



Counterproposals and inclusion of additional items on the agenda of the 36th General Meeting of Shareholders of Zavarovalnica Triglav d.d.

In accordance with Article 298 and Article 300 of the Companies Act and the Ljubljana Stock Exchange Rules, the Management Board of Zavarovalnica Triglav d.d. pursuant to Article 296 of ZGD-1 hereby publishes

the two counterproposals and inclusion of an additional item on the agenda of the 36th General Meeting of Shareholders of Zavarovalnica Triglav, which will be held on 12 June 2012 at 2 p.m. in Conference Hall B1, Verovškova ulica 60b, Ljubljana.

I.

On 14 May 2012 Zavarovalnica Triglav d.d. received from the shareholder Društvo Mali delničarji Slovenije (Minor Shareholders Society of Slovenia – hereinafter: MDS Society), holding 1 ordinary share of Zavarovalnica Triglav d.d., the following two:

Counterproposals

The shareholder MDS Society hereby submits two counterproposals to Item 3 (Draft Resolution no. 3.1) and Item 5 of the agenda of the 36th General Meeting of Shareholders for adoption and announces that at the General Meeting it will object to the draft resolution of the Management Board and the Supervisory Board and convince other shareholders to vote in favour of the following counterproposals:

Counterproposal to Draft Resolution no. 3.1

That accumulated profits of EUR 93,322,070.68 as at 31 December 2011 be distributed as follows:

- EUR 29,555,692 of accumulated profits to be paid out as dividend payments, equalling EUR 1.30 gross per share and payable to the shareholders appearing on the Shareholders Register two days following the date of the Annual General Meeting within 30 days of the date this resolution is passed.
- the distribution of the remaining accumulated profits of EUR 63,766,378,68 shall be decided in the following years.

The allocation of profits to other reserves and retained profit to be carried forward are subject to the opinion of the Supervisory Board, whereas the Management Board has to publish a relevant release through the SEOnet system.

Summary of the shareholder's explanation of the counterproposal:

Considering the growth of profits in the previous reporting period and taking into account the fact that the Company for a series of years (with the exception of 2011) did not allocate the predominant part of accumulated profits to dividend payments, but instead carried profits forward, allocating them for covering potential losses and capital consolidation, MDS Society hereby proposes a dividend payment to shareholders of EUR 1.30 gross per share, which

accounts for no more than 1/3 of accumulated profits. MDS Society is of the opinion that by paying out part (approximately 1/3) and retaining approximately 2/3 of accumulated profits to be managed and augmented, Zavarovalnica Triglav d.d. will still be able to achieve a capital adequacy level, which will guarantee sufficient solvency margin to the Triglav Group to independently meet the "A" crediting rating criteria, to meet any potential new capital requirements arising from the introduction of Solvency II as well as to grow and develop as a group. The Management Board predicts further rise in net profits of the Triglav Group in 2012 to a total of EUR 60.6 million. This enables the Group stable and profitable current operations and, primarily, a solid capital base needed to achieve strategic objectives. In the opinion of MDS Society the amount of dividend payment it proposes is well founded. Furthermore, this counterproposal helps balance out the meeting of the expectations of stakeholders in the Group and, consequently, the expectations of all loyal shareholders.

Position of the Management Board on the Counterproposal to Draft Resolution no. 3.1

The Notice of the General Meeting of Shareholders proposes such a proposal on profit distribution which is in line with the Triglav Group Strategy, which provides dividend payments only if the Group has sufficient solvency margin to independently meet the "A" crediting rating criteria (according to Standard and Poor's methodology, hereinafter: S&P). Both the independent credit rating and capital adequacy rating of the Triglav Group are presently "BBB+", which is two grades below "A", set as the independent target rating by the Triglav Group. Notwithstanding these independent credit ratings, the combined credit ratings of the Triglav Group (which include the credit rating of the Republic of Slovenia) are two grades higher than the independent ones. The credit rating of the Triglav Group is an important element for achieving the Group's strategic objectives in terms of funding costs and the core business. As a consequence, the combined credit rating of the Triglav Group should be made as little dependent as possible on the credit rating of the Republic of Slovenia, which will be achieved only if the Group's independent credit rating equals its target credit rating. As mentioned above, presently one of the major obstacles to achieving this objective is the currently insufficient solvency margin of Zavarovalnica Triglav d.d. The Management Board of Zavarovalnica Triglav d.d. is of the opinion that the counterproposal of the MDS Society on the distribution of accumulated profits in 2011 excessively reduces the solvency margin of the Company.

Counterproposal to Draft Resolution no. 5

"To appoint Adolf Zupan as a Supervisory Board replacement member with a term of office starting on the date this resolution is passed and ending on 7 April 2013."

Summary of the shareholder's explanation of the counterproposal:

On 17 October 2011, a Nominations Committee was set up to appoint the replacement member of the Supervisory Board, required following the resignation of Borut Jamnik, as reported on SeoNet. Contrary to the expectations of MDS Society, Zavarovalnica Triglav as a public limited company listed on the Prime Market failed to publish a competition or invite candidates to the Supervisory Board. Therefore, on 7 May 2012, following the publications in media, MDS Society submitted to the Nominations Committee proposal stating Adolf Zupan as a shareholders' representative. Since its establishment MDS Society has actively participated in General Meetings of Shareholders, on its own behalf and on behalf of approximately 1% to 1.5% of shareholders' equity, based on independently collected proxies. Adolf Zupan, the proposed candidate, is a master of laws and a highly experienced expert. On this basis MDS Society

proposes for approval to the General Meeting of Shareholders Mr Zupan as a replacement member of the Supervisory Board of Zavarovalnica Triglav d.d. MDS Society hereby underlines two prominent offices held by Mr Zupan: long-term President of the Management Board of Telekom Slovenije d.d. and lately the President of the Management Board of Zavarovalnica Tilia d.d., which prove an adequate level of his managerial and/or (as submitted by MDS Society also) supervisory experience. Numerous other managerial experience of Mr Zupan is stated in his CV attached hereto. MDS Society is of the opinion that Mr Zupan is a suitable candidate for membership in the Supervisory Board, who will act as a representative of an important number of 28,700 minor shareholders of Zavarovalnica Triglav d.d.

Position of the Management Board on the above Counterproposal, i.e. proposal to add new elements to Draft Resolution no. 3.1

In accordance with Article 301 and pertaining to Article 300 of ZGD-1, the shareholder MDS Society submitted a counterproposal to the draft resolution under Item 5 of the agenda of the 36th General Meeting of Shareholders of Zavarovalnica Triglav d.d., drafted by the Supervisory Board in accordance with Article 297a (1) of ZGD-1, which is why no position on the said counterproposal may be taken.

II.

Inclusion of additional items on the agenda

Based on the request, received on 18 May 2012, from the shareholder Slovenska odškodninska družba d.d., Mala ulica 5, Ljubljana (hereinafter: SOD), holding 6,380,728 ordinary shares of Zavarovalnica Triglav d.d. or 28.07% of share capital, the Company hereby includes an additional Item 6 on the agenda of the 36th General Meeting of Shareholders, which will be held on 12 June 2012, reading as:

6. Discharge and appointment of Supervisory Board's members

DRAFT RESOLUTION No. 6.1:

To discharge as of 12 June 2012 two following two members of the Supervisory Board, shareholder representatives: Anton Ribnikar, appointed at the 32nd General Meeting of Shareholders on 6 April 2009, and Vladimir Uršič, appointed at the 34th General Meeting of Shareholders on 28 June 2010.

DRAFT RESOLUTION No. 6.2:

To appoint Matjaž Jauk and Gregor Kastelic as members of the Supervisory Board, shareholder representatives, with a four-year (4) term of office starting on the date following the date this resolution is passed at the General Meeting of Shareholders, i.e. on 13 June 2012.

Summary of the shareholder's explanation of the counterproposal:

The shareholders as members of the Company have incorporation right to discharge and vote for Supervisory Board members, shareholder representatives, at General Meetings of Shareholders. On that basis SOD, as a shareholder in accordance with Article 274 and Article 275 of ZGD-1, requests the Management Board to include on the agenda of the convened

General Meeting of Shareholders the discharge of two present members, shareholder representatives, of the Supervisory Board, and appointment of two new members with a four-year term of office. In accordance with Article 297a (2), Item 2, of ZGD-1, SOD hereinafter submits information on the proposed candidates for Supervisory Board's membership as shareholder representatives:

- Matjaž Jauk holds a bachelor's degree in economics, possesses many skills and has 20 years of working experience in different companies, banks and financial institutions. He has worked in the financial industry for 16 years, of which 9 years as a middle manager and 6 years as a senior manager (management board member). Working experience: Independent Controller of Banking Operations (Bank of Slovenia, the Board of Banking Supervision), Director of Strategic Development Department and later Authorised Officer of the Management Board in charge of organisation, strategic development and marketing (Nova KBM d.d.), Head of the Branch Network (Hypo Bank), for the last seven years Management Board member in SOD in charge of assets and securities portfolio management.
- Gregor Kastelic holds a bachelor's degree in economics and an IMBA, with many years of working experience in companies, mainly the field of finance and international banking. Working experience: Analyst (CA IB Investmentbank), Investment Banking Senior Manager (Schroder Salomon Smith Barney), Investment Banking Senior Manager (EBRD), Group Executive Director for CEE (Morgan Stanley &Co), Director (Silkroutefinancial, UK), Supervisory Board Member, Chairman of the Audit Committee (SID – Slovenska izvozna in razvojna banka), currently employed with ING Bank N.V. London Branch as Investment Banking Director for CEE.

Position of the Management Board on the above Counterproposal, i.e. proposal to add new elements to Draft Resolution no. 3.1

In accordance with Article 298 and pertaining to Article 300 of ZGD-1, SOD requested that an item on discharge and appointment of a Supervisory Board member be included on the agenda. In accordance with Article 297a (1) the Management Board may take no substantial position on the said request of SOD.

The shareholder SOD in Draft Proposal 6.2., included on the agenda, proposes appointment of two members of the Supervisory Board, shareholder representatives, with a four-year (4) term of office starting on the date following the date the resolution is passed at the General Meeting of Shareholders, i.e. on 13 June 2012. In accordance with Article 21 of the Articles and Memorandum of Association of Zavarovalnica Triglav d.d., the General Meeting of Shareholders may discharge Supervisory Board members before their terms of office expire and appoint new members in their stead with a term of office lasting until the expiry of the term of office of the Supervisory Board itself. The terms office of other present Supervisory Board members expires on 7 April 2013.

Ljubljana, 23 May 2012

Management Board of Zavarovalnica Triglav d.d