

STATEMENT OF CONFORMITY WITH THE CORPORATE GOVERNANCE CODE

The company Petrol d.d., Ljubljana, hereby makes its statement of conformity with the Corporate Governance Code

In the period from 1 January 2020 to 31 December 2020, the Company was bound by the Slovene Corporate Governance Code for Listed Companies (hereinafter 'the Code') as jointly drawn up and adopted by the Ljubljana Stock Exchange and the Slovene Directors' Association on 27 October 2016. The Code entered into force on 1 January 2017. It is available both in Slovene and in English from the website of the Ljubljana Stock exchange at <https://ljse.si/en>. The Company has not adopted a corporate governance code of its own. It is managed in accordance with the Companies Act and within the framework of the above Code. In compliance with the recommendations of the applicable Code, the Supervisory Board and the Management Board drew up and, at the Supervisory Board meeting of 23 November 2010, adopted the Corporate Governance Policy of Petrol d.d., Ljubljana, which was published via the Ljubljana Stock Exchange SEOnet information system on 28 December 2010. The policy was updated at the Supervisory Board meetings of 12 December 2013, 11 December 2014, 15 December 2016, 14 December 2017, 13 December 2018, 12 December 2019 and 28 January 2021, and published via the Ljubljana Stock Exchange SEOnet information system (the version currently in force is available at https://seonet.ljse.si/default_sl.aspx?doc=LATEST_PUBLIC_ANNOUNCEMENTS&doc_id=73773) on 23 December 2013, 13 January 2015, 23 December 2016, 29 December 2017, 31 December 2018, 31 December 2019 and 24 February 2021, respectively. It is also available, in Slovene and in English, from the website of Petrol d.d., Ljubljana (<https://www.petrol.eu/>).

Statement of compliance with the Code

The company conducts its operations in compliance with the Code, i.e. both with its guiding principles and recommendations. Any deviations or partial deviations from the Code are listed and explained below:

- The Company is yet to perform an external assessment of the adequacy of the Corporate governance statement, but the latter is expected to be performed in 2021 (the Code: Corporate Governance Statement and Statement of Compliance with the Code, paragraph 5.7).
- The Company did not carry out an organised collection of proxy notices for the 32nd General Meeting due to the specifics of the matters discussed, pandemic-related issues related to calling the General Meeting and timing constraints, although it otherwise does so as standard practice (the Code: General Meeting, paragraph 8).
- In its Rules of Procedure, the Supervisory Board has not set the scope of topics and timeframes to be respected by the Management Board in its periodic reporting. The topics are already laid down in the Company's annual financial calendar rather than in the Rules of Procedure. In addition to the Financial Calendar, which is published on SEOnet, the Supervisory Board adopts an extended version of the calendar comprising additional topics and timeframes applicable to the Supervisory Board and its committees and, as such, representing a coherent and comprehensive working plan of this body (the Code: Supervisory Board's Tasks, first sentence of paragraph 12.3).
- Due to a high degree of data confidentiality and to ensure a higher standard of communication with Supervisory Board members, information technology is seldom used to convene meetings and distribute Supervisory Board documents. It will be introduced as soon as all members of the

Supervisory Board and its committees are equipped with sufficiently secure connections and protocols to prevent unauthorised access to documents and, where necessary or desirable, to securely provide themselves with printed documents (the Code: Supervisory Board's Tasks, paragraph 12.5).

- When setting up committees, the Supervisory Board did not define their tasks. For the Audit Committee, these have already been defined in laws and recommendations and, specifically, in each annual work programme of the Audit Committee which is approved by the Supervisory Board. The Human Resources and Management Board Evaluation Committee performs all of its tasks as decided by the Supervisory Board on a case-by-case basis (the Code: Supervisory Board Committees, first sentence of paragraph 18.2).
- For the large part of the year (until 13 November 2020), the Company did not have in place particular rules and a corporate communication strategy that would also contain rules on the protection of confidentiality, trade secrets and inside information that would clearly define information flow inside the Company, along with the recording and supervision of access to inside information from origin to public announcement, and contain warnings that the information has not been publicly disclosed yet and therefore constitutes inside information. The Company did have in place the Rules on the Safeguarding of Trade Secrets at the Petrol Group, and everybody that was in any way whatsoever linked to inside information was required to keep this information confidential as they were included on the insider list and could be penalised on various grounds, depending on whether they were external contractors, employees, Management Board members or Supervisory Board members. On 13 November 2020, the Company's management adopted the Petrol Inside Information Management Guidelines, the purpose of which is to assist in identifying information that constitutes inside information and present rules on handling such information, but most importantly to define inside information and other important information which, even though it does not possess all the characteristics of inside information, requires special treatment in order to ensure equal information of the investor public (so-called other sensitive information), to determine a non-exhaustive list of contents constituting typical examples of inside information or typical examples of other sensitive information, to designate inside information and other sensitive information as a trade secret in accordance with the Trade Secrets Act (ZPosS), to lay down guidelines for the handling of inside information, to define the role of the person in charge of the correct implementation of regulations in the field of inside information together with their tasks, to specify restrictions on trading in Petrol's shares and obligations to disclose trading in Petrol's shares, all with the aim of ensuring the effective implementation of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse ("Market Abuse Regulation") and the acts adopted based thereon (The Code: The Company's Corporate Communication Strategy (indents 1 and 2 of paragraph 27.2)).
- Before the Petrol Inside Information Management Guidelines referred to in the previous point were adopted on 13 November 2020, the Company had not had an internal act or adopted rules that would restrict trading in the Company's shares in addition to legal provisions and regulations. The Petrol Inside Information Management Guidelines now stipulate – in addition to legal provisions and regulations – a closed trading window, namely a period of 30 days prior to the publication of the quarterly, semi-annual, nine-month and annual reports on the operations of Petrol and the Petrol Group; 30 days before the publication of the Petrol Group's strategy and 30 days before the publication of the Petrol Group's business plan and key targets for the next calendar year. During open trading windows, trading in the Company's shares is allowed only if the person does not have inside information that has not yet been made public. Each person with access to inside information is obliged to judge for themselves when they are in possession

of inside information and when, in view of the availability of inside information, they and their related persons are prohibited from trading in Petrol shares. Persons having access to inside information sign a special statement to keep inside information confidential. In accordance with the requirements of the Securities Market Agency, the Company keeps a list of persons with access to inside information, which is always up-to-date. The Company has laid down and enforced the highest ethical standards and values which are communicated to the persons having access to inside information (The Code: Trading Restrictions with Shares, paragraph 27.3.).

- The Company provides prompt information about its financial and legal situation through public announcements, but it does not report on operational estimates as this is inconsequential as long as its operations are in line with the applicable strategy and annual work programme. In the event of deviations, the Company would immediately make a public announcement to inform interested stakeholders of other business events, impacts and deviations (the Code: Public Announcement of Important Information, indent 3 of paragraph 29.1).
- The Company has not published the applicable wording of the rules of procedure of its bodies on its website. The Management Board and the Supervisory Board discussed the benefits of this recommendation and view the Supervisory Board's Rules of Procedure and the Management Board's Rules of Procedures as texts which are updated on a regular basis and are intended for the sole use of these bodies. Moreover, any external assessment of these documents by third parties would have been inappropriate due to their not being familiar with the needs of these bodies. The General Meeting Rules of Procedure were adopted at the first general meeting of the joint-stock company Petrol d.d., Ljubljana in 1997. They are always available during the general meeting and do not contradict the Companies Act, which lays down, through peremptory provisions, all elements concerning the running of a general meeting, making it sufficient to have the rules of procedure available only during each general meeting (the Code: Public Announcement of Important Information, paragraph 29.9).

Sašo Berger
President of the Supervisory Board

Nada Drobne Popović
President of the Management Board

Ljubljana, 18 March 2021