for other mining and quarrying
- 10.110 Processing and preserving of meat
- 10.120 Processing and preserving of poultry meat
- 10.130 Production of meat and poultry meat products
- 10.200 Processing and preserving of fish, crustaceans and molluscs
- 10.310 Processing and preserving of potatoes
- 10.320 Manufacture of fruit and vegetable juice
- 10.390 Other processing and preserving of fruit and vegetables
- 10.520 Manufacture of ice cream and other edible ice
- 10.610 Manufacture of grain mill products
- 10.620 Manufacture of starches and starch products
- 10.710 Manufacture of bread, fresh pastry goods and cakes
- 10.720 Manufacture of rusks and biscuits; manufacture of preserved pastry goods and cakes
- 10.730 Manufacture of macaroni, noodles, couscous and similar farinaceous products
- 10.820 Manufacture of cocoa, chocolate and sugar confectionery
- 10.830 Processing of tea and coffee
- 10.850 Manufacture of prepared meals and dishes

- 10.860 Manufacture of homogenised food preparations and dietetic food
- 10.890 Manufacture of other food products n.e.c.
- 11.010 Distilling, rectifying and blending of spirits
- 11.020 Manufacture of wine from grape
- 11.030 Manufacture of cider and other fermented fruit beverages
- 11.040 Manufacture of other non-distilled fermented beverages
- 11.050 Manufacture of beer
- 11.070 Manufacture of soft drinks and bottled waters
- 13.300 Finishing of textiles
- 15.200 Manufacture of footwear
- 17.230 Manufacture of paper stationery
- 18.120 Other printing
- 18.200 Reproduction of recorded media
- 19.100 Manufacture of coke oven products
- 19.200 Manufacture of refined petroleum products and fossil fuel products
- 20.110 Manufacture of industrial gases
- 20.120 Manufacture of dyes and pigments
- 20.140 Manufacture of other organic basic chemicals
- 20.150 Manufacture of fertilisers and nitrogen compounds
- 20.160 Manufacture of plastics in primary forms
- 20.410 Manufacture of soap and detergents, cleaning and polishing preparations
- 20.420 Manufacture of perfumes and toilet preparations
- 20.510 Manufacture of liquid biofuels
- 20.590 Manufacture of other chemical products n.e.c.
- 22.110 Manufacture, retreading and rebuilding of rubber tyres and manufacture of tubes
- 22.210 Manufacture of plastic plates, sheets, tubes and profiles
- 22.220 Manufacture of plastic packing goods
- 22.250 Processing and finishing of plastic products
- 22.260 Manufacture of other plastic products
- 23.440 Manufacture of other technical ceramic products
- 24.330 Cold forming or folding
- 25.110 Manufacture of metal structures and parts of structures
- 25.220 Manufacture of other tanks, reservoirs and containers of metal
- 25.530 Machining of metals
- 25.631 Manufacture of hand tools
- 25.632 Manufacture of other tools
- 25.910 Manufacture of steel drums and similar containers
- 25.990 Manufacture of other fabricated metal products n.e.c.
- 26.110 Manufacture of electronic components
- 26.200 Manufacture of computers and peripheral equipment
- 26.300 Manufacture of communication equipment
- 26.400 Manufacture of consumer electronics
- 26.510 Manufacture of instruments and appliances for measuring, testing and navigation
- 26.520 Manufacture of watches and clocks
- 26.600 Manufacture of irradiation, electromedical and electrotherapeutic equipment
- 26.700 Manufacture of optical instruments, magnetic and optical media and photographic equipment
- 27.110 Manufacture of electric motors, generators and transformers
- 27.120 Manufacture of electricity distribution and control apparatus
- 27.330 Manufacture of wiring devices
- 27.400 Manufacture of lighting equipment
- 27.900 Manufacture of other electrical equipment
- 28.110 Manufacture of engines and turbines, except aircraft, vehicle and cycle engines

- 28.120 Manufacture of fluid power equipment
- 28.130 Manufacture of other pumps and compressors
- 28.140 Manufacture of other taps and valves
- 28.290 Manufacture of other general-purpose machinery n.e.c.
- 28.410 Manufacture of metal forming machinery and machine tools for metal work
- 28.420 Manufacture of other machine tools
- 28.930 Manufacture of machinery for food, beverage and tobacco processing
- 28.940 Manufacture of machinery for textile, apparel and leather production
- 28.960 Manufacture of plastics and rubber machinery
- 28.970 Manufacture of additive manufacturing machinery
- 28.990 Manufacture of other special-purpose machinery n.e.c.
- 29.100 Manufacture of motor vehicles
- 29.200 Manufacture of bodies and coachwork for motor vehicles; manufacture of trailers and semi-trailers
- 29.310 Manufacture of electrical and electronic equipment for motor vehicles
- 29.320 Manufacture of other parts and accessories for motor vehicles
- 30.200 Manufacture of railway locomotives and rolling stock
- 30.910 Manufacture of motorcycles
- 30.920 Manufacture of bicycles and invalid carriages
- 32.500 Manufacture of medical and dental instruments and supplies
- 32.990 Other manufacturing n.e.c.
- 33.110 Repair of fabricated metal products
- 33.120 Repair and maintenance of machinery
- 33.130 Repair and maintenance of electronic and optical equipment
- 33.140 Repair and maintenance of electrical equipment
- 33.150 Repair and maintenance of civilian ships and boats
- 33.170 Repair and maintenance of other civilian transport equipment
- 33.180 Repair and maintenance of military fighting vehicles, ships, boats, air and spacecraft
- 33.190 Repair and maintenance of other equipment
- 33.200 Installation of industrial machinery and equipment
- 35.110 Production of electricity from non-renewable resources
- 35.120 Production of electricity from renewable resources
- 35.130 Transmission of electricity
- 35.140 Distribution of electricity
- 35.150 Trade of electricity
- 35.160 Storage of electricity
- 35.210 Manufacture of gas
- 35.220 Distribution of gaseous fuels through mains
- 35.230 Trade of gas through mains
- 35.240 Storage of gas as part of network supply services
- 35.300 Steam and air conditioning supply
- 35.400 Activities of brokers and agents for electric power and natural gas
- 36.000 Water collection, treatment and supply
- 37.000 Sewerage
- 38.110 Collection of non-hazardous waste
- 38.120 Collection of hazardous waste
- 38.210 Materials recovery
- 38.220 Energy recovery
- 38.230 Other waste recovery
- 38.310 Incineration without energy recovery
- 38.320 Landfilling or permanent storage
- 38.330 Other waste disposal
- 39.000 Remediation activities and other waste management services

- 41.000 Construction of residential and non-residential buildings
- 42.110 Construction of roads and motorways
- 42.120 Construction of railways and underground railways
- 42.130 Construction of bridges and tunnels
- 42.210 Construction of utility projects for fluids
- 42.220 Construction of utility projects for electricity and telecommunications
- 42.910 Construction of water projects
- 42.990 Construction of other civil engineering projects n.e.c.
- 43.110 Demolition
- 43.120 Site preparation
- 43.130 Test drilling and boring
- 43.210 Electrical installation
- 43.220 Plumbing, heat and air-conditioning installation
- 43.230 Installation of insulation
- 43.240 Other construction installation
- 43.310 Plastering
- 43.320 Joinery installation
- 43.330 Floor and wall covering
- 43.341 Glazing
- 43.342 Painting
- 43.350 Other building completion and finishing
- 43.410 Roofing activities
- 43.420 Other specialised construction activities in construction of buildings
- 43.500 Specialised construction activities for civil engineering
- 43.910 Masonry
- 43.990 Other specialised construction activities n.e.c.
- 46.110 Activities of agents involved in the wholesale of agricultural raw materials, live animals, textile raw materials and semi-finished goods
- 46.120 Activities of agents involved in the wholesale of fuels, ores, metals and industrial chemicals
- 46.130 Activities of agents involved in the wholesale of timber and building materials
- 46.140 Activities of agents involved in the wholesale of machinery, industrial equipment, ships and aircraft
- 46.150 Activities of agents involved in the wholesale of furniture, household goods, hardware and ironmongery
- 46.160 Activities of agents involved in the wholesale of textiles, clothing, fur, footwear and leather goods
- 46.170 Activities of agents involved in the wholesale of food, beverages and tobacco
- 46.180 Activities of agents involved in the wholesale of other specialised products
- 46.190 Activities of agents involved in non-specialised wholesale
- 46.210 Wholesale of grain, unmanufactured tobacco, seeds and animal feeds
- 46.220 Wholesale of flowers and plants
- 46.230 Wholesale of live animals
- 46.240 Wholesale of hides, skins and leather
- 46.310 Wholesale of fruit and vegetables
- 46.320 Wholesale of meat, meat products, fish and fish products
- 46.330 Wholesale of dairy products, eggs and edible oils and fats
- 46.340 Wholesale of beverages
- 46.350 Wholesale of tobacco products
- 46.360 Wholesale of sugar, chocolate and sugar confectionery
- 46.370 Wholesale of coffee, tea, cocoa and spices
- 46.380 Wholesale of other food
- 46.390 Non-specialised wholesale of food, beverages and tobacco
- 46.410 Wholesale of textiles

- 46.420 Wholesale of clothing and footwear
- 46.430 Wholesale of electrical household appliances
- 46.440 Wholesale of china and glassware and cleaning materials
- 46.450 Wholesale of perfume and cosmetics
- 46.460 Wholesale of pharmaceutical and medical goods
- 46.470 Wholesale of household, office and shop furniture, carpets and lighting equipment
- 46.480 Wholesale of watches and jewellery
- 46.490 Wholesale of other household goods
- 46.500 Wholesale of ICT equipment
- 46.610 Wholesale of agricultural machinery, equipment and supplies
- 46.620 Wholesale of machine tools
- 46.630 Wholesale of mining, construction and civil engineering machinery
- 46.640 Wholesale of other machinery and equipment
- ~~46.710 Wholesale of motor vehicles~~
- 46.720 Wholesale of motor vehicle parts and accessories
- 46.730 Wholesale of motorcycles, motorcycle parts and accessories
- 46.750 Wholesale of chemical products
- 46.760 Wholesale of other intermediate products
- 46.770 Wholesale of waste and scrap
- 46.810 Wholesale of solid, liquid and gaseous fuels and related products
- 46.820 Wholesale of metals and metal ores
- 46.830 Wholesale of wood, construction materials and sanitary equipment
- 46.840 Wholesale of hardware, plumbing and heating equipment and supplies
- 46.900 Non-specialised wholesale trade
- 47.110 Non-specialised retail sale of predominantly food, beverages or tobacco
- 47.120 Other non-specialised retail sale
- 47.210 Retail sale of fruit and vegetables
- 47.220 Retail sale of meat and meat products
- 47.230 Retail sale of fish, crustaceans and molluscs
- 47.240 Retail sale of bread, cake and confectionery
- 47.250 Retail sale of beverages
- 47.260 Retail sale of tobacco products
- 47.270 Retail sale of other food
- 47.301 Retail sale of own automotive fuel
- 47.302 Agents involved in retail sale of automotive fuel
- 47.400 Retail sale of computer and communication equipment
- 47.510 Retail sale of textiles
- 47.520 Retail sale of hardware, building materials, paints and glass
- 47.530 Retail sale of carpets, rugs, wall and floor coverings
- 47.540 Retail sale of electrical household appliances
- 47.550 Retail sale of furniture, lighting equipment, tableware and other household articles
- 47.610 Retail sale of books
- 47.621 Retail sale of newspapers, and other periodical publications
- 47.622 Retail sale of stationery
- 47.630 Retail sale of sporting equipment
- 47.640 Retail sale of games and toys
- 47.690 Retail sale of cultural and recreational goods n.e.c.
- 47.710 Retail sale of clothing
- 47.720 Retail sale of footwear and leather goods
- 47.730 Retail sale of pharmaceutical products
- 47.740 Retail sale of medical and orthopaedic products
- 47.750 Retail sale of cosmetic and toilet articles
- 47.761 Retail florist sale

- 47.762 Retail sale of gardening material and pet animals
- 47.770 Retail sale of watches and jewellery
- 47.780 Retail sale of other new goods
- 47.790 Retail sale of second-hand goods
- 47.810 Retail sale of motor vehicles
- 47.820 Retail sale of motor vehicle parts and accessories
- 47.830 Retail sale of motorcycles, motorcycle parts and accessories
- 47.910 Intermediation service activities for non-specialised retail sale
- 47.920 Intermediation service activities for specialised retail sale
- 49.120 Other passenger rail transport
- 49.200 Freight rail transport
- 49.310 Scheduled passenger transport by road
- 49.320 Non-scheduled passenger transport by road
- 49.330 On-demand passenger transport service activities by vehicle with driver
- 49.340 Passenger transport by cableways and ski lifts
- 49.390 Other passenger land transport n.e.c.
- 49.410 Freight transport by road
- 49.420 Removal services
- 49.500 Transport via pipeline
- 50.200 Sea and coastal freight water transport
- 50.400 Inland freight water transport
- 52.100 Warehousing and storage
- 52.210 Service activities incidental to land transportation
- 52.220 Service activities incidental to water transportation
- 52.230 Service activities incidental to air transportation
- 52.240 Cargo handling
- 52.250 Logistics service activities
- 52.260 Other support activities for transportation
- 52.310 Intermediation service activities in freight transport
- 52.320 Intermediation service activities for passenger transport
- 53.100 Postal activities under universal service obligation
- 53.200 Other postal and courier activities
- 53.300 Intermediation service activities for postal and courier activities
- 55.100 Hotels and similar accommodation
- 55.201 Holiday and other short-stay accommodation
- 55.202 Tourist farmhouses with lodging
- 55.203 Letting of private tourist rooms
- 55.204 Mountain refuges and youth hostels
- 55.209 Other short-stay accommodation
- 55.300 Camping grounds
- 55.400 Intermediation service activities for accommodation
- 55.900 Other accommodation
- 56.111 Restaurants and inns
- 56.112 Snack bars and similar
- 56.113 Sweetshops and coffee-houses
- 56.114 Tourist farmhouses without lodging
- 56.120 Mobile food service activities
- 56.210 Event catering activities
- 56.220 Contract catering service activities and other food service activities
- 56.300 Beverage serving activities
- 56.400 Intermediation service activities for food and beverage service activities
- 58.110 Publishing of books
- 58.120 Publishing of newspapers

- 58.130 Publishing of journals and periodicals
- 58.190 Other publishing activities, except software publishing
- 58.210 Publishing of video games
- 58.290 Other software publishing
- 59.110 Motion picture, video and television programme production activities
- 59.120 Motion picture, video and television programme post-production activities
- 59.130 Motion picture and video distribution activities
- 59.140 Motion picture projection activities
- 59.200 Sound recording and music publishing activities
- 60.100 Radio broadcasting and audio distribution activities
- 60.200 Television programming, broadcasting and video distribution activities
- 60.390 Other content distribution activities
- 61.100 Wired, wireless and satellite telecommunication activities
- 61.200 Telecommunication reselling activities and intermediation service activities for telecommunication
- 61.900 Other telecommunication activities
- 62.100 Computer programming activities
- 62.200 Computer consultancy and computer facilities management activities
- 62.900 Other information technology and computer service activities
- 63.100 Computer infrastructure, data processing, hosting and related activities
- 63.910 Web search portal activities
- 63.920 Other information service activities
- 64.190 Other monetary intermediation
- 64.210 Activities of holding companies
- 64.220 Activities of financing conduits
- 64.310 Activities of money market and non-money market investment funds
- 64.320 Activities of trust, estate and agency accounts
- 64.910 Financial leasing
- 64.920 Other credit granting
- 64.990 Other financial service activities, except insurance and pension funding n.e.c.
- 65.110 Life insurance
- 65.120 Non-life insurance
- 65.200 Reinsurance
- 65.300 Pension funding
- 66.110 Administration of financial markets
- 66.120 Security and commodity contracts brokerage
- 66.190 Other activities auxiliary to financial services, except insurance and pension funding
- 66.210 Risk and damage evaluation
- 66.220 Activities of insurance agents and brokers
- 66.290 Activities auxiliary to insurance and pension funding n.e.c.
- 66.300 Fund management activities
- 68.110 Buying and selling of own real estate
- 68.120 Organisation of residential building projects
- 68.200 Rental and operating of own or leased residential real estate
- 68.310 Intermediation service activities for real estate activities
- 68.320 Other real estate activities on a fee or contract basis
- 69.103 Activities of bailiffs, arbitrators and court experts
- 69.200 Accounting, bookkeeping and auditing activities; tax consultancy
- 70.100 Activities of head offices
- 70.200 Business and other management consultancy activities
- 71.111 Architectural planning
- 71.112 Landscape architecture, urban and other planning
- 71.129 Other engineering activities and related technical consultancy



- 71.200 Technical testing and analysis
- 72.100 Research and experimental development on natural sciences and engineering
- 72.200 Research and experimental development on social sciences and humanities
- 73.110 Activities of advertising agencies
- 73.120 Media representation
- 73.200 Market research and public opinion polling
- 73.300 Public relations activities
- 74.110 Industrial product and fashion design activities
- 74.120 Graphic designing and visual communication activities
- 74.130 Internal design activities
- 74.140 Other specialised design activities
- 74.200 Photographic activities
- 74.300 Translation and interpretation activities
- 74.910 Patent brokering and marketing service activities
- 74.990 All other professional, scientific and technical activities n.e.c.
- 77.110 Rental and leasing of cars and light motor vehicles
- 77.120 Rental and leasing of trucks
- 77.210 Rental and leasing of recreational and sports goods
- 77.220 Rental and leasing of other personal and household goods
- 77.310 Rental and leasing of agricultural machinery and equipment
- 77.320 Rental and leasing of construction and civil engineering machinery and equipment
- 77.330 Rental and leasing of office machinery, equipment and computers
- 77.340 Rental and leasing of water transport equipment
- 77.350 Rental and leasing of air transport equipment
- 77.390 Rental and leasing of other machinery, equipment and tangible goods n.e.c.
- 77.400 Leasing of intellectual property and similar products, except copyrighted works
- 77.510 Intermediation service activities for rental and leasing of cars, motorhomes and trailers
- 77.520 Intermediation service activities for rental and leasing of other tangible goods and non-financial intangible assets
- 78.100 Activities of employment placement agencies
- 78.200 Temporary employment agency activities and other human resources provisions
- 79.110 Travel agency activities
- 79.120 Tour operator activities
- 79.900 Other reservation service and related activities
- 80.011 Detective activities
- 80.012 Private security activities
- 80.019 Other investigation activities
- 80.090 Security activities n.e.c.
- 81.100 Combined facilities support activities
- 81.210 General cleaning of buildings
- 81.220 Other building and industrial cleaning activities
- 81.290 Other cleaning activities
- 82.100 Office administrative and support activities
- 82.200 Activities of call centres
- 82.300 Organisation of conventions and trade shows
- 82.400 Intermediation service activities for business support service activities n.e.c.
- 82.910 Activities of collection agencies and credit bureaus
- 82.920 Packaging activities
- 82.990 Other business support service activities n.e.c.
- 84.250 Fire service activities
- 85.510 Sports and recreation education
- 85.520 Cultural education
- 85.590 Other education n.e.c.

- 85.610 Intermediation service activities for courses and tutors
- 85.690 Educational support activities n.e.c.
- 86.970 Intermediation service activities for medical, dental and other human health services
- 87.300 Residential care activities for older persons or persons with disabilities
- 87.910 Intermediation service activities for residential care activities
- 88.109 Other social work activities without accommodation for older persons or persons with disabilities
- 88.910 Child day-care activities
- 88.991 Activity of humanitarian and charity organisations
- 88.999 Other social work activities without accommodation n.e.c.
- 90.111 Literary creation activities
- 90.112 Musical composition activities
- 90.120 Visual arts creation activities
- 90.130 Other arts creation activities
- 90.200 Activities of performing arts
- 90.310 Operation of arts facilities and sites
- 90.390 Other support activities to arts and performing arts
- 91.110 Library activities
- 91.120 Archive activities
- 91.210 Museum and collection activities
- 91.300 Conservation, restoration and other support activities for cultural heritage
- 92.001 Activities of casinos
- 92.002 Other gambling and betting activities
- 93.110 Operation of sports facilities
- 93.120 Activities of sport clubs
- 93.130 Activities of fitness centres
- 93.190 Other sports activities n.e.c.
- 93.210 Activities of amusement parks and theme parks
- 93.291 Operation of marinas
- 93.299 Other amusement and recreation activities n.e.c.
- 95.100 Repair and maintenance of computers and communication equipment
- 95.210 Repair and maintenance of consumer electronics
- 95.220 Repair and maintenance of household appliances and home and garden equipment
- 95.230 Repair and maintenance of footwear and leather goods
- 95.250 Repair and maintenance of watches, clocks and jewellery
- 95.290 Repair and maintenance of other consumer goods n.e.c.
- 95.310 Repair and maintenance of motor vehicles
- 95.320 Repair and maintenance of motorcycles
- 95.400 Intermediation service activities for repair and maintenance of computers, consumer goods, motor vehicles, and motorcycles
- 96.100 Washing and (dry-) cleaning
- 96.210 Hairdressing and barber activities
- 96.220 Cosmetic and pedicure activities
- 96.230 Day spa, saunas and steam bath activities
- 96.400 Intermediation service activities for personal services
- 96.910 Provision of domestic personal service activities
- 96.991 Tattooing and piercing
- 96.999 Other personal service activities n.e.c.

### **3.2.**

#### **Item 09.01. of the Company's Articles of Association, which reads:**

The Company is managed and represented by the Management Board, which has a minimum of three and a maximum of six members, one of whom is always the Worker Director. One member of the Management Board is the President of the Management Board and the rest are members of the Management Board, whereby the Worker Director cannot be the President of the Management Board. The exact number of members of the Management Board, their scope of work and responsibilities, shall be determined by a decision of the Company's Supervisory Board upon the proposal of the President of the Management Board.

#### **shall be amended to read as follows:**

The Company is managed and represented by the Management Board, which has a minimum of three and a maximum of six members, one of whom is always the Worker Director. One member of the Management Board is the President of the Management Board and the rest are members of the Management Board, whereby the Worker Director cannot be the President of the Management Board. The exact number of members of the Management Board, their scope of work and responsibilities, shall be determined by a decision of the Company's Supervisory Board upon the proposal of the President of the Management Board. If the proposal of the President of the Management Board is not confirmed by the Supervisory Board within 30 days from the date of the appointment of the President of the Management Board, the Supervisory Board may independently propose and appoint the other members of the Management Board, including their scope of work and responsibilities.

### **3.3.**

#### **Item 9.10. of the Company's Articles of Association, which reads:**

The Company is jointly represented by the President of the Management Board and a member of the Management Board (i.e. four eyes principle). In the event that the Management Board grants a power of procuration in accordance with the provision of Item 09.06, the holder of procuration may represent the Company only together with the President of the Management Board.

#### **shall be amended to read as follows:**

The Company is jointly represented by the President of the Management Board and a member of the Management Board or jointly by two members of the Management Board (i.e. four eyes principle). In the event that the Management Board grants a power of procuration in accordance with the provision of Item 09.06, the holder of procuration may represent the Company only together with the President of the Management Board.

### **3.4.**

#### **Item 09.11. of the Company's Articles of Association, which reads:**

Notwithstanding the provision of Item 09.10, the Management Board of the Company requires the consent of the Supervisory Board for the conclusion of the following transactions:

09.11.01. transactions on the basis of which the Company acquires or disposes of its own shares;

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- 09.11.02. transactions in the amount of over EUR 1,000,000.00 (one million 00/100), on the basis of which the Company acquires or disposes of shareholdings or shares of companies, whereby, in order to avoid doubt, transactions related to the acquisition of shareholdings or shares also include transactions related to the Company's participation in the recapitalisation process of another company;
- 09.11.03. transactions on the basis of which the Company establishes or terminates (i.e. liquidates) any company and/or business unit;
- 09.11.04. transactions on the basis of which the Company borrows or approves a loan over EUR 2,000,000.00 (two million 00/100), except for such transactions concluded between the Company and its subsidiaries and borrowing operations of the Company in amounts as included in the Company's borrowing plan, which is approved by the Supervisory Board of the Company. For the avoidance of doubt, a series of several consecutive loans taken out by the Company from the same lender or granted by the Company to the same borrower shall be considered as a single loan, whereby affiliated companies in the sense of the provision of Article 527 of ZGD-1 shall also be considered the same lender;
- 09.11.05. individual transactions of purchases or sales of long-term intangible, tangible fixed assets and investment property of the Company, for the amount exceeding EUR 5,000,000.00 (five million 00/100). For the avoidance of doubt, a set of several interconnected transactions shall also be considered as a single transaction, in particular insofar as they represent a single investment or are part of a single investment programme;
- 09.11.06. transactions on the basis of which the Company (a) establishes a mortgage, building right or any other encumbrance on immovable property owned by the Company, with the exception of transactions establishing (quasi or true) real easements (i) to the benefit of public and private operators for the purpose of servicing the Company's immovable property or (ii) to the benefit of the state or a municipality or of a public service operator; or (b) establishes a lien or otherwise encumbers other fixed assets or intangible assets of the Company;
- 09.11.07. granting a power of procuration;
- 09.11.08. other transactions, if so decided by the Supervisory Board of the Company by decision.

**shall be amended to read as follows:**

Notwithstanding the provision of Item 09.10, the Management Board of the Company requires the consent of the Supervisory Board for the conclusion of the following transactions:

- 09.11.01. transactions on the basis of which the Company acquires or disposes of its own shares;
- 09.11.02. transactions in the amount of over EUR 1,000,000.00 (one million 00/100), on the basis of which the Company acquires or disposes of shareholdings or shares of companies, whereby, in order to avoid doubt, transactions related to the acquisition of shareholdings or shares also include transactions related to the Company's participation in the recapitalisation process of another company;
- 09.11.03. transactions on the basis of which the Company establishes or terminates (i.e. liquidates) any company;
- 09.11.04. transactions on the basis of which the Company borrows or approves a loan over EUR 2,000,000.00 (two million 00/100), except for such transactions concluded between the Company and its subsidiaries and borrowing operations of the Company in amounts as included in the Company's borrowing plan, which is approved by the Supervisory Board of the Company. For the avoidance of doubt, a series of several consecutive loans taken out by the Company from the same lender or granted by the

- Company to the same borrower shall be considered as a single loan, whereby affiliated companies in the sense of the provision of Article 527 of ZGD-1 shall also be considered the same lender;
- 09.11.05. individual transactions of purchases or sales of long-term intangible, tangible fixed assets and investment property of the Company, for the amount exceeding EUR 5,000,000.00 (five million 00/100). For the avoidance of doubt, a set of several interconnected transactions shall also be considered as a single transaction, in particular insofar as they represent a single investment or are part of a single investment programme;
- 09.11.06. transactions on the basis of which the Company (a) regarding immovable property: establishes a mortgage or a building right on immovable property owned by the Company, with the exception of transactions: (i) to the benefit of public and private operators for the purpose of servicing the Company's immovable property or (ii) to the benefit of the state or a municipality or of a public service operator; or (b) regarding other fixed assets or intangible assets of the Company: establishes a lien or otherwise encumbers other fixed assets or intangible assets of the Company;
- 09.11.07. granting a power of procuration;
- 09.11.08. other transactions, if so decided by the Supervisory Board of the Company by decision.

### **3.5.**

#### **Item 9.12. of the Company's Articles of Association, which reads:**

The provision of Item 9.11 applies mutatis mutandis to transactions entered into by subsidiaries in the course of their operations and in respect of which the consent of the Company's Management Board must be obtained prior to the conclusion. If the Management Board of the Company is requested by the management of any subsidiary to give its consent to the conclusion of the transaction referred to in Items 9.11.01 to 9.11.07 (where the term Company is replaced mutatis mutandis by the term subsidiary), the Management Board must obtain the prior consent of the Company's Supervisory Board before granting such consent.

#### **shall be amended to read as follows:**

The provision of Item 9.11., except for Item 09.11.07., applies mutatis mutandis to transactions entered into by subsidiaries in the course of their operations and in respect of which the consent of the Company's Management Board must be obtained prior to the conclusion. If the Management Board of the Company is requested by the management of any subsidiary to give its consent to the conclusion of the transaction referred to in Items 9.11.01. to 9.11.08. (where the term Company is replaced mutatis mutandis by the term subsidiary), the Management Board must obtain the prior consent of the Company's Supervisory Board before granting such consent.

### **3.6.**

#### **Item 9.14. of the Company's Articles of Association, which reads:**

As remuneration for their work, the members of the Management Board may be entitled to participate in the Company's profit for appropriation, which may be paid out in the form of shares, in accordance with a proposal of the Supervisory Board and a relevant decision adopted by the General Meeting.

#### **shall be amended to read as follows:**



As remuneration for their work, the members of the Management Board and other employees may also receive the variable part of payment in the form of shares of the Company, in accordance with a proposal and resolution of the Supervisory Board.

### **3.7.**

#### **Item 18.03. of the Company's Articles of Association, which reads:**

The Company has 2,086,301 (two million, eighty-six thousand, three hundred and one) ordinary registered no-par value shares in the Central Book-Entry Securities Register until the total number of Company's shares in the Central Book-Entry Securities Register is aligned with point 04.01 of these Articles of Association with the entry of the split of each share into 20 (twenty) parts.

**no longer applies and shall be deleted from the Articles of Association.**

#### **4. Appointing the auditor of the Company for auditing the financial report and verifying the integrated business report for the 2025, 2026 and 2027 financial years**

##### **Proposed resolution:**

#### **4.1.**

Pricewaterhousecoopers d.o.o., Cesta v Kleče 15, 1000 Ljubljana is appointed as the auditor of the Company for the 2025, 2026 in 2027 financial years.

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Resolution under point 1 is proposed by the Management Board, resolutions under points 2 and 3 are proposed by the Management Board and the Supervisory Board and resolution under point 4 is proposed by the Supervisory Board. Pursuant to Article 304 of the Slovenian Companies Act (ZGD-1), the 40<sup>th</sup> 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, proposed resolution with substantiations and other information with respect to the General Meeting**

Papers for the General Meeting, including proposed resolutions with substantiations, the Annual Report with the Supervisory Board's report and the Governance Statement; the Report on Remuneration to Management and Supervisory Bodies of Petrol d.d., Ljubljana in the 2024 financial year (Article 294.b of the ZGD-1), the draft amendments of the Articles of Association of Petrol d.d., Ljubljana 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 proposed resolutions 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 AJPES website. The information set out in the third paragraph of Article 296 of 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 shall be accompanied by a written proposed resolution which is 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, a substantiation supporting such agenda item. Pursuant to the third paragraph of Article 298 of the Companies Act (ZGD-1), the Management Board of the Company will publish those additional agenda items, for which shareholders will send their requests 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](mailto: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), those proposals of shareholders which are sent to the Company within seven days from the publishing of the notice to convene the General Meeting and which are reasonably substantiated and for which 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](mailto:skupscina@petrol.si).

Requests to add items on the agenda and proposed resolutions and voting proposals which are e-mailed to the Company shall be submitted 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 the voting right

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 **23 May 2025**, inclusive, and who are registered in the Central Book-Entry Securities Register as at the end of day on **20 May 2025** (“**record day**”), shall be entitled to participate in the General Meeting and exercise their voting rights. If an intermediary who is not the ultimate beneficial owner is recorded in the Central Register as a shareholder, the shareholder can exercise their voting right based on the 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 day. The registration forms shall be sent by post to: Petrol d.d., Ljubljana, Uprava družbe – za skupščino, ~~Dunajska cesta 50, 1000 Ljubljana~~ so that the Management Board receives them 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 intermediary 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 the date of publishing the notice convening the General Meeting to the actual 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](mailto: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



**PETROL**

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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 the notice to convene 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 the notice to convene 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 papers needed for voting.

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.

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Pursuant to item 8.2 of Chapter 8 RELATIONS WITH SHAREHOLDERS of the Slovenian Corporate Governance Code for Public Limited Companies dated 2 December 2024, 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

