

Pursuant to its resolution of 18 March 2021, the Management Board of PETROL d.d., Ljubljana hereby convenes the

33rd General Meeting of Shareholders of PETROL, Slovenska energetska družba, d.d., Ljubljana

to be held on Thursday, 22 April 2021, at 10 a.m. in the Linhart Hall of Cankarjev Dom, Prešernova cesta 10, 1000 Ljubljana.

Agenda:

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

Resolution proposal:

1.

Attorney Uroš Pogačnik from a Grosuplje-based Law Firm Čeferin, Pogačnik, Novak, Koščak in partnerji, o.p., d.o.o. shall be elected Chairman of the General Meeting, and Gregor Mavsar and Barbara Jama Živalič as officials responsible for counting the votes.

The General Meeting is informed that the notarial protocol will be drawn up by Bojan Podgoršek, Notary Public from Ljubljana.

2. Presentation of Annual Report 2020 and the Supervisory Board's Feedback – Annual Report Verification Results; information on remuneration of members of management and supervisory bodies; use of profit for appropriation and granting of approval

Resolution proposal:

2.1.

The profit for appropriation as of 31st December 2020, amounting to € 45,355,156.00 will be distributed as follows:

- part of the profit for appropriation amounting to € 45,222,716.00 will be distributed as dividend payments to shareholders: gross dividend of € 22.00 per share (own shares do not participate);
- the remaining amount of € 132,440.00 and any amounts which may result from the number of own shares on the date the shareholders are entitled to receive dividends, and from rounding off the payment figures, will be transferred to other profit reserves.

The company will pay out dividends on 6th August 2021 to all shareholders registered at KDD (Central Securities Clearing Corporation) as of 5th August 2021.

2.2.

The General Meeting has granted approval of the performance of duties by the Management Board in the financial year 2020.

2.3.

The General Meeting has granted approval of the performance of duties by the Supervisory Board in the financial year 2020.

3. The Management Board's report on activities undertaken in relation to the findings from the Shareholder Report on the Special Audit, pursuant to Resolution 2.3. adopted at the 32nd General Meeting of 28 December 2020**– 4. Information to the General Meeting of Petrol d.d., Ljubljana regarding the new members of the Supervisory Board – employee representatives****Resolution proposal:****4.1.**

The General Meeting of Petrol, Slovenska energetska družba, d.d., Ljubljana shall be informed that at the 44th meeting of the Workers' Council of Petrol, Slovenska energetska družba, d.d., Ljubljana of 4 December 2020 Alen Mihelčič, Robert Ravnihar and Marko Šavli were elected as employee representatives to the Supervisory Board of Petrol, Slovenska energetska družba, d.d., Ljubljana for the term of office from 23 February 2021 to 22 February 2025.

5. Payment to members of the Supervisory Board**Resolution proposal:****5.1.**

1. Each member of the Supervisory Board shall receive the gross meeting fee of EUR 275 for their participation at the session. The Supervisory Board members shall receive a meeting fee of 80% of the amount of the meeting fee for their participation at the session of the Supervisory Board. The correspondence session meeting fee equals 80% of the usual meeting fee. Each Supervisory Board member is, regardless of the above and regardless of the frequency of participations at sessions, eligible in each financial year for the payment of meeting fees, until the total amount of the meeting fees reaches 50% of the basic payment for the function of Supervisory Board member on an annual level. Each Supervisory Board member who is also a member of a committee or committees of the Supervisory Board is, regardless of the above and regardless of the frequency of participations at the Supervisory Board and committee sessions, eligible in each financial year for the payment of meeting fees, until the total amount of the meeting fees from their participation at the Supervisory Board and committee sessions reaches 75% of the basic payment for the function of Supervisory Board member on an annual level.
2. In addition to the meeting fees, the Supervisory Board members shall also receive the basic payment for performing the respective function in the gross annual amount of EUR 15,000 for each member. The chair of the Supervisory Board is also eligible to receive 50% of the basic payment for performing the function of Supervisory Board member, while the vice-chair/deputy chair of the Supervisory Board is eligible to receive 10% of the basic payment for performing the Supervisory Board member function.

The Supervisory Board committee members shall receive extra payment for performing their respective functions, which is 25% of the basic payment for performing the function of Supervisory Board member. The chair of the committee is also eligible to receive 37.5% of the basic payment for performing the respective function of Supervisory Board member. Each Supervisory Board committee member is, regardless of the above and regardless of the frequency of participations at committees, either as a member or chair, eligible in each financial year for the payment of extra fees for the performance of their function, until the total amount of the extra payments reaches 50% of the basic payment for the function of Supervisory Board member on an annual level. If the mandate of each Supervisory Board member is shorter than the financial year, then each Supervisory Board committee member is, regardless of the above and regardless of the frequency of participations at committees, either as a member or chair, eligible in each financial year for the payment of extra fees for the performance of their function, until the total amount of the extra payments reaches 50% of the basic payment for the duration of the mandate in the respective financial year.

External Supervisory Board committee members are eligible to receive meeting fees like the other committee members, and the basic payment for the performance of the function in the amount of 30% of the annual basic payment for each Supervisory Board member (without extra payment for committee work).

3. In addition to the above, the Supervisory Board members are also eligible to receive extra payments for special tasks. Special tasks are tasks which are highly complex and take an unusually long time to be carried out, generally at least one month. The Supervisory Board authorises itself to decide on the assignment of special tasks to each Supervisory Board member at their given consent, on the duration of the special tasks and on the extra payment for special tasks, in line with this resolution of the general assembly. The Supervisory Board authorises itself to decide on the extra payments for special tasks of the Supervisory Board members due to objective circumstances of the company. Extra payments for special tasks are allowed only for the time when they are actually carried out, the decision of which can exceptionally be adopted by the Supervisory Board retrospectively (especially in the case of special tasks due to the objective circumstances of the company), but no earlier than the previous financial year. Extra payments for special tasks may, in total, amount to a maximum of 50% of the basic payment for the function of Supervisory Board member in each financial year for every Supervisory Board member (regardless of the number of special tasks). The extra payment for each special task is determined by taking into account the complexity of the task and the related increased workload and responsibility. Extra payments are always appropriately and proportionally calculated for the period of their actual performance.
4. Supervisory Board members receive the basic payment, the extra payment for performing their function, and the extra payment for special tasks, in proportional monthly payments to which they are eligible, as long as they perform the function and/or special task. The monthly payment equals 1/12 of the above annual amounts. Extra payments for special tasks may, based on the circumstances, also be paid in a one-off total eligible amount following the performance of the special task.
5. The restriction of the total amount of meeting fees or extra payments to each Supervisory Board member does not affect their obligation to actively participate at all sessions of the Supervisory Board and committees of which they are a member, or their statutory responsibility.

6. The Supervisory Board members can be reimbursed for travel and accommodation costs that incur in connection with their work in the Supervisory Board, up to the amount defined in the regulations that govern the reimbursement of costs of work and other income that is not included in the taxable amount (provisions that are applicable for travel and accommodation on missions). The amount to which a member of the Supervisory Board is entitled, based on the cited regulation, is grossed-up, thus the net payment represents the reimbursement of the actual travel costs. Mileage is determined by considering the distance between places, calculated on the public web page of AMZS. Accommodation costs may only be reimbursed if the distance from the permanent or temporary residence of the Supervisory Board member or Supervisory Board committee member to the place of work is at least 100 kilometres, if the member was not able to return because there was no public transport option at the time, or due to other objective reasons.
7. This resolution enters into force on the day of its adoption at the general assembly. Resolution no. 5.1, as adopted by the general assembly on 18 April 2019, is thus repealed.

Resolution under point 1 is proposed by the Management Board, resolutions under points 2 and 4 are proposed by the Management Board and the Supervisory Board, resolution under point 5 is proposed by Supervisory Board. Pursuant to Article 304 of the Companies Act (ZGD-1), the 33rd General Meeting of Shareholders of PETROL, Slovenska energetska družba, d.d., Ljubljana shall be attended by Bojan Podgoršek, Notary Public from Ljubljana.

Information for shareholders:

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

Papers for the General Meeting, including resolution proposals with explanations, Annual Report, the Supervisory Board's report, a governance statement and other papers defined in paragraph 2, Article 297.a of the Companies Act (ZGD-1) are available for shareholders in the information office at the company's headquarters in Ljubljana, Dunajska cesta 50, each workday from 10 a.m. to 1 p.m., from 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, explanations of the resolution proposals and other papers are also posted on the website of the Ljubljana Stock Exchange (Ljubljanska borza d.d.) <http://seonet.ljse.si>. The notice to convene the General Meeting is also posted on the website of AJPES. The information set out in paragraph 3, Article 296 of the Companies Act (ZGD-1) and the exhaustive information relating to the shareholders' rights to request additional items on the agenda, to submit counter-proposals and electoral proposals, and to be informed (paragraph 1, Article 298, paragraph 1, Article 300, Articles 301 and 305 of the Companies Act - ZGD-1) is posted on the company's website and on the above-mentioned website of the Ljubljana Stock Exchange.

Shareholders' requests and proposals

The shareholders whose total interest accounts for one-twentieth of the company's share capital may make a written request that an additional item be included on the agenda, within seven days from publishing the notice to convene the General Meeting. The request must be accompanied by a written proposal of the resolution to be adopted by the General Meeting, or, if for a particular item on the agenda the General Meeting does not adopt a resolution, an explanation regarding this item. Pursuant to paragraph 3, Article 298 of the Companies

Act (ZGD-1), the Management Board will publish additional items on the agenda, for which requests will be sent not later than within seven days from publishing this notice to convene the General Meeting. Shareholders may also submit their requests for additional agenda items by e-mail to the following address: skupscina@petrol.si.

Shareholders may submit written proposals of resolutions and electoral proposals with respect to each agenda item. The Management Board shall publish, in the same manner as this notice to convene the General Meeting, the proposals of shareholders sent to the company within seven days from publishing the notice to convene the General Meeting. Such a proposal shall be reasonably argued and the shareholder shall give notification that he/she will oppose the proposal by the Management or Supervisory Board at the General Meeting, and that he/she will prevail upon other shareholders to vote for his/her proposal. Pursuant to Article 301 of the Companies Act (ZGD-1), an electoral proposal shall not require justification. A shareholder's proposal shall be published and announced in the manner set out in Article 296 of the Companies Act (ZGD-1) only if the shareholder has submitted to the company a reasonably grounded proposal within seven days from publishing the notice to convene the General Meeting. Shareholders may also send their resolution proposals and electoral proposals by e-mail to the following address: skupscina@petrol.si.

Requests for an additional item to be included on the agenda, and resolution proposals and electoral proposals to be submitted by e-mail, shall be sent in a scanned form as attachment, and must contain a personal signature of a natural person, or, in the case of a legal entity, a personal signature of a representative and a stamp/seal if used by such a legal entity. 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 may exercise their right to be informed pursuant to paragraph 1, Article 305 of the Companies Act (ZGD-1).

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

Only those shareholders who have registered, personally or through proxy, for the General Meeting and whose application has been received by the Management Board at least by the end of the fourth day prior to the General Meeting, i.e. by **18th April 2021** inclusive, and who are registered in the Central Book-Entry Securities Register as of the end of day **15th April 2021**, shall be entitled to participate in the General Meeting and exercise their voting rights. The applications shall be sent by post to the following address: Petrol d.d., Ljubljana, Uprava družbe – za skupščino, Dunajska cesta 50, 1527 Ljubljana, so that the Management Board receives them not later than by the end of the fourth day prior to the General Meeting. Applications sent through electronic media will not be valid. Only applications containing original signatures of the shareholders and/or representatives or proxies will be deemed to be valid. Application forms are available on the company's website, and are also obtainable free of charge at the company's headquarters in Ljubljana, Dunajska cesta 50 (information office) each workday from 10 a.m. to 1 p.m. from publishing the notice to convene the General Meeting to the day of the General Meeting.

Each shareholder entitled to attend the General Meeting may authorise a proxy to register for attendance and attend the General Meeting on behalf of the shareholder, and to exercise the shareholder's voting rights. Such authorisation shall be given in writing and submitted to the company to be stored by it. The application and authorisation forms are available on the company's website. Shareholders may also obtain these forms free of charge from the information office at the headquarters of the company in Ljubljana, Dunajska cesta 50, each workday from 10 a.m. to 1 p.m. 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 by post, it suffices that the authorisation form is sent by e-mail to the following address: skupscina@petrol.si, in a scanned form as attachment, and must contain the personal signature of a natural person, or, in the case of a legal entity, a personal signature of a representative and a stamp/seal if used by such a legal entity. 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. A shareholder is entitled to revoke the authorisation in the same manner as when submitting it, at any time before the day of the General Meeting.

Upon request, shareholders and/or their representatives or proxies must produce a personal identity document and written authorisation; a statutory representative must also produce an extract from the Register of Companies or Business Register.

As of the day of convocation of the General Meeting, the company has 2,086,301 ordinary registered no-par value shares outstanding. In accordance with the law, each ordinary share entitles its holder to one vote at the General Meeting. As of the day of convocation of the General Meeting, the company holds 30,723 own non-voting shares.

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

Should a quorum not be present at the proposed time of the General Meeting, the General Meeting will be adjourned and resumed at 12 o'clock on the same day and at the same premises. In such a case the General Meeting shall be deemed to have a quorum, regardless of the number of shareholders present or represented.

Pursuant to Point 6.2, Chapter 6 (RELATIONS WITH SHAREHOLDERS) of the Slovenian Corporate Governance Code for Public Limited Companies dated 27th October 2016, 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 managerial or supervisory bodies.

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

Nada Drobne Popović
President of the Management Board