

The Management Board of PETROL d.d., Ljubljana, pursuant to a shareholder's request to convene a general meeting of shareholders of Petrol d.d., Ljubljana, received from the shareholder Slovenski državni holding d.d., Mala ulica 5, Ljubljana on 8<sup>th</sup> November 2019, and pursuant to its resolution of 11<sup>th</sup> November 2019 regarding the date, place and proposal for the election of working bodies (in accordance with the shareholder's authorisation)

invites shareholders to attend

**30<sup>th</sup> General Meeting of Shareholders of PETROL, Slovenska energetska družba, d.d., Ljubljana,**

to be held at 10.00 a.m. on Thursday, 12<sup>th</sup> December 2019, at the premises of PETROL d.d., Ljubljana, conference hall, Dunajska cesta 48, 1000 Ljubljana.

**Agenda:**

**1. Opening of the General Meeting and Election of Working Bodies**

**Resolution Proposal**

Attorney Uroš Ilić from Ljubljana is elected chairman of the General Meeting; Robert Ernestel and Barbara Jama Živalič are elected officials responsible for counting the votes.

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

**2. Detailed Information Relating to the Reasons for the Early Termination of Terms of Office of the President and Members of the Management Board of Petrol d.d., Ljubljana**

**Resolution Proposal:**

"Based on Article 305 of the Companies Act, the General Meeting has been informed in more detail of the reasons for the early termination of terms of office of the President and members of the Management Board of Petrol d.d., Ljubljana, with an emphasis on the causes, grounds and consequences of the early termination of the above-mentioned terms of office and key elements of the agreement on the early termination, concluded between the former Management Board and the Supervisory Board of Petrol d.d., Ljubljana."

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The resolutions under items 1 and 2 of the Agenda are proposed by the shareholder Slovenski državni holding d.d. in its request for convocation of a General Meeting, dated 8.11.2019.

**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 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](mailto: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](mailto: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 8<sup>th</sup> December 2019 inclusive, and who are registered in the Central Book-Entry Securities Register as of the end of day 8<sup>th</sup> December 2019, 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 or representatives/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 shareholder authorises the proxy holder to make an application on his behalf also for the General Meeting, the proxy authorisation must be sent by post. In other cases the authorisation form may also be sent by e-mail to the following address: [skupscina@petrol.si](mailto: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 / Business Register.

As of the day of convocation of the General Meeting, the company holds 2,086,301 ordinary registered no-par value shares. 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.

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Pursuant to Point 6.2, Chapter 6 (RELATIONS WITH SHAREHOLDERS) of the Slovenian Corporate Governance Code for Listed Companies dated 27<sup>th</sup> 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