

ZAVAROVALNICA TRIGLAV, D.D.  
MIKLOŠIČEVA CESTA 19, 1000 LJUBLJANA

## CORPORATE GOVERNANCE STATEMENT

The Corporate Statement below is included in the audit annual report of Triglav Group and Zavarovalnica Triglav, d.d. for 2021

### 1. Governance policy

The Company's reliable governance system, which is based on effective risk management, enables it to implement its business strategy. The main governance guidelines take into account the set long-term objectives. They are defined in the Company's Governance System and Policy, adopted by the Management and Supervisory Boards. The document is published on SEOnet, the Ljubljana Stock Exchange information system, and on the Company's official website ([www.triglav.eu](http://www.triglav.eu)).

### 2. Statement of Compliance with the Slovene Corporate Governance Code

In its operations in 2021, Zavarovalnica Triglav abided by the Slovenian Corporate Governance Code (hereinafter: the Code), which was adopted on 27 October 2016 and published in Slovenian and English on the Ljubljana Stock Exchange website at ([www.ljse.si](http://www.ljse.si)). Zavarovalnica Triglav's statement of compliance with the Code for 2021 is published on SEOnet and the Company's official website ([www.triglav.eu](http://www.triglav.eu)).

Zavarovalnica Triglav adheres to the provisions of the Code. For well-grounded reasons, the Company deviated from or did not comply with the following provisions of the Code as clarified by specific points of the Code:

- Point 5.7 of the Code relating to an external assessment of the appropriateness of the Corporate Governance Code by an independent institution:

The Corporate Governance Statement, as part of the annual report, is reviewed annually by an independent external auditor. Zavarovalnica Triglav is a regulated company whose operations are supervised by the Insurance Supervision Agency. In addition, one of its key functions is internal audit, which performs continuous and comprehensive supervision of the Company's operations in order to verify and assess whether the processes of risk management, control procedures and management of the Company are appropriate.

- Point 14.4 of the Code stipulating that at least once in every three years the supervisory board should ensure an external assessment in which it cooperates with an institution or external experts:  
Each year, the Supervisory Board, with the assistance of competent departments, carries out self-assessment of its work and the work of its committees and draws up a report. It takes a position on this and adopts an action plan to improve its functioning. At its discretion, the Supervisory Board also performs external assessment, in which it cooperates with relevant external experts.
- Point 19.6 of the Code relating to the prior approval of the Supervisory Board before the appointment of the members of the Management Board to the management or supervisory bodies in other companies:  
Pursuant to the resolution of the Supervisory Board, the members of the Management Board do not require the approval of the Supervisory Board prior to their appointment to the management or supervisory bodies of Zavarovalnica Triglav's direct and indirect subsidiaries and associates; however, the Management Board members promptly inform the Supervisory Board in writing about their appointment in accordance with point 1 of paragraph two of Article 62 of the Insurance Act (ZZavar-1).
- Point 23 of the Code stipulating that all supervisory board and committee members are independent:  
Two members of the Supervisory Board, both employee representatives, are not independent in accordance with point g) of Appendix B3 of the Code, as they have served on the Supervisory Board for more than three terms.

In its operations, the Company abides by the principles of the Insurance Code, available on the website of the Slovenian Insurance Association ([www.zav-zdruzenje.si](http://www.zav-zdruzenje.si)).

Zavarovalnica Triglav also has its own code, which presents its fundamental values and business principles in order to achieve its business objectives, strategic guidelines and competitive advantages in a fair and transparent manner and in compliance with the law and ethics. It is published on the Company's official website ([www.triglav.eu](http://www.triglav.eu)).

The Statement of compliance with the Slovenian Corporate Governance Code is available both on SEOnet and the Company's official website ([www.triglav.eu](http://www.triglav.eu)).

### 3. Management bodies of Zavarovalnica Triglav

The Company uses a two-tier governance system. Its management and supervisory bodies are as follows: **General Meeting of Shareholders**, **Management Board** and **Supervisory Board**. They operate in compliance with the primary and secondary legislation, the Articles of Association and adopted rules of procedure. Zavarovalnica Triglav's Articles of Association are published on its official website ([www.triglav.eu](http://www.triglav.eu)).



### 3.1. General Meeting of Shareholders

Shareholders of Zavarovalnica Triglav exercise their rights in respect of matters concerning the Company through the General Meeting of Shareholders, which is convened at least once a year, by the end of August at the latest. The General Meeting of Shareholders may also be convened in other circumstances provided by law and the Articles of Association, and when it is in the interest of the Company.

The powers and operation of the General Meeting of Shareholders are set out in the Companies Act and the Articles of Association. The latter does not lay down any specific provisions for the adoption of amendments.

Each share of Zavarovalnica Triglav gives its holder the right to:

- one vote at the General Meeting of Shareholders,
- proportional dividends from the profit intended for the dividend payment and
- a proportional share from the remaining bankruptcy or liquidation estate in the event of bankruptcy or liquidation.

All shareholders who are entered in the share register managed by KDD – Centralno klirinška depotna družba d.d. not later than by the end of the seventh day before the date of the General Meeting of Shareholders have the right to attend the General Meeting. They may exercise their voting right provided that they register their attendance not later than by the end of the fourth day before the date of the General Meeting of Shareholders.

The rights and obligations attached to the shares as well as the notes on the restriction of transfer of shares and on reaching a qualifying holding are described in Section 6.2 *Equity* herein. See the Insurance Act for further details.

In accordance with the Financial Instruments Market Act, the following three shareholders of Zavarovalnica Triglav hold a qualifying holding (as at 31 December 2021):

- Zavod za pokojninsko in invalidsko zavarovanje Slovenije (Institute of Pension and Invalidity Insurance of Slovenia; hereinafter: ZPIZ) is the direct holder of 7,836,628 shares or 34.47% of the Company's share capital. Its stake remained unchanged in 2021. On behalf and for the account of ZPIZ, the shareholder's rights attached to the shares were managed by Slovenski državni holding d.d. (hereinafter: SDH).

- SDH is the direct holder of 6,386,644 shares or 28.09% of the Company's share capital. Its stake remained unchanged in 2021.
- Erste Group Bank – PBZ Croatia Osiguranje OMF account – a fiduciary account, Vienna, holds 1,526,190 shares or 6.71% of the Company's share capital.

According to the data available, as at the reporting date Zavarovalnica Triglav had no other shareholders whose interests exceeded 5.00% of the share capital, nor any issued securities that would grant their holders special control rights.

### **General Meeting of Shareholders in 2021**

Zavarovalnica Triglav's shareholders met once in 2021, i.e. on 25 May 2021, at the 46th General Meeting of Shareholders. The total number of shares and voting rights represented at the General Meeting of Shareholders was 18,198,597 or 80.05% of all shares to which the voting rights are attached. The General Meeting of Shareholders was briefed on:

- Annual Report of the Triglav Group and Zavarovalnica Triglav d.d. for 2020,
- the opinion given by the audit firm,
- Annual Internal Audit Report of the Internal Audit Department of Zavarovalnica Triglav d.d. for 2020,
- Report of the Supervisory Board of Zavarovalnica Triglav d.d. on the Verification of the Annual Report of the Triglav Group and Zavarovalnica Triglav d.d. for 2020,
- Opinion of the Supervisory Board on the Annual Internal Audit Report of the Internal Audit Department of Zavarovalnica Triglav d.d. for 2020.

The shareholders adopted a resolution on the following distribution of the accumulated profit of EUR 89,624,175.26 as at 31 December 2020:

- A part of accumulated profit in the amount of EUR 38,649,751.60 shall be allocated for dividend payments. The dividend of EUR 1.70 gross per share shall be paid to the shareholders appearing in the share register as at 9 June 2021. As at 10 June 2021, the Company provided funds for the payment of all dividends to the account of KDD – Centralno klirinška depotna družba d.d.
- The distribution of the remaining accumulated profit of EUR 50,974,423.66 shall be decided in the next few years.

The shareholders granted a discharge for the 2020 financial year to both the Management Board and the Supervisory Board of Zavarovalnica Triglav d.d. and adopted amendments to the Company's Articles of Association.

The General Meeting of Shareholders took note of the resignation of the Supervisory Board member Nataša Damjanovič, dated 18 June 2020, and of the expiry of the term of office as of 13 June 2021 of four Supervisory Board members, shareholder representatives: Andrej Andoljšek, Milan Tomaževič, Žiga Škerjanec and Mario Gobbo.

Andrej Andoljšek, Tomaž Benčina, Branko Bračko, Peter Kavčič and Jure Valjavec were appointed new Supervisory Board members, shareholder representatives, for the four-year term of office, starting as of 14 June 2021.

At the General Meeting of Shareholders, the Pan-Slovenian Shareholders' Association (VZMD) announced an action to set aside resolution No. 3.1. The Company did not receive any lawsuit.

### 3.2. Management Board

The Management Board manages the Company independently and at its own responsibility, and presents and represents the Company without limitations. In legal transactions, the Company is always jointly presented and represented by two members of the Management Board, one of whom is its President.

Any person fulfilling the requirements stipulated by the Insurance Act, the Companies Act and the applicable documents of the Company may be appointed to the Management Board as its President or member. The fit and proper criteria, which the Management Board members and other individuals are required to meet, are clearly defined in the Fit and Proper Policy for the Management and Supervisory Board Members of Zavarovalnica Triglav d.d., which sets out the fit and proper assessment procedure for Management Board members to be performed before the appointment, periodically, extraordinarily or after the appointment of an individual Management Board member. Furthermore, the policy determines the fit and proper assessment criteria and procedures for the Management Board as a collective body. With respect to the latter, the Supervisory Board takes into account the diversity of knowledge and competences, which not only allow comprehensive functioning of the Management Board, but also contribute to an appropriate variety of skills, knowledge and experience for professional management of the Company. All members are required to collectively possess the relevant knowledge and experience relating to insurance and financial markets, the business strategy and business models, governance systems, financial and actuarial analyses, risk management, and the regulatory and legal environment in which Zavarovalnica Triglav operates.

In February 2021, a preliminary fit and proper assessment was conducted for Marica Makoter as a candidate for the Management Board member, Worker Director, for a new five-year term of office. In November 2021, the other members of the Management Board (Andrej Slapar, Tadej Čoroli, Uroš Ivanc, Barbara Smolnikar and David Benedek) and the Management Board as a collective body were subject to periodic assessment. All members individually and the Management Board as a collective body were assessed as fit and proper.

The Diversity Policy is also taken into account when appointing an individual member of the Management Board. Its aim is to ensure complementarity and diversity in the Management Board by taking into account various qualifications, experiences and knowledge as defined in the Fit and Proper Policy for the Management and Supervisory Board Members of Zavarovalnica Triglav d.d. as well as to achieve gender balance and representation of various age groups. The gender balance in the Management Board, which is appropriate to the Company's size, the objectives it pursues and the procedures for selecting management body members and other procedures in the Company, is not predetermined. If several candidates meet the fit and proper criterion, the candidate who will contribute more to greater diversity of the Management Board will have priority. One of the important goals is that both genders are represented in the management body. A comprehensive approach enables prudent and careful management of the Company, thus achieving strategic objectives and ensuring long-term values for all key stakeholders. The Diversity Policy was taken into account in the reappointment of Marica Makoter as a Management Board member.

On 2 March 2021, the Supervisory Board reappointed Marica Makoter as the Management Board member, Worker Director, at the proposal of the Works Council. Her new five-year term began on 23 December 2021.

### **3.2.1. Composition and appointment of the Management Board**

In accordance with the Company's Articles of Association, the Management Board has no less than three and no more than six members, one of whom one is the president. The number of the Management Board members, their powers, the manner of representation and presentation, and the delegation of the Management Board's powers are determined by the Supervisory Board in the Management Board Rules.

The Management Board is appointed by the Supervisory Board. The term of office of individual Management Board members is up to five years, with the possibility of reappointment without limitation. Zavarovalnica Triglav has one Worker Director, who is a member of the Management Board.

The appointment or recall of an individual member or all members of the Management Board is proposed to the Supervisory Board by the President of the Management Board. Any individual member or President of the Management Board may be dismissed by the Supervisory Board if legal grounds for their dismissal have been established.

### **3.2.2. Management Board's powers to increase the share capital**

In accordance with the Company's Articles of Association, the Management Board is authorised to increase the share capital of Zavarovalnica Triglav by up to EUR 14,740,278.36 through new shares issued for cash contributions within five years of 28 May 2021. The issue of new shares, the amount of capital increase, the rights attached to the new shares and the conditions for issuing new shares are decided upon by the Company's Management Board with the consent of the Supervisory Board. Following a share capital increase, the Supervisory Board is authorised to amend the Company's Articles of Association.

### 3.2.3. Presentation of the Management Board, its functioning and powers

#### Composition of the Management Board in 2021

First and last name	Function	Area of work in the Management Board (as at 31 December 2021)	Start of term of office (the first)	End of term of office	Gender	Nationality	Date of birth	Education	Professional profile	Membership in the supervisory and/or management bodies of other companies
<b>Andrej Slapar</b>	President	Manages and directs the work of the Management Board and head office support departments (the Management Board Office, the Legal Office, the Internal Audit Department, the Corporate Communication Department and the Compliance Office). In charge of the Corporate Accounts Division, the Non-Life Insurance Division, the Triglav Group Subsidiary Management Division (excluding the subsidiaries outside Slovenia), HR matters related to the employees with special powers, arbitration, Nuclear Pool and the economic interest grouping of Slovenian insurance companies. Also responsible for the drawing up and implementation of the strategy of Zavarovalnica Triglav and the Triglav Group.	22 May 2013	12 November 2024	Male	Slovenian	1972	LL.B.	Management, strategic management, commercial law, insurance and reinsurance, actuarial science	
<b>Uroš Ivanc</b>	Member	In charge of the Risk Management Department and the Strategic Planning and Controlling Department, the Non-Life Insurance Development and Actuarial Department, and the Accounting and Finance divisions, excluding the Investment Department, and the Triglav Group Subsidiary Management Division – the subsidiaries outside of Slovenia. Also responsible for investor relations (IR) and relations with credit rating agencies, as well as for environmental, social and corporate sustainable development (ESG) activities.	14 July 2014	15 July 2024	Male	Slovenian	1975	MSc in business and organisation	Management and organisation, strategic management, insurance, financial management, financial markets and analyses, asset management, risk management	Triglav, upravljanje naložb in svetovalne storitve d.o.o. Triglav, Zdravstvena zavarovalnica d.d. Triglav INT d.o.o.
<b>Tadej Čoroli</b>	Member	In charge of the Marketing Division, the Business Intelligence and Client Relationship Management Division, the Non-Life Insurance Claims Division, the Insurance Sales Division and the Digitalisation, Processes and Technology Division.	29 July 2014	30 July 2024	Male	Slovenian	1975	LL.M.	Management, strategic management, commercial law, insurance, marketing	Pozavarovalnica Triglav Re d.d.
<b>Barbara Smolnikar</b>	Member	In charge of the Life Insurance Division and the Life Insurance Development and Actuarial Department. Also responsible for money laundering prevention and bancassurance.	17 October 2017	17 October 2022	Female	Slovenian	1967	PhD in management	Management, strategic management, banking, bancassurance, financial markets and analyses, risk management	Triglav, pokojninska družba d.d.
<b>David Benedek</b>	Member	In charge of the Strategic Procurement Department, the IT Division and the Investment Department. Also responsible for mergers and acquisitions (M&A).	29 August 2019	29 August 2024	Male	Slovenian	1973	MSc in business and organisation	Management, strategic management, banking, insurance, financial markets and analyses, corporate governance	Triglav Osiguranje, Zagreb d.d. Triglav, upravljanje naložb in svetovalne storitve d.o.o. Triglav, Upravljanje nepremičnin d.o.o. Triglav Skladi d.o.o. Diagnostični center Bled d.o.o.
<b>Marica Makoter</b>	Member and Worker Director	Represents the workers' interests as set out in the Worker Participation in Management Act. In charge of the Fraud Prevention, Detection and Investigation Department and the Change and Project Portfolio Management Department. Responsible for the Back Office Division and the Human Resource Management Division (excluding HR matters related to the employees with special powers).	21 December 2011	23 December 2026	Female	Slovenian	1972	LL.B.	Management, strategic management, commercial law, insurance, human resources and organisation, worker representation	Triglav Skladi d.o.o.

Andrej Slapar took over the position of the President of the Management Board eight years ago, and in 2021 all members of the Management Board (together) performed their function for an average of six years.

Data on the remuneration of the Management Board members are also disclosed in Section 5.6 of the Accounting Report. The basis for the remuneration of the Management Board is the Remuneration Policy of Zavarovalnica Triglav d.d., which is based on Directive 2009/138/EC – Solvency II, as amended by Directive 2012/23/EU, and Commission Delegated Regulation (EU) 2015/35 supplementing Directive 2009/138/EC.

The Remuneration Policy of Zavarovalnica Triglav d.d. is designed to ensure the maintenance of appropriate capital strength of the Company, encourage reliable and effective risk management, limit the assumption of risks exceeding the allowed risk limits of the Company, and provide for the acquisition and retention of appropriately professionally qualified, competent, responsible and engaged employees. The policy is the foundation for implementing a robust and reliable governance system, ensuring responsible long-term development and business integrity and transparency. In 2021, it was amended in accordance with the requirements of the Regulation on sustainability-related disclosures in the financial services sector and taking into account the Triglav Group's commitment to sustainability (ESG).

#### Composition and remuneration of the Management Board in 2021 (EUR)

Name and surname	Function	Fixed remuneration – gross (1)	Variable remuneration – gross			Deferred remuneration – gross (3)	Severance pay (4)	Benefits and SVPI (5)	Claw-back (6)	Total gross (excluding deferred income, bonuses and SVPI) (1+2+4-6)	Total net (excluding deferred income, bonuses and SVPI) (1+2+4-6)
			based on quantitative criteria	based on qualitative criteria	Total variable remuneration (2)						
Andrej Slapar	President	197,563	53,634	0	53,634	60,261	0	78,139	0	251,197	81,935
Uroš Ivanc	Member	188,487	50,953	0	50,953	57,248	0	49,819	0	239,440	83,244
Tadej Čoroli	Member	188,487	50,953	0	50,953	57,248	0	54,167	0	239,440	81,796
Barbara Smolnikar	Member	187,763	47,095	0	47,095	57,248	0	54,402	0	234,858	79,124
David Benedek	Member	187,798	26,652	0	26,652	35,211	0	55,352	0	214,450	72,253
Marica Makoter	Member	187,798	50,953	0	50,953	57,248	0	53,991	0	238,751	79,998
Benjamin Jošar	Member until 2 November 2017	0	3,857	0	3,857	0	0	0	0	3,857	2,254
<b>Total</b>		<b>1,137,896</b>	<b>284,097</b>	<b>0</b>	<b>284,097</b>	<b>324,464</b>	<b>0</b>	<b>345,870</b>	<b>0</b>	<b>1,421,993</b>	<b>480,604</b>

The disclosure does not include travel expenses, accommodation costs and daily allowance as, by their nature, they are not considered remuneration of the Management Board.

The data under item (2) contain the third portion of the bonus for 2017, the second portion of the bonus for 2018 and the first portion of the bonus for 2020, which were paid in 2021.

The data under item (3) contain the third portion of the bonus for 2018, the second and third portions of the bonus for 2019 and the second and third portions of the bonus for 2020, which will be paid out in the coming years. The data under item (5) contain the benefits and the supplemental voluntary pension insurance premium.

### 3.3. Supervisory Board

The Supervisory Board is composed of six shareholder representatives and three employee representatives. As a supervisory body, it supervises the Company's management with full responsibility. The Supervisory Board members' term of office is four years, and they can be re-elected without term limits.

Shareholder representatives are elected by the General Meeting of Shareholders and employee representatives by the Company's Works Council. The Chairman and Vice Chairman of the Supervisory Board are elected from among its members representing shareholders. Their appointment and dismissal are made in accordance with the applicable legislation and the documents of the Company. The General Meeting of Shareholders may dismiss any elected Supervisory Board member before the expiry of their term of office, while each Supervisory Board member may resign from their position under the conditions and in the manner laid down by the Articles of Association.

The fit and proper criteria as set out in the Fit and Proper Policy for the Management and Supervisory Board Members of Zavarovalnica Triglav d.d. also apply to both the Supervisory Board as a collective body and to Supervisory Board members as individuals. Fit and proper assessments are made before the appointment, periodically, extraordinarily or after the appointment of an individual Supervisory Board member. In accordance with said policy, in the spring months of 2021 preliminary fit and proper assessment of the candidates for Supervisory Board members, shareholder representatives, was carried out. Several candidates were assessed in accordance with the applicable legislation and internal documents. Andrej Andoljšek, Peter Kavčič, Tomaž Benčina, Branko Bračko and Jure Valjavec were appointed Supervisory Board members based on their fitness and propriety. In November 2021, the periodic fit and proper assessment of other Supervisory Board members (Igor Stebernak, Peter Celar, Branko Gorjan and Igor Zupan) and the Supervisory Board as a collective body was performed. All individual members and the Supervisory Board as a collective body were assessed as fit and proper.

In assessing the composition and performance of the Supervisory Board as a collective body along with a diverse gender and age structure, the Supervisory Board takes into account diversity particularly in such a manner that all members possess the relevant knowledge, skills and experience relating to insurance and financial markets, the business strategy and business models, governance systems, financial and actuarial analyses, risk management, and the regulatory and legal environment in which the Company operates. In addition to the above, if several candidates meet the fit and proper criterion, the Diversity Policy is taken into account in the appointment of an individual Supervisory Board member. Its goal is to ensure complementarity and diversity in the Supervisory Board by taking into account various qualifications, experience and knowledge defined in the Fit and Proper Policy for the Management and Supervisory Board Members of Zavarovalnica Triglav d.d. This enables prudent and careful supervision of the Company, thereby achieving strategic objectives and ensuring long-term values for all key stakeholders, representation of both genders and representation of different age groups. The gender balance in the supervisory body, which is appropriate to the Company's size, the objectives it pursues and the procedures for selecting supervisory body members and other procedures in the Company, is not predetermined. The criteria for selecting the candidates for Supervisory Board members, shareholder representatives, determine that in the event of a large number of candidates who meet all the requirements and possess in-depth knowledge in the specified areas women have priority due to meeting the diversity criteria. The Diversity Policy was taken into account both in the candidacy procedure and in the appointment of new Supervisory Board members, because their knowledge and experiences contribute to the greater diversity of the Board's membership.

At its session on 18 June 2021, the Supervisory Board appointed Andrej Andoljšek its Chairman and Branko Bračko its Vice Chairman.

### **3.3.1. Powers of the Supervisory Board**

The powers and operation of the Supervisory board are set out by the applicable legislation, the Company's Articles of Association and the Rules of Procedure of the Supervisory Board (available at [www.triglav.eu](http://www.triglav.eu)). Besides the powers specified in the Companies Act and the Insurance Act, the Supervisory Board has the power to give consent to the decisions of the Management Board where the value or an investment exceeds the amount set out in the Rules of Procedure of the Supervisory Board, i.e. in the event of:

- the founding of limited companies in Slovenia and abroad;
- the acquisition or sale of Zavarovalnica Triglav's participating interests in domestic or foreign companies, except in the case of participating interests for which the conventional portfolio management approach is used;
- the issue of debt securities and long-term borrowing from domestic or foreign banks;
- the acquisition and sale of real property and investment in real property of Zavarovalnica Triglav.

In accordance with the law and the Rules of Procedure, the Supervisory Board holds at least one session per quarter, or more if necessary.



First and last name	Function	Start of term of office (the first)	End of term of office	Attendance of sessions of the Supervisory Board / total number of Supervisory Board sessions	Gender	Nationality	Year of birth	Education	Professional profile	Independence pursuant to Article 23 of the Corporate Governance Code	Existence of conflict of interest in 2021	Membership in the supervisory and/or management bodies of other companies while serving on the Supervisory Board in 2021	Membership in Supervisory Board committees	Function in Supervisory Board committees	Attendance of meetings of Supervisory Board committees / total number of meetings of Supervisory Board committees
Zavarovalnica Triglav d.d.)															
Žiga Škerjanec	Member	13 June 2017	13 June 2021	5 of 8	Male	Slovenian	1978	LL.B.	Corporate law and finance and the operation of supervisory boards	YES	NO	/	Strategy Committee	Member until 13 June 2021	2 of 4
													Appointment and Remuneration Committee	Member until 13 June 2021	9 of 11
													Nomination Committee	Member	10 of 10
Mario Gobbo	Member	12 June 2013	13 June 2021	5 of 8	Male	Italian	1953	PhD in Economics	Banking, financial management, financial markets and analyses, investment banking, investment, restructuring, acquisition of financial assets and privatisation	YES	NO	/	Audit Committee	Chairman until 13 June 2021	4 of 6
Peter Celar	Member	29 May 2007 1 June 2019	31 May 2019 2 June 2023	8 of 8	Male	Slovenian	1958	BSc Economics	Insurance	NO	NO	/	Appointment and Remuneration Committee	Member until 13 June 2021 and from 18 June 2021	11 of 11
													Nomination Committee	Member	10 of 10
Branko Gorjan	Member	14 March 1995 1 June 2019	30 May 2015 1 June 2023	8 of 8	Male	Slovenian	1960	Economic technician	Insurance	NO	NO	/	Strategy Committee	Member until 13 June 2021 and from 18 June 2021	4 of 4
Igor Zupan	Member	27 September 2019	1 June 2023	8 of 8	Male	Slovenian	1972	BSc in Administrative Organisation – IT Specialist	Insurance	YES	NO	/	Audit Committee	Member until 13 June 2021 and from 18 June 2021	6 of 6

### External members of Supervisory Board committees in 2021

First and last name	Supervisory Board committee	Attendance of meetings of Supervisory Board committees / total number of committee meetings	Gender	Nationality	Education	Year of birth	Professional profile	Membership in the supervisory bodies of other companies while serving on a Supervisory Board committee in 2021
Simon Kolenc	Audit Committee (member until 13 June 2021)	4 of 6	Male	Slovenian	BSc in Economics	1977	Finance, accounting, audit	/
Luka Kumer	Audit Committee (member from 18 August 2021)	1 of 6	Male	Slovenian	BSc in Economics	1981	Financial markets, business strategy and business models, governance system, financial analyses	/
Boštjan Koler	Nomination Committee	10 of 10	Male	Slovenian	LL.B.	1961	Law	/

By signing the Statement of Independence and Loyalty ([www.triglav.eu](http://www.triglav.eu)), the members of the Supervisory Board undertook to adhere to the principles of independence laid down in item B of the Annex to the Slovenian Corporate Governance Code.

Data on the remuneration of the Supervisory Board members are disclosed in Section 5.6 of the Accounting Report. Their remuneration was in line with the resolution passed by the 42nd General Meeting of Shareholders of Zavarovalnica Triglav.

### Composition and remuneration of the Supervisory Board members and committees in 2021 (EUR)

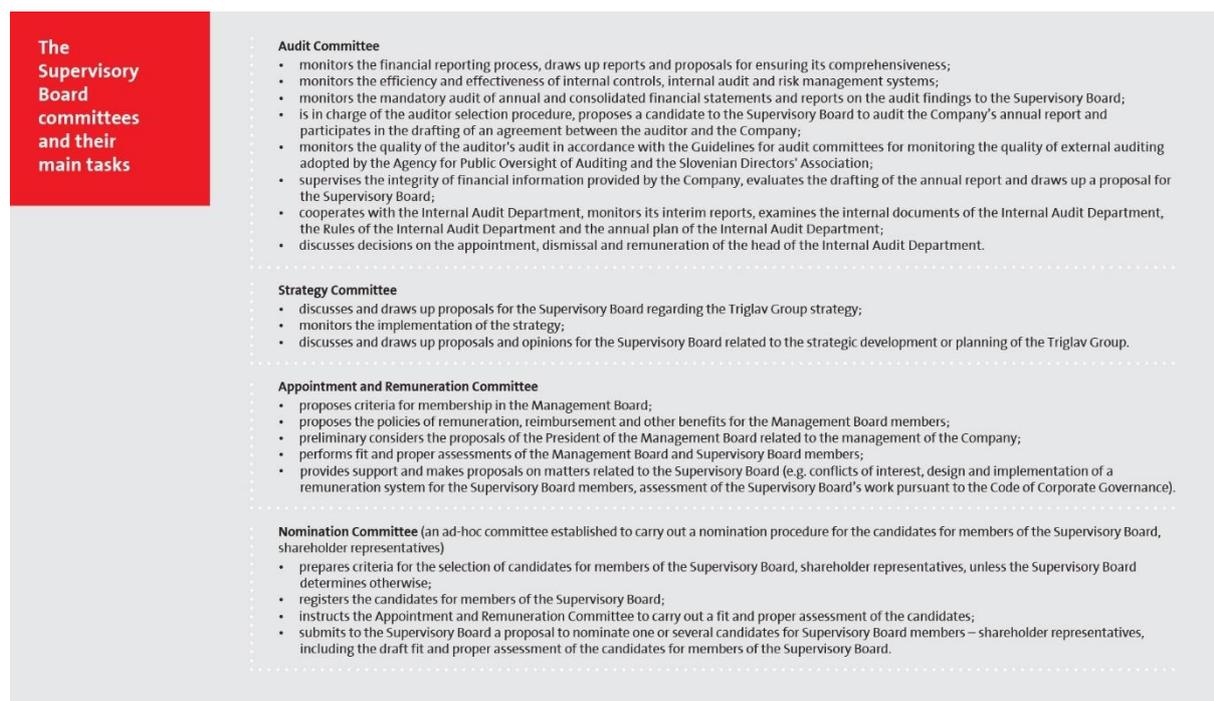
Name and surname	Function (Chairman, Vice Chairman, member, external committee member)	Remuneration for performing the function – gross per year (1)	Attendance fees for SB sessions and committee meetings – gross per year (2)	Total gross (1+2)	Total net	Gross travel expenses	Net travel expenses
Andrej Andoljšek	Chairman	26,125	2,981	29,106	21,169	278	202
Branko Bračko	Vice Chairman	12,028	1,265	13,293	9,668	555	403
Tomaž Benčina	Member	11,224	1,265	12,489	9,083	317	231
Peter Kavčič	Member	12,229	1,705	13,934	10,134	1,275	927
Igor Stebernak	Member	20,406	7,557	27,963	20,090	337	245
Jure Valjavec	Member	10,219	1,265	11,484	8,352	0	0
Milan Tomažević	Member	10,018	1,716	11,734	8,534	278	202
Žiga Škerjanec	Member	10,188	5,852	16,040	11,666	278	202
Mario Gobbo	Member	9,339	2,156	11,495	7,572	0	0
Peter Celar	Member	20,210	6,721	26,931	19,587	730	531
Branko Gorjan	Member	18,708	2,981	21,689	15,775	0	0
Igor Zupan	Member	18,708	3,421	22,129	16,095	278	203
Simon Kolenc	External committee member	3,396	1,045	4,441	3,230	0	0
Boštjan Koler	External committee member	1,504	2,200	3,704	2,694	0	0
Luka Kumer	External committee member	2,782	275	3,057	2,224	0	0
<b>Total</b>		<b>187,084</b>	<b>42,405</b>	<b>229,489</b>	<b>165,873</b>	<b>4,326</b>	<b>3,146</b>

The amount paid to an individual's account as the payment after deducting the income tax prepayment, which does not take into account any subsequent payments of an individual's personal income tax.

### 3.3.3. Composition of Supervisory Board committees and their activities in 2021

In 2021, the Company had the following committees: the Audit Committee, the Appointment and Remuneration Committee, the Strategy Committee and the Nomination Committee as an ad-hoc committee. Supervisory Board committees prepare draft resolutions for the Supervisory Board, assure their implementation and carry out other tasks.

The duties and powers of the committees are set out in the Companies Act, the Rules of Procedure of the Supervisory Board, Supervisory Board resolutions and the rules of procedure of individual committees. The main committees are presented in the diagram below.



In 2021, the **Audit Committee** was composed of Dr Mario Gobbo as its chair until 13 June, Peter Kavčič as its chair from 18 June, Igor Stebernak (until 13 June and from 18 June), Igor Zupan (until 13 June and from 18 June), Simon Kolenc, an independent external expert until 13 June, and Luka Kumer, an independent external expert from 18 August, as its members.

The **Appointment and Remuneration Committee** had the following composition: Igor Stebernak as its chair until 13 June, Tomaž Benčina as its chair from 18 June, and Žiga Škerjanec (until 13 June), Jure Valjavec (from 18 June) and Peter Celar (until 13 June and from 18 June) as its members.

The **Strategy Committee** was composed of Milan Tomaževič as its chair until 13 June, Branko Bračko as its chair from 18 June, and Andrej Andoljšek (until 13 June and from 18 June), Žiga Škerjanec (until 13 June), Peter Kavčič (from 18 June) and Branko Gorjan (until 13 June and from 18 June) as its members.

The **Nomination Committee** as an ad-hoc committee was established by the Supervisory Board on 12 November 2020 due to the expiry of the four-year term of office of the Supervisory Board members Žiga Škerjanec, Andrej Andoljšek, Mario Gobbo and Milan Tomaževič. The committee existed until the election of Supervisory Board members, shareholder representatives, on 25 May 2021. The committee was composed of: Igor Stebernak as chair, Žiga Škerjanec and Peter Celar as members, and Boštjan Koler as the external member.

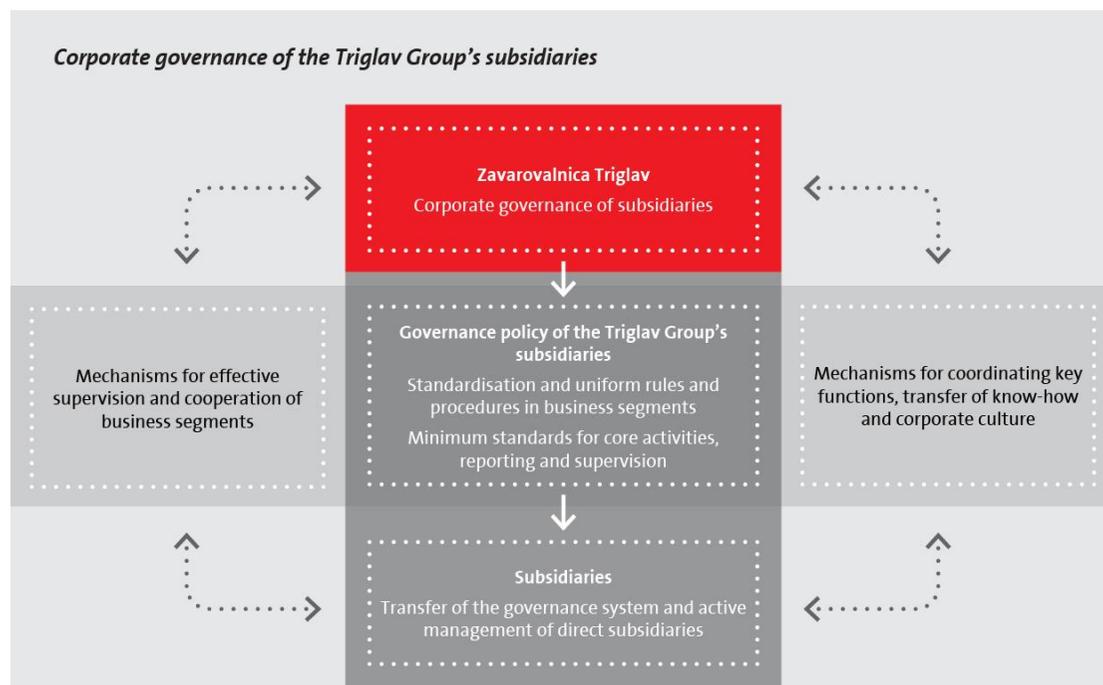
#### **4. Governance and management of subsidiaries**

The Triglav Group is comprised of Zavarovalnica Triglav as the controlling company and its subsidiaries and associates. The subsidiaries operate as independent legal entities in accordance with the applicable legislation, resolutions passed by the general meetings and the management and supervisory bodies of subsidiaries, business cooperation agreements (if any) and other adopted internal documents implemented by individual subsidiaries.

The governance policy of the Triglav Group's subsidiaries, which was updated in 2021, is the basis for the establishment and implementation of a robust and reliable governance system. The policy is designed to establish an internally consistent governance system of the Group by standardising and harmonising the rules and procedures in individual business segments within Zavarovalnica Triglav's subsidiaries. The main objective of the Group's governance system is to implement uniform minimum standards for core business activities, reporting and supervision at Group level. The governance policy takes into account both the Group's internal environment and its strategic objectives as well as external environment factors, such as local legislation and regulatory requirements, the business environment of subsidiaries and good business practices.

Corporate governance is used to govern the Group's subsidiaries. By actively exercising the management rights in compliance with the law applicable to individual subsidiaries, taking into account their internal regulations. Corporate governance includes business management with mechanisms for effective business supervision and cooperation in all business segments, harmonisation of business standards and mutual information of the Group's subsidiaries. This approach also comprises business and professional coordination of activities within the Group, as well as holding various training courses with an aim to unify business processes, coordinate key functions and transfer know-how, corporate culture and good business practices at Group level.

## Management of subsidiaries within the Triglav Group



Zavarovalnica Triglav as the controlling company actively manages its direct subsidiaries in accordance with the Governance Policy of the Triglav Group's Subsidiaries. Direct subsidiaries assume responsibility for the transfer of the governance system and active management of their subsidiaries. The detailed methods of transferring the system and carrying out the activities are defined in the minimum standards for individual business segments. Their implementation in individual subsidiaries is monitored in a coordinated manner by the competent business areas of the parent company, which enables a comprehensive overview at Group level.

Based on experience in achieving strategic objectives, it was estimated that the governance system of the Group's subsidiaries functioned appropriately even during the pandemic in the past two years. A responsive and effective subsidiary governance system continued to ensure ongoing monitoring of the business environment, the operations of subsidiaries and the implementation of the

outlined strategy. Furthermore, identification of business opportunities and challenges both in the local and wider environment was encouraged to achieve the optimal development of individual subsidiaries and the whole Group.

With a unified approach and a higher level of integration of subsidiaries into the system, a tighter connection of the subsidiaries' business functions with Zavarovalnica Triglav's business segments is achieved, which proved to be effective even in the unpredictable pandemic-related situation.

*The composition of governance and management bodies as at 31 December 2021*

SUBSIDIARY	MANAGEMENT	SUPERVISORY FUNCTION
<b>Slovenia</b>		
Pozavarovalnica Triglav Re d.d., Ljubljana	Gregor Stražar – President, Tomaž Rotar – Member, Stanislav Vrtunski – Member	<b>Supervisory Board:</b> Tadej Čoroli – Chairman Tomaž Žust, Katja Modec, Janko Šemrov
Triglav, Zdravstvena zavarovalnica d.d., Koper	Meta Berk Skok – President, Simon Vidmar – Member	<b>Supervisory Board:</b> Uroš Ivanc – Chairman, Nataša Veselinovič, Tomaž Krevatin
Triglav, pokojninska družba d.d., Ljubljana	Aljoša Uršič – President, Peter Krassnig – Member, Vida Šeme Hočevar – Member	<b>Supervisory Board:</b> Barbara Smolnikar – Chairwoman Nataša Veselinovič, Miha Grilec, Blaž Kmetec, Miran Kalčič, Vesna Vodopivec, Borut Simonič, Tomaž Jontes
Triglav Skladi, družba za upravljanje d.o.o., Koper	Benjamin Jošar – President, Andrej Petek – Member Miha Grilec – Member	<b>Supervisory Board:</b> David Benedek – Chairman, Jaka Kirn, Marica Makoter, Nataša Veselinovič, Matej Runjak
Triglav Svetovanje, zavarovalno zastopanje d.o.o., Domžale	Edvard Kranjčič – Director	<b>Supervisory Board:</b> Jasna Kajtazovič – Chairwoman, Jana Polda, Matjaž Novak, Lidija Breznik
Triglav INT, holdinška družba d.o.o., Ljubljana	Tedo Djekanović – Director	<b>Supervisory Board:</b> Uroš Ivanc – Chairman, Nataša Veselinovič, Saša Kovačič
Triglav Avtoservis d.o.o., Ljubljana	Edvard Zabukovnik – Director, Boris Kuhelj – Director	<b>Supervisory Board:</b> Janez Obaha – Chairman, Nataša Novak Priveršek, Aleš Klement, Boštjan Molan
Triglav, Upravljanje nepremičnin d.o.o., Ljubljana	Mitja Selan – Chief Executive Officer, Rok Pivk – Director	<b>Supervisory Board:</b> David Benedek – Chairman, Ksenija Zajc, Nataša Novak Priveršek, Nataša Veselinovič
<b>Croatia</b>		
Triglav Osiguranje d.d., Zagreb	Marin Matijaca – President, Denis Burmaz – Member, Darko Popovski – Member	<b>Supervisory Board:</b> David Benedek – Chairman, Tomaž Žust, Gorazd Jenko, Iztok Cimperman, Pave Srezovič-Pušić
<b>Serbia</b>		
Triglav Osiguranje a.d.o., Belgrade	Dragan Marković – President of the Executive Committee Blaž Jakič – Member of the Executive Committee	<b>Supervisory Board:</b> Tedo Djekanović – Chairman, Fejsal Hrustanović, Vuk Šušić, Gorazd Jenko, Milan Tomažević
<b>Montenegro</b>		
Lovćen Osiguranje a.d., Podgorica	Matjaž Božič – Executive Director	<b>Board of Directors:</b> Tedo Djekanović – Chairman, Tomaž Žust, Alenka Vrhovnik Težak, Marjeta Gorinšek
Lovćen životna osiguranja a.d., Podgorica	Zorka Milić – Executive Director	<b>Board of Directors:</b> Stanko Mugoša – Chairman, Slobodanka Vukadinović, Danilo Pavličić

SUBSIDIARY	MANAGEMENT	SUPERVISORY FUNCTION
<b>Bosnia and Herzegovina</b>		
Triglav Osiguranje d.d., Sarajevo	Edib Galijatović – President, Edin Muftić – Member	<b>Supervisory Board:</b> Tedo Djekanović – Chairman, Janko Šemrov, Uroš Cvetko, Aleš Levstek, Matej Gostiša
Triglav Osiguranje a.d., Banja Luka	Janez Rožmarin – Director Dejan Vujičić – Member of the Executive Committee Dragan Berić – Member of the Executive Committee	<b>Management Board:</b> Darko Popovski – President, Iztok Šekoranja, Blaž Jakič
<b>North Macedonia</b>		
Triglav Osiguruvanje a.d., Skopje	Gjorgje Vojnović – Chief Executive Officer, Vojdan Jordanov – Executive Director	<b>Board of Directors:</b> Tedo Djekanović – Chairman, Darko Popovski, Matej Ferlan, Blaž Kmetec, Gjorgje Vojnović, Vojdan Jordanov, Gjorgji Jančevski
Triglav Osiguruvanje Život a.d., Skopje	Vilma Učeta Duzlevska – Chief Executive Officer	<b>Board of Directors:</b> Tedo Djekanović – Chairman, Ivan Sotošek, Vilma Učeta Duzlevska, Gjorgji Jančevski, Vladimir Mišo Čeplak
Triglav penzisko društvo a.d., Skopje	Tihomir Petreski – President Marijan Nikolovski – Member	<b>Supervisory Board:</b> Aljoša Uršič – Chairman, Rok Pivk, Blaž Kmetec, Miroslav Vujič

## 5. External and internal audit

On 28 May 2019, the General Meeting of Shareholders appointed the audit firm Deloitte revizija d.o.o. the auditor of Zavarovalnica Triglav for the 2019, 2020 and 2021 financial years.

The report on the work of the Internal Audit Department is included in Section *1.1 Risk management*.

## 6. Internal controls and risk management in relation to financial reporting

The integrated internal control and risk management system established within the Group is continuously adapted to the development, organisational changes and good practices, thereby maintaining its effectiveness. The system exceeds the basic statutory requirements for insurance undertakings set out in the Companies Act and the Insurance Act, as well as special implementing regulations of the Insurance Supervision Agency on the establishment and maintenance of a suitable internal control and risk management system.

The characteristics and operation of the risk management system is discussed in detail in the first section of *Risk management*. The internal control system was set up in all organisational levels, units and processes of the Triglav Group and includes:

- a clear organisational structure with a precisely defined and transparent system of duties and powers;
- efficient procedures for an ongoing control, error prevention, and identification, assessment, management and monitoring of risks to which the insurance undertakings are or may be exposed in the course of their operations;

- an adequate internal control system that includes appropriate administrative and accounting procedures (reporting, working procedures, risk exposure limits and physical controls);
- ensuring compliance with the applicable regulatory requirements.

The Internal Audit Department is an independent organisational unit, set up in compliance with the law. It regularly reviews the effectiveness of the internal control and risk management system and offers upgrade proposals as well as reports to the Management Board, the Audit Committee and the Supervisory Board.

Internal controls are guidelines and procedures established by the parent company Zavarovalnica Triglav and implemented within the Group at all levels. Their purpose is not only to manage the risks relating to financial reporting, but also to ensure reliability of financial reporting and compliance with the applicable laws and other external and internal regulations.

Accounting controls are based on the principles of truthfulness and an appropriate sharing of responsibilities, checking the performance of transactions, keeping of up-to-date records, compliance of books of account with the actual situation, separation of the records from the execution of transactions, professionalism of accountants and their independence. Accounting controls are closely linked to IT controls, which, inter alia, restrict and control access to the data and applications and ensure completeness and accuracy of data capturing and processing.

## **7. Notes on the takeover legislation**

Zavarovalnica Triglav is subject to the Takeover Act (hereinafter: ZPre-1).

The share capital structure of Zavarovalnica Triglav, the rights and obligations attached to the shares, the restriction on transfer of shares and the absence of shares that would grant their holders special control rights are described in detail in Section 6 *The share and shareholders of Zavarovalnica Triglav*.

## **8. Disclosure of existence of any agreements or authorisations regarding shares or voting rights**

Zavarovalnica Triglav is not aware of any shareholder agreements that could cause a restriction on the transfer of shares or voting rights.

The Company's Management Board is not authorised by the General Meeting of Shareholders to buy its own shares. The Management Board's authorisation to increase the share capital is described in Section 5.3.2.1. The issue of new shares, the amount of capital increase, the rights attached to new shares and the conditions for issuing new shares are decided on by the Company's Management Board with the consent of the Supervisory Board.

Zavarovalnica Triglav has no employee share scheme.

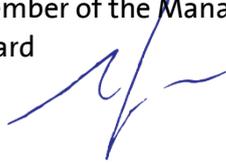
The Company is not aware of any agreements that would become effective, change or expire on the basis of a changed control of the Company or as a consequence of a takeover bid as defined by the ZPre-1.

Zavarovalnica Triglav has not entered into any agreements with the members of its management or supervisory bodies or employees which would provide for remuneration if a takeover bid in line with the Zpre-1 caused them to resign, be dismissed without justified grounds, or caused their employment to be terminated in some other manner.

Andrej Slapar  
President of the Management  
Board



Uroš Ivanc  
Member of the Management  
Board



Tadej Čoroli  
Member of the Management  
Board



Barbara Smolnikar  
Member of the Management  
Board



David Benedek  
Member of the Management  
Board



Marica Makoter  
Member of the Management  
Board

