

Zavarovalnica Triglav, d.d.  
Miklošičeva 19  
Ljubljana

Pursuant to the second paragraph of Article 295 of the Companies Act(ZGD-1) and Article 28 of the Articles of Association of Zavarovalnica Triglav, d.d., the Management Board of Zavarovalnica Triglav, d.d., hereby

**c o n v e n e s**

the 50<sup>th</sup> General Meeting of Zavarovalnica Triglav, d.d., Ljubljana, Miklošičeva 19,  
to be held on 3 June 2025 at 10 a.m.  
in the Diamond Hall of the Grand Plaza Hotel, Slovenska cesta 60, 1000 Ljubljana

**Agenda:**

- 1. Opening of the General Meeting, establishment of a quorum, and briefing on the working bodies of the General Meeting**
- 2.1. Presentation of the Audited Annual Report for 2024, including the Independent Auditor's Report; the Annual Report on Internal Auditing in 2024; the Report of the Supervisory Board on the Verification of the Annual Report; and the Opinion of the Supervisory Board on the Annual Report on Internal Auditing**
- 2.2. Presentation of the Remuneration Report of Zavarovalnica Triglav, d.d., for financial year 2024**

**DRAFT CONSULTATIVE RESOLUTION 2.2.:**

The General Meeting approves the Remuneration Report of Zavarovalnica Triglav, d.d., for financial year 2024.

**3. Distribution of accumulated profit for 2024 and the granting of discharge to the Management Board and the Supervisory Board**

**3.1. Distribution of accumulated profit for 2024**

DRAFT RESOLUTION no. 3.1.:

The distributable profit amounting to EUR 109,430,652.82 as at 31 December 2024 shall be allocated as follows:

- A portion of the distributable profit, amounting to EUR 63,658,414.40, shall be used for the payment of dividends. Shareholders registered in the share register on 17 June 2025 will receive a gross dividend of EUR 2.80 per share. The Company will transfer the total dividend amount to the account of KDD - Central Securities Clearing Corporation on 18 June 2025, earmarked for the dividend payment to shareholders, in accordance with the European Uniform Standards for Corporate Actions.
- The remaining distributable profit, amounting to EUR 45,772,238.42, shall be retained for future decisions regarding its use.

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

DRAFT RESOLUTION no. 3.2.:

The General Meeting grants discharge to the Management Board of Zavarovalnica Triglav, d.d., for the financial year 2024.

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

DRAFT RESOLUTION no. 3.3.:

The General Meeting grants discharge to the Supervisory Board of Zavarovalnica Triglav, d.d., for the financial year 2024.

**4. Taking note of four Supervisory Board members' term-of-office expiry and appointment of two new Supervisory Board members representing the shareholders of Zavarovalnica Triglav, d.d.**

DRAFT RESOLUTION no. 4.1.:

The General Meeting appoints Andrej Andoljšek as a Supervisory Board member representing the shareholders for a term of four (4) years, commencing on 15 June 2025.

DRAFT RESOLUTION no. 4.2.:

The General Meeting appoints Barbara Cerovšek Zupančič as Supervisory Board member representing the shareholders for a term of four (4) years, commencing on 15 June 2025.

**5. Auditor appointment for financial years 2025, 2026, 2027, and 2028**

DRAFT RESOLUTION no. 5.:

The General Meeting of shareholders appoints Deloitte revizija, d.o.o., Dunajska cesta 165, Ljubljana, as the auditor of the separate and consolidated financial statements of Zavarovalnica Triglav, d.d., and for the limited assurance engagement on the consolidated sustainability report of the Triglav Group for financial years 2025, 2026, 2027, and 2028.

**6. Assent of the General Meeting to the spin-off by acquisition of part of the assets from the Transferor Company, Zavarovalnica Triglav, d.d., to the Transferee Company, Triglav pokojninska družba, d.d.**

DRAFT RESOLUTION no. 6.:

The General Meeting hereby assents to the spin-off by acquisition of part of the assets from the Transferor Company, Zavarovalnica Triglav, d.d., to the Transferee Company, Triglav Pokojninska Družba, d.d., based on the attached Spin-off and Acquisition Agreement. The Agreement was concluded on 2 April 2025 in the form of a notarial deed by Notary Public Barbara Andrič Velkovrh, under Notarial Deed reference number SV 346/2025 in the Annex to the Spin-off and Acquisition Agreement, concluded by the companies on 16 April 2025 in the form of a notarial deed executed by Notary Public Barbara Andrič Velkovrh, under Notarial Deed reference number SV 401/2025.

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The resolution under point 3.3. is proposed by the Management Board, the resolutions under points 3.2., 4.1., 4.2., and 5. are proposed by the Supervisory Board, and the resolutions under points 2.2., 3.1., and 6. are proposed jointly by the Management Board and the Supervisory Board.

**Attendance at the General Meeting**

The right to attend the General Meeting and to vote is granted to shareholders who are registered as shareholders in the share register of Zavarovalnica Triglav, d.d., maintained by KDD – Central Securities Clearing Corporation, by the end of the seventh day before the General Meeting (the cut-off date), i.e. by the end of 27 May 2025. Shareholders must also register their attendance in writing with Zavarovalnica Triglav, d.d., no later than the fourth day before the

meeting, i.e. by the end of 30 May 2025. If an intermediary who is not the ultimate shareholder is listed as the holder of shares in the KDD(Central Securities Clearing Corporation) register, the shareholder may exercise their voting right on the basis of the proof referred to in the second paragraph of Article 235 of the ZGD-1, which identifies the ultimate shareholder on the cut-off date. For this purpose, the intermediary must, upon request and without delay, issue appropriate proof to the shareholder on whose behalf it holds and manages the shares or securities account.

Shareholders register by completing the registration form and sending it by post to Zavarovalnica Triglav, d.d., Miklošičeva 19, Ljubljana. Upon receiving the form, Zavarovalnica Triglav, d.d., may, at the shareholder's request, send an acknowledgment of receipt to the email address provided on the form. This acknowledgment facilitates identification at the entrance on the day of the General Meeting, thereby expediting the registration process. If the shareholder does not receive the acknowledgment, they are advised to contact Zavarovalnica Triglav, d.d., and request it by 3 June 2025 at 2 p.m. Contact can be made by telephone at +386 1 47 47 331 or email at [investor.relations@triglav.si](mailto:investor.relations@triglav.si). Zavarovalnica Triglav, d.d., will also accept registrations submitted in a standardised format through KDD – Central Securities Clearing Corporation, provided they have been previously submitted via the intermediary chain.

A shareholder entitled to attend the General Meeting may authorise a proxy to attend the General Meeting and exercise their voting rights on their behalf. A written authorisation must be submitted by no later than the opening of the General Meeting. Shareholders may also send the authorisation to Zavarovalnica Triglav, d.d., by email to [investor.relations@triglav.si](mailto:investor.relations@triglav.si). Instructions issued in accordance with the third paragraph of Article 235č of the Companies Act (ZGD-1) constitute valid authorisation for participation and voting. Email authorisations must be signed with a qualified electronic signature(for natural persons), or by the legal representative (for legal entities), and include a stamp if applicable. Shareholders may revoke authorisations at any time before the General Meeting, using the same method by which they were granted.

A broker, holder of a fiduciary account for shares not owned by them, voting advisor, or any other person exercising voting rights on behalf of a shareholder in the course of their business may not exercise or delegate such rights unless they are authorised in writing by the shareholder. The written authorisation must be presented to the Company and retained in a verifiable manner.

In addition to the notice of convocation and other materials for the General Meeting, sample registration and proxy forms are available on the website [www.triglav.eu](http://www.triglav.eu).

#### **Amendments to the agenda and shareholders' proposals**

The shareholders whose total interest accounts for one-twentieth of the Company's share capital may request in writing that additional items be put on the agenda within seven days of the notice of convening the General Meeting of Shareholders being published. The request must

be accompanied by a written draft resolution to be decided on by the General Meeting, or an explanation of the agenda item, if the General Meeting is not to adopt a resolution on the item. Pursuant to the third paragraph of Article 298 of the ZGD-1, the Management Board of Zavarovalnica Triglav, d.d., shall publish the received additional agenda items immediately after the expiry of the seven-day deadline.

Shareholders may submit proposals for resolutions or, in cases provided for under Article 301 of the ZGD-1, voting proposals, in writing for each item on the agenda. The Management Board of Zavarovalnica Triglav, d.d., will publish those shareholder proposals - submitted within seven days after the publication of this convocation notice - that are reasonably substantiated and for which the proposing shareholder has declared their intention to oppose the proposals of the Management Board and the Supervisory Board at the General Meeting and to persuade other shareholders to vote in favour of their proposal. These proposals will be published in the same manner as this convocation notice. Pursuant to Article 301 of the ZGD-1, a voting proposal does not require substantiation.

Shareholders may send counter-proposals, voting proposals, and requests for additional agenda items to Zavarovalnica Triglav, d.d., by email to [investor.relations@triglav.si](mailto:investor.relations@triglav.si). The proposals and requests for additional items sent by email must be signed with a qualified electronic signature (natural persons), or by the legal representative of a legal entity, including a stamp if one is used by the entity.

### **Right to information**

At the General Meeting, in order to exercise their right to information under Article 305 of the ZGD-1, shareholders may ask questions and request information on company matters, provided that they are necessary for the assessment of the items on the agenda.

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

The materials for the General Meeting with the draft resolutions and their explanations are available for inspection at the registered office of Zavarovalnica Triglav, d.d., Ljubljana, Miklošičeva 19, every weekday until 2 June 2025, between 10 a.m. and 12 noon, from the date of publication of the General Meeting notice up to and including the date of the General Meeting. During this period, the materials are also available on the website of Zavarovalnica Triglav, d.d., [www.triglav.eu](http://www.triglav.eu), where all other information referred to in the third paragraph of Article 296 of the ZGD-1 and information on the rights of shareholders with respect to requesting additional items on the agenda, counter-proposals, voting proposals, and the shareholders' rights to information referred to in the first paragraph of Article 298, the first paragraph of Article 300, Article 301, and Article 305 of the ZGD-1 are also available.

In order to ensure the timely start of the General Meeting and to allow sufficient time for prior registration in the attendance list and the collection of voting devices, participants are kindly requested to arrive at the venue one hour before the scheduled start of the General Meeting. Upon registration, the registered participant must, on request, present an identity document. In the case of proxy representation, a written power of attorney must also be submitted. Statutory representatives are additionally required to present an extract from the Court Register or other relevant documents from which the right of representation derives.

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

The share capital of Zavarovalnica Triglav, d.d., amounting to EUR 73,701,391.79, is divided into 22,735,148 ordinary registered no-par value shares. As of the date of convening the General Meeting, the total number of voting rights exercisable within the Company is 22,670,846. Voting is conducted in person, with each share carrying one vote, except where otherwise provided by the ZGD-1.

The General Meeting shall have a quorum if shareholders holding at least 10% of the share capital with voting rights are present.

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

In accordance with point 8.2 of the Slovenian Corporate Governance Code for Listed Companies, Zavarovalnica Triglav, d.d., invites all major shareholders, in particular institutional investors, to inform the public about their policy on the management of their investment in Zavarovalnica Triglav, d.d., e.g., the voting policy, the type and frequency of management activities, and the dynamics of communication with the management or supervisory bodies of the Company.

### **Organised collection of proxy authorisations**

Zavarovalnica Triglav, d.d., informs its shareholders that, as has been the case for many years, they will be able to exercise their rights through an organised collection of proxies. This allows shareholders to vote at the General Meeting without being physically present, thus having a direct say in the Company's governance. Accordingly, shareholders will receive a personalised registration form with a proxy form for voting at the 50th General Meeting, along with a list of proxy holders and detailed instructions for completion.

In the event that, alongside Triglav, d.d., other financial institutions, shareholders' associations, or other entities (hereinafter referred to as organisers of proxy collection for the General Meeting) organise proxy collection for the 50th General Meeting of Zavarovalnica Triglav, d.d., the following is the procedure to be followed by Zavarovalnica Triglav, d.d.:

- In the event of duplicate authorisations from the same shareholder, Zavarovalnica Triglav, d.d., will consider the authorisation completed at the

later date. If duplicate authorisations are dated the same, the one received later by Zavarovalnica Triglav, d.d., will be deemed valid.

- Organisers collecting authorisations for the General Meeting who deliver the collected package of authorisations to the Company's headquarters within the deadline for timely registration shall receive, by no later than 2:00 p.m. on 2 June 2025, a generic list of distributed votes per proxy for the authorisations they have collected, sent to their contact email addresses.
- Authorisations and voting instructions collected by one organiser will not be available for inspection by another organiser prior to the start of the General Meeting.
- In case of comments or questions regarding the generic list of the distribution of votes per proxy for authorisations collected, organisers may contact the authorised teller at Ixtlan Forum, d.o.o., for clarification. Such inquiries must be made no later than one hour before the start of the General Meeting, i.e. before the commencement of participant registration.
- Authorisations collected by organisers must be clear, duly signed, and dated, and must include unambiguous voting instructions. Otherwise, they shall not be taken into account.

In order to facilitate the preparation of the list of participants at the General Meeting, the organisers of proxy collection are kindly asked to adjust the content of their authorisation forms. They should instruct shareholders that, in cases where a shareholder personally attends the General Meeting and has also issued a proxy as part of an organised proxy collection, the shareholder must submit a separate and explicit registration of attendance. This registration must be received by the Company no later than the fourth day prior to the General Meeting, i.e. by 30 May 2025, and must state the shareholder's clear intention that, regardless of their personal attendance, the appointed proxy shall vote on their behalf. Otherwise, it shall be deemed that by attending the General Meeting in person, the shareholder has revoked the proxy and will vote personally.

Ljubljana, 24 April 2025

Management Board of  
Zavarovalnica Triglav, d.d.