

CLEAN COPY OF THE AGENDA INCLUDING THE REQUEST TO AMEND THE AGENDA, WHICH WAS SUBMITTED BY SLOVENE SOVEREIGN HOLDING WITHIN THE STATUTORY DEADLINE (AGENDA ITEM 6 WAS ADDED), AND WORKING PAPERS UPDATED WITH ITEM 6

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 Ravnikar 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.

6. Taking note of a resignation and election of a new member of the Supervisory Board of Petrol d.d., Ljubljana

Resolution proposal:

6.1

The General Meeting shall take note of the resignation notice submitted by Branko Bračko on 25 March 2021 in which he resigned irrevocably as member of the Supervisory Board of Petrol d.d., Ljubljana.

6.2

The General Meeting shall appoint Dr Janez Žlak as Supervisory Board member and shareholder representative for a four-year term of office, effective 22 April 2021.

The resolution under item 1 is proposed by the Management Board, the resolutions under items 2 and 4 are proposed by the Management Board and the Supervisory Board, the resolution under item 5 is proposed by the Supervisory Board, and the resolution under item 6 is proposed by Slovene Sovereign Holding, a shareholder whose total interests account for one-twentieth of the share capital, based on its request to amend the agenda subsequent to the convening of the General Meeting. 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.

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

Nada Drobne Popović
President of the Management Board