

## **SLOVENE SOVEREIGN HOLDING**

In accordance with Article 19 of the Slovene Sovereign Holding Act (ZSDH-1) and the Companies Act (ZGD-1) and with reference to the convening of the 33<sup>rd</sup> General Meeting of Petrol d.d. to be held on 22 April 2021 at 10 a.m. in the Linhart Hall of Cankarjev Dom, Prešernova cesta 10, 1000 Ljubljana, Slovene Sovereign Holding (hereinafter referred to as the Proposer or SSH), in its own name and in the name and on behalf of the Republic of Slovenia, hereby submits the following

### **REQUEST TO AMEND THE AGENDA** of the 33<sup>rd</sup> General Meeting of Petrol d.d.

#### **I.**

#### **(Fulfilment of conditions in Article 298(1) of the Companies Act)**

The Republic of Slovenia owns 225,699 shares, or 10.8181% of the share capital of PETROL d.d. In accordance with Articles 18 and 19 of the Slovene Sovereign Holding Act, SSH represents the Republic of Slovenia on behalf of and for the account of the latter.

SSH owns 264,516 shares, or 12.6787% of the Company's share capital.

Considering the total interests represented by SSH, its legal interest to submit a request to amend the agenda is thus demonstrated.

#### **II.**

#### **(Subject of the request to amend the agenda)**

**The Proposer requests that the agenda of the 33<sup>rd</sup> General Meeting be amended by placing an additional item on the agenda. After current item 5 of the agenda, a new item 6 shall therefore be added which shall read as follows:**

#### **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.

### **Substantiation:**

At the General Meeting of 28 December 2020, the following Supervisory Board members were appointed:

- Alenka Urnaut Ropoša, for a period from 11 April 2021 to 11 April 2025
- Branko Bračko, for a period from 11 April 2021 to 11 April 2025
- Borut Vrvišar, for a period from 11 April 2021 to 11 April 2025
- Aleksander Zupančič, for a period from 11 April 2021 to 11 April 2025
- Mario Selecky, for a period from 11 April 2021 to 11 April 2025
- Mladen Kaliterna, for a period from 16 July 2021 to 16 July 2025

On 25 March 2021, Branko Bračko submitted his resignation notice, which is why the Proposer requests that the agenda of the General Meeting be amended by including a resolution proposal concerning additional item 6, in which it is proposed that the General Meeting take note of the resignation of Supervisory Board member Branko Bračko and that Dr Janez Žlak be appointed as new Supervisory Board member.

Dr Janez Žlak holds a PhD degree in Chemistry and Chemical Engineering (Faculty of Chemistry and Chemical Engineering of the University of Maribor), a MSc degree in Economics (Faculty of Economics, University of Ljubljana), he is a specialist in mechanical engineering, and an energy specialist (Faculty of Mechanical Engineering of the University of Maribor). He started his career in Termoelektrarna Trbovlje, d. o. o. (TET) as the Shift Operations Manager, was then promoted to the Project Director and later became the Deputy to TET's Director. In 2016, he assumed the position of the Managing Director of RTH - Rudnik Trbovlje-Hrastnik, d. o. o., and three years later became its liquidator. He was employed at Petrol, d. d., holding the position of the Executive Director of Energy and Environmental Systems. He has rich experience in managing companies, organising business processes and leading staff, human resources management and in managing energy projects. He has passed several professional exams (the exam under the Construction Act, the exam for the Technical Manager of an energy facility, the exam in pedagogy and andragogy, the exam for an energy broker) and completed trainings for members of Supervisory Board and internal auditor. He is also the President of the Supervisory Board of Eles, d. o. o. He has been president of SSH Management Board since 7 October 2020.

The candidate has already been scrutinised by the Human Resources and Management Board Evaluation Committee of the Supervisory Board of Petrol d.d. and by SSH Personnel Committee, and was considered to be appropriate by both bodies.

### **III.**

#### **(Request to amend the agenda and publication)**

The Proposer calls on the Management Board of Petrol d.d. to accept its request for the agenda of the General Meeting to be amended, to publish the additional item in accordance with Article 298(3) and (4) of the Companies Act for discussion at the General Meeting, and to

publish a clean copy of the agenda in the same manner as it published the notice convening the General Meeting.

In Ljubljana, 25 March 2021

p.p. Vanessa Grmek

Management Board member

Enclosures:

- Authorisation, dated 25 March 2021
- Declaration of a candidate for a Supervisory Board member on fulfilling conditions for nomination and their consent for nomination, dated 25 March 2021

SLOVENE SOVEREIGN HOLDING  
MALA ULICA 5, PO Box 139  
1001 LJUBLJANA  
SLOVENIA

## AUTHORISATION

Slovene Sovereign Holding, Mala ulica 5, 1000 Ljubljana, registration number 5727847, represented independently by Management Board president Dr Janez Žlak, hereby

authorises

Vanessa Grmek, SSH Management Board member,

to submit a request for the agenda of the 33<sup>rd</sup> General Meeting of Petrol d.d. to be amended, on behalf and for the account of the Republic of Slovenia and SSH and at its own discretion (both as regards the submission of the request and its content).

In Ljubljana, 25 March 2021

Slovene Sovereign Holding  
President of the Management Board  
Dr Janež Žlak

SLOVENE SOVEREIGN HOLDING  
MALA ULICA 5, PO Box 139  
1001 LJUBLJANA  
SLOVENIA

SSH  
PERSONNEL  
COMMITTEE  
PORTAL

**DECLARATION OF A (POTENTIAL) CANDIDATE FOR A SUPERVISORY BOARD  
MEMBER ON FULFILLING CONDITIONS FOR NOMINATION AND THEIR CONSENT  
FOR NOMINATION/EVALUATION**

I, the undersigned: Dr Janez Žlak

Residing: Klek 33/a, 1420 Trbovlje

**declare**

that no circumstances exist which would prevent me from being nominated and elected a Supervisory Board member of Petrol d.d. In particular, I fulfil the following conditions for nomination and appointment:

- within the period of five years preceding the time of application, I have not been convicted by way of a final judgement of a criminal offence in relation to the economy, labour relations and social security, legal transactions, property, the environment, physical space and natural resources, and/or a period of more than two years has passed since the completion of a sentence served in relation to the above (Article 255 of Companies Act<sup>1</sup>);
- at the time of the nomination, I am not subject to a preventive measure prohibiting me from the pursuit of the profession (Article 255 of the Companies Act);
- acting as a member of the management or supervisory body of a company against which bankruptcy proceedings have been instituted, I have not been pronounced liable to pay damages to the creditors in accordance with the provisions of the Companies Act, and/or a period of not less than two years has passed since the judgement became final (Article 255 of the Companies Act);
- I am not a member of a supervisory or management body in three or more companies (Article 273 of Companies Act);
- I am not a member of a management or supervisory body in a company in which Slovene Sovereign Holding has a majority shareholding or prevailing influence (Article 21 of the Slovene Sovereign Holding Act<sup>2</sup>);

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<sup>1</sup> The Companies Act (Official Gazette of the Republic of Slovenia No. 42/2006, as amended).

<sup>2</sup> The Slovene Sovereign Holding Act (Official Gazette of the Republic of Slovenia No. 25/2014).

- in the period of the previous six months, I have not held an office in a political party to which I was elected or appointed (Article 21 of the Slovene Sovereign Holding Act);
- I am not a member of the management or the supervisory bodies of the same company (Article 255 of Companies Act);
- I am not a member of the management or the supervisory bodies of its affiliated company (Article 273 of Companies Act);
- I am not a procurator or an authorised person of this company (Article 273 of Companies Act);
- I am not a member of the management board of another company with share capital in which a member of the management board of this company is on the supervisory board (Article 273 of Companies Act);
- if so determined in the Articles of Association or other article of incorporation, I fulfil conditions laid down in the Articles of Association (Article 273 of Companies Act);
- by assuming the position in the company concerned, I would not violate a competition ban in terms of Article 41 of Companies Act;
- I am not in any direct business relationship with the company for the Supervisory Board of which I am a candidate, or with its affiliated companies, except in cases of the sale of regular products and services in line with general terms applicable to all subjects in the market (Article 21 of the Slovene Sovereign Holding Act);
- I am not a member of supervisory or management bodies and an employee employed for an indefinite or fixed time period with legal entities which are in any kind of business relationship with the company for the Supervisory Board of which I am a candidate, or the company's affiliated companies, except in cases of the sale of regular products and services according to the general terms applicable to all subjects in the market (Article 21 of the Slovene Sovereign Holding Act);
- I do not perform a function which, according to the act governing the integrity and prevention of corruption, under the Slovene Sovereign Holding Act or another act, is incompatible with membership within a supervisory body or corporate governance body, and who has not performed such a function in the previous six months (Article 21 of the Slovene Sovereign Holding Act).
- I am familiar with the rights and obligations of members of supervisory boards;
- I am or will be available during the performance of my function;

- I have sufficient experience and knowledge to be able to perform the duties of a Supervisory Board member of the company concerned.

I expressly declare to have agreed with the nomination procedure and the nomination and/or the evaluation procedure and appointment to the position of Supervisory Board member of Petrol d.d.

Name and Surname: Dr Janez Žlak

Signature: \_\_\_\_\_

Date: 25 March 2021