

## **Notice on the Resolutions of the 45<sup>th</sup> General Meeting of Shareholders of Zavarovalnica Triglav, d.d.**

Pursuant to the provisions of the Ljubljana Stock Exchange Rules and the applicable legislation, the Management Board of Zavarovalnica Triglav, d.d., hereby publishes the resolutions of the 45<sup>th</sup> General Meeting of Shareholders, which was held on 2 June 2020 at 14:00 a.m. in the Marmorna dvorana at Gospodarsko razstavišče, d.o.o., Dunajska cesta 18, Ljubljana.

A total of 18.884.305 shares or 83,06 % of all shares, to which voting rights are attached, was represented at the General Meeting of Shareholders.

### **Adopted General Meeting resolutions:**

#### **1. Opening of the General Meeting of Shareholders, establishing a quorum and taking note of the working bodies of the General Meeting of Shareholders**

The shareholders did not vote on this item as it was of a purely informative nature.

#### **2.1. Presentation of the Annual Report of the Triglav Group and Zavarovalnica Triglav, d.d., for 2019 with the accompanying independent auditor's report, the Annual Internal Audit Report for 2019, the Supervisory Board's Report on the Verification of the Annual Report of the Triglav Group and Zavarovalnica Triglav, d.d., for 2019, and the Opinion of the Supervisory Board of Zavarovalnica Triglav, d.d., on the Annual Internal Audit Report of the Internal Audit Department of Zavarovalnica Triglav, d.d., for 2019**

The shareholders did not vote on this item as it was of a purely informative nature.

#### **2.2. Presentation of the remuneration policy for members of management and supervisory bodies of Zavarovalnica Triglav, d.d., and members of management bodies of the three largest subsidiaries of the Triglav Group for 2019**

##### RESOLUTION No 2.2:

The General Meeting of Shareholders hereby takes note of the presentation of the remuneration policy for members of management and supervisory bodies of Zavarovalnica Triglav, d.d., and members of management bodies of the three largest subsidiaries of the Triglav Group for 2019.

Resolution No. 2.1 was adopted as proposed. In voting for this resolution, 18.857.594 votes were cast, representing the same number of shares. A total of 18.214.668 shares were in favour of this resolution, accounting for 96,591 % of the total votes cast. A total of 642.926 shares were against this resolution, accounting for 3,409 % of the total votes cast. There were 26.711 abstentions.

The shareholders did not vote on counterproposal of the shareholder Zavod VZMD – Vseslovensko združenje malih delničarjev (VZMD), the resolution was adopted as proposed by the Management Board and Supervisory Board.

#### **3. Distribution of accumulated profit for 2019 and granting of a discharge to both the Management and the Supervisory Board**

##### **3.1. Distribution of accumulated profit for 2019**

**RESOLUTION No. 3.1:**

The accumulated profit, which amounted to EUR 60,543,474.97 as at 31 December 2019, shall not be distributed.

Resolution No. 3.1 was adopted as proposed. In voting for this resolution, 18.483.696 votes were cast, representing the same number of shares. A total of 16.970.330 shares were in favour of this resolution, accounting for 91,812 % of the total votes cast. A total of 1.513.366 shares were against this resolution, accounting for 8,188 % of the total votes cast. There were 400.609 abstentions.

The shareholders did not vote on counterproposals of the shareholders Zavod VZMD – Vseslovensko združenje malih delničarjev and Društvo Mali delničarji Slovenije (MDS), the resolution was adopted as proposed by the Management Board and Supervisory Board.

**3.2. Granting of a discharge to the Management Board of Zavarovalnica Triglav d.d.****RESOLUTION No. 3.2:**

The Management Board of Zavarovalnica Triglav d.d. is hereby granted a discharge by the General Meeting of Shareholders for the 2019 financial year.

Resolution No. 3.2 was adopted as proposed. In voting for this resolution, 18.884.305 votes were cast, representing the same number of shares. A total of 18.226.420 shares were in favour of this resolution, accounting for 96,516 % of the total votes cast. A total of 657.885 shares were against this resolution, accounting for 3,484 % of the total votes cast. There were no abstentions.

**3.3. Granting of a discharge to the Supervisory Board of Zavarovalnica Triglav d.d.****RESOLUTION No. 3.3:**

The Supervisory Board of Zavarovalnica Triglav d.d. is hereby granted a discharge by the General Meeting of Shareholders for the 2019 financial year.

Resolution No. 3.3 was adopted as proposed. In voting for this resolution, 18.884.305 votes were cast, representing the same number of shares. A total of 18.856.740 shares were in favour of this resolution, accounting for 99,854 % of the total votes cast. A total of 27.565 shares were against this resolution, accounting for 0,146 % of the total votes cast. There were no abstentions.

**4. Taking note of the expiry of the term of a member of the Supervisory Board and appointment of a member of the Supervisory Board of Zavarovalnica Triglav, d.d.****RESOLUTION No. 4:**

The General Meeting of Shareholders hereby appoints the new Member of the Supervisory Board, Shareholders' Representative Igor Stebernak, for a term of four (4) years, starting on 3 June 2020.

Resolution No. 4 was adopted as proposed. In voting for this resolution, 18.884.153 votes were cast, representing the same number of shares. A total of 18.864.453 shares were in favour of this resolution, accounting for 99,896 % of the total votes cast. A total of 19.700 shares were against this resolution, accounting for 0,104% of the total votes cast. There were 152 abstentions.

**5. Informing the General Meeting of Shareholders about the new appointments of members of the Supervisory Board – Employee Representatives**

The shareholders did not vote on this item as it was of a purely informative nature.

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**Challenging action was announced by VZMD against all adopted resolutions at the General Meeting of Shareholders.**

The share of voting rights of the five largest shareholders present at the General Meeting of Shareholders expressed with respect to all shares, to which voting rights are attached (hereinafter: Voting Right), was 71.48%. The following five largest shareholders with Voting Rights were present or represented at the General Meeting of Shareholders:

- Pension and Disability Insurance Institute of the Republic of Slovenia, Kolodvorska ulica 15, Ljubljana: the number of shares and votes is 7,836,628, share with respect to the total Voting Rights is 34,47%;
- Slovenian Sovereign Holding (Slovenski državni holding, d.d.), Mala ulica 5, Ljubljana: the number of shares and votes is 6,386,644, share with respect to the total Voting Rights is 28,09%;
- Addiko Bank, d.d. – Pension fund 1 - fiduciary account, Slavonska avenija 6, Zagreb, Croatia: the number of shares and votes is 1.507.027, share with respect to the total Voting Rights is 6,63%;
- Citibank N.A. – fiduciary account, Citibank Centre, Canada Square, Canary Wharf, E14 5LB, London: the number of shares and votes is 289.670, share with respect to the total Voting Rights is 1.27%;
- Hrvatska poštanska banka, d.d. – fiduciary account, Juršičeva 4, Zagreb, Croatia: the number of shares and votes is 231.813, share with respect to the total Voting Rights is 1.02%;

*Information will be published on the website of Zavarovalnica Triglav, d.d., [www.triglav.eu](http://www.triglav.eu), from 2 June 2020 onwards and will be available on the public websites of the company for no less than five years.*

Management Board of Zavarovalnica Triglav, d.d.