

Zavarovalnica Triglav, d.d.
Miklošičeva 19
Ljubljana

Pursuant to the second paragraph of Article 295 of the Companies Act (ZGD-1), and Article 29 of the Statute of Zavarovalnica Triglav, d.d., the Managing Board of Zavarovalnica Triglav, d.d.

c o n v e n e s

the 43rd General Meeting of the Shareholders of Zavarovalnica Triglav, d.d., Ljubljana,
Miklošičeva 19,
which shall take place on 29 May 2018 at 10:00 AM
in the B1 Large Hall at 60 b Verovškova Street [Verovškova ulica 60 b] in Ljubljana.

Agenda:

1. **Opening of the meeting**
 - a) **Quorum determination and confirmation of the presence of the notary public, Nada Kumar, from Ljubljana, who shall draft the minutes**
 - b) **Appointment of the Verification Committee and of the Chairman of the General Meeting**

DRAFT RESOLUTION No. 1:

The following members of the Verification Committee shall be appointed: Mitja Kepec, Lidija Lipavšek, Miha Klep, and the Chairman of the General Meeting, Simon Gabrijelčič.

2. **Presentation of the Annual Report of the Triglav Group and Zavarovalnica Triglav, d.d., for 2017, including an independent auditor's report and the Annual Report on Internal Auditing for 2017, and the Report of the Supervisory Board of Zavarovalnica Triglav, d.d., on the validation of the Annual Report of the Triglav Group and Zavarovalnica Triglav, d.d., for 2017, and of the Opinion of the Supervisory Board of Zavarovalnica Triglav, d.d.,**

on the Annual Report of the Internal Audit Department at Zavarovalnica Triglav, d.d., on the 2017 internal audits.

3. Distribution of accumulated profits of 2017, granting discharge to the Management and Supervisory Boards

3.1 Distribution of accumulated profits of 2017

DRAFT RESOLUTION No. 3.1:

The accumulated profits, which amounted to EUR 58,085,121.96 as at 31 December 2017, shall be distributed as follows:

- A part of the accumulated profits in the amount of EUR 56,837,870.00 shall be distributed for dividend payments. The gross dividend per share of EUR 2.50 shall be paid to the shareholders entered in the Shareholders' Register as at 13 June 2018. On 14 June 2018, the Company shall ensure funds for the payment of all dividends on the account of KDD – Centralno klirinška depotna družba, d.d., intended to execute the corporate action of paying our dividends to the shareholders in accordance with the common European standards for corporate actions;
- the distribution of the remaining accumulated profits of EUR 1,247,251.96 shall be decided on in subsequent years.

3.2 Granting discharge to the Management Board of Zavarovalnica Triglav, d.d.

DRAFT RESOLUTION No. 3.2:

The General Meeting of the Shareholders grants discharge to the Management Board of Zavarovalnica Triglav, d.d., for the financial year 2017.

3.3 Granting discharge to the Supervisory Board of Zavarovalnica Triglav, d.d.

DRAFT RESOLUTION No. 3.3:

The General Meeting of Shareholders grants discharge to the Supervisory Board of Zavarovalnica Triglav, d.d., for the financial year 2017.

The resolutions under Items 1 and 3.3 are proposed by the Management Board, the resolution under Item 3.2 is proposed by the Supervisory Board and the resolution under Item 3.1 is jointly proposed by the Management and Supervisory Boards.

Participation at the General Meeting

The right to participate and vote at the General Meeting shall be held by the shareholders registered as owners per the share register of Zavarovalnica Triglav, d.d., kept by KDD – Central Clearing House and Depository, d.d., Ljubljana, at the end of the fourth day prior to the General Meeting (the cut-off date), i.e., at the end of 25 May 2018, and who have notified Zavarovalnica Triglav, d.d. of their participation, in writing, no later than by the end of the fourth day prior to the General Meeting, i.e., by the end of 25 May 2018. Participation by the shareholders shall be conveyed through a completed application form.

A shareholder entitled to attend the general meeting may authorise a representative to attend and exercise their voting rights at the General Meeting. A letter of authorisation shall be submitted no later than at the commencement of the meeting. The shareholders may also submit their written authorisation to Zavarovalnica Triglav d.d. by fax to the number: 01/432 63 02.

The application form and the authorisation letter, along with the notice of the General Meeting and the material for it, are available at www.triglav.eu.

Agenda supplementation and shareholders' proposals

Within seven days following the publication of the notice convening the General Meeting, shareholders holding total shares amounting to one twentieth of the shared capital may request, in writing, that an item be added to the agenda. The request must be accompanied by a written draft resolution which shall be decided by the General Meeting, or, if the General Meeting for a certain item on the agenda does not adopt a resolution, an explanation of the item. Pursuant to the third paragraph of Article 298 of the Companies Act (ZGD-1), the Management Board of Zavarovalnica Triglav, d.d., shall announce the receipt of additional items on the agenda immediately after the expiry of the seven-day deadline.

The shareholders may submit their draft resolutions or in cases, in accordance with Article 301 of the Companies Act (ZGD-1), election proposals, in writing, on each item of the agenda. In the same manner as notice of the General Meeting, the Management Board of Zavarovalnica Triglav, d.d., will publish the shareholders' proposals that are sent to them within seven days of the notice of the General Meeting. These proposals must be reasonably grounded, and the shareholder / proposer must oppose the proposed decisions of the Management and Supervisory Boards and persuade other shareholders to vote for their proposal. Pursuant to Article 301 of the Companies Act (ZGD-1), an election proposal does not have to be substantiated.

The shareholders may also send counterproposals and requests for additional agenda items to Zavarovalnica Triglav, d.d., by fax to the number: 01/432 63 02.

Right to information

At the General Meeting, the shareholders may exercise their right to be informed in accordance with Article 305 of the Companies Act (ZGD-1) and ask questions and request information on the matters of the insurance company if this is necessary to assess the items of the agenda.

Material for the General Meeting and the registration of participants

The material for the General Meeting, including the draft resolutions and their explanation, may be reviewed at the address Zavarovalnica Triglav, d.d., Ljubljana, Miklošičeva 19, each business day until 29 May 2018 from 10:00 a.m. to 12:00 p.m., and on the day of the General Meeting between 9:00 a.m. and 10 a.m. in the B1 Large Hall at Verovškova ulica 60 b in Ljubljana. During this time, the material shall also be available on the website of Zavarovalnica Triglav, d.d., www.triglav.eu, where all other information referred to in paragraph 3 of Article 296 of the Companies Act (ZGD-1) and information on the rights of shareholders under paragraph 1 of Article 298, paragraph 1 of Articles 300, 301 and 305 of the Companies Act (ZGD-1) shall be available.

The registration of participants will commence one hour prior to the announced commencement of the meeting. Upon registration, a registered participant must also present a personal identity document and a written authorisation if so requested, whereas a legal representative must present an excerpt from the entry on the Business Register or another relevant document from which the right of representation derives.

Shared capital and the number of voting rights upon the convening of the General Meeting

The shared capital of Zavarovalnica Triglav, d.d., is EUR 73,701,391.79. It is divided into 22,735,148 ordinary no-par shares. On the day of the convocation of the General Meeting, there were 22,710,836 voting rights that could have been exercised at the Company. Voting is carried out in person; each share, except shares which are excluded by the Companies Act (ZGD-1), carries one vote.

Call to major shareholders

In accordance with section 6.2 of the Corporate Governance Code, Zavarovalnica Triglav, d.d., calls on all major shareholders, especially institutional investors, to publicly disclose their investment policy with Zavarovalnica Triglav, d.d., for example by voting policy, type and frequency of management activities and the dynamics of communication with the Management or the Supervisory Board of Zavarovalnica Triglav, d.d.

Ljubljana, 25 April 2018

Management Board of
Zavarovalnica Triglav, d.d.