

43rd GENERAL MEETING OF THE SHAREHOLDERS OF ZAVAROVALNICA TRIGLAV, D.D.

MEETING MATERIAL

Ljubljana, April 2018

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

Uroš Ivanc
Member of the Management Board

Andrej Slapar
Chairman of the Management Board

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**

ZAVAROVALNICA TRIGLAV, d.d.
MIKLOŠIČEVA 19, LJUBLJANA



- GENERAL MEETING -
(43rd meeting, 29 May 2018)
Material for item 1 of the Agenda

1. Opening of the meeting

- a) Quorum determination and the confirmation of the presence of the notary, Nada Kumar, of Ljubljana, who will draft the minutes
- b) Appointment of the Verification Committee and of the Chairman of the General Meeting

DRAFT RESOLUTION No. 1:

Appointment of the members of the Verification Committee, namely, Mitja Kepec, Lidija Lipavšek, Miha Klep and the Chairman of the General Meeting, Simon Gabrijelčič.

Draft substantiation:

A General Meeting has been proposed in order to elect the working bodies of General Meetings, that is, solicitor Simon Gabrijelčič, as the Chairman of the General Meeting, along with members of the Verification Committee. The General Meeting will be attended by invitation by the notary public, Mrs Nada Kumar.

Ljubljana, 25 April 2018

Uroš Ivanc
Member of the Management Board

Andrej Slapar
Chairman of the Management Board

Item 2 of the Agenda

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.



ZAVAROVALNICA TRIGLAV, d.d.
MIKLOŠIČEVA 19, LJUBLJANA

**- THE GENERAL MEETING -
(43rd meeting, 29 May 2018)
Materials for item 2 of the agenda**

- 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 the year 2017, and 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 2017 internal audits**

Draft substantiation:

At their respective meetings, the Supervisory Board and the Audit Committee of the Supervisory Board discussed the audited 2017 Annual Report of the Triglav Group and Zavarovalnica Triglav, d.d.

On the basis of the verification of the audited Annual Report of the Triglav Group and Zavarovalnica Triglav, d.d., for the financial year concluded on 31 December 2017, the Supervisory Board approved the Annual Report of the Triglav Group and Zavarovalnica Triglav, d.d., at its meeting held on 29 March 2018 for the financial year 2017, with an independent auditor's report.

At its meeting on 29 March 2018, the Supervisory Board discussed the Annual Report of the Internal Audit Department of Zavarovalnica Triglav, d.d., on the internal audit for 2017, and prepared a written opinion on the subject, which is a part of the report of the Supervisory Board on the review of the 2017 Annual Report of the Company and the Triglav Group.

The report of the Supervisory Board of Zavarovalnica Triglav, d.d., on the review of the 2017 Annual Report of the Triglav Group and Zavarovalnica Triglav, d.d., the Opinion of the Supervisory Board of Zavarovalnica Triglav, the annual report of the Internal Audit Department in Zavarovalnica Triglav, on the 2017 internal audit activities, and an independent auditor's report are contained in the 2017 Audited Annual Report of the Triglav Group and Zavarovalnica Triglav, d.d., annexed to the second item of the agenda of the General Meeting.

The Corporate Governance Statement is also an integral part of the 2017 Audited Annual Report of the Triglav Group and Zavarovalnica Triglav, d.d. Remuneration of the Management and Supervisory Board members in 2017 was disclosed in the 2017 Audited Annual Report of the Triglav Group and Zavarovalnica Triglav, d.d.

Appendices:

- The Triglav Group and Zavarovalnica Triglav d.d. Audited Annual Report for the financial year concluded on 31 December 2017;
- 2017 Annual Report of the Internal Audit Department of Zavarovalnica Triglav, d.d. on internal audit activities.

Ljubljana, 25 April 2018

Andrej Slapar
Chairman of the Management Board

Igor Stebernak
Chairman of the Supervisory Board

Uroš Ivanc
Member of the Management Board

Item 3 of the Agenda

**DISTRIBUTION OF ACCUMULATED PROFITS OF 2017; GRANTING DISCHARGE TO THE
MANAGEMENT AND SUPERVISORY BOARDS**



ZAVAROVALNICA TRIGLAV, d.d.
MIKLOŠIČEVA 19, LJUBLJANA

- GENERAL MEETING -
(43rd meeting, 29 May 2018)
Materials for item 3 of the Agenda

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

3.1 The 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 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 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.

Draft substantiation:

At the meeting held on 29 March 2018, the Supervisory Board of Zavarovalnica Triglav, d.d., approved the Annual Report of the Triglav Group and the parent company for the financial year 2017. Pursuant to the provisions of Articles 230, 293 and 294 of the Companies Act (ZGD-1) decisions on the allocation of accumulated profit and on the discharge of the Management and Supervisory Boards are made at the General Meeting.

Based on the experience gained, the solutions used in the European insurance sector, and the expectations regarding the development of legislation in the field of Solvency II, Zavarovalnica Triglav, d.d., supplement the capital management policy of the Triglav Group. The target profile of the Triglav Group remains unchanged, while the methodology for calculating the capital adequacy of the Triglav Group and, consequently, its target range changed slightly. The target capital adequacy of the Triglav Group is between 200 and 250 percent (or between 250 and 300 per cent going by the previous calculation methodology) and remains one of the highest in the European insurance sector.

The proposal for the dividend amount for 2017 is in line with the supplemented capital management policy, which shows that Zavarovalnica Triglav, d.d., is implementing an active and sustainable dividend policy. The share of the consolidated net profit for the past year, intended for dividend payments, amounts to at least 50 percent, with the Insurance Company endeavouring to pay dividends to shareholders that are not lower than the dividends of the previous year. As has been the case so far, its implementation in the future will be subordinate to the medium-term sustainable achievement of the target capital adequacy of the Triglav Group. The proposal of the Management Board and the Supervisory Board regarding the annual distribution of the accumulated profit of the Insurance Company takes into account three objectives: balanced management of the Triglav Group`s capital and providing its financial stability, reinvesting net profits into the implementation of the growth and development strategy of the Triglav Group, and paying attractive dividends to shareholders.

Based on the assessment that the capital adequacy of the Triglav Group, calculated in accordance with the new methodology for the situation at the end of 2017, ranges between 200 and 250 percent, the Supervisory Board and the Management Board, in accordance with the adopted dividend policy, propose that part of the accumulated profit in the amount of EUR 56,837,870.00 be used for dividend payments, which represents 82% of the consolidated net profit of the Triglav Group for 2017. The proposed gross amount of the dividend payment per share for 2017 is EUR 2.50.

The Supervisory Board and the Management Board estimate that, in the event of dividend payment in the proposed amount, the capital adequacy of the Triglav Group will remain in line with the capital management policy of the Triglav Group. This is of key importance for the Triglav Group as it ensures the maintenance of its high financial stability and operational safety and is a prerequisite for the successful realization of the set strategic directions of growth, development and operations of the Triglav Group.

Dividends shall be paid to shareholders who were entered in the Shareholders` Register as of 13 June 2018. On 14 June 2018, Zavarovalnica Triglav, d.d., shall ensure funds for the payment of all dividends are available in the account of KDD – Centralno klirinška depotna družba d.d., in order to execute the corporate action of paying out dividends to shareholders in accordance with the common European standards for corporate actions. KDD – Centralno klirinška depotna družba, d.d., shall, through its members, make dividend payments to the accounts of the beneficiaries, provided that the members of the KDD – Centralno klirinška depotna družba d.d., have access to the data of the beneficiaries necessary for the payment.

The Supervisory Board has proposed to the General Meeting of the Shareholders that discharge be granted to the Management Board of Zavarovalnica Triglav, d.d. (draft resolution 3.2). The Management Board has proposed to the General Meeting of the Shareholders that discharge be granted to the Supervisory Board of Zavarovalnica Triglav, d.d. (draft resolution 3.3). As per the recommendation of the Corporate Governance Code, the vote on the granting of discharge shall be carried out separately for the Management and Supervisory Boards.

Ljubljana, 25 April 2018

Andrej Slapar
Chairman of the Management Board

Igor Stebernak
Chairman of the Supervisory Board

Uroš Ivanc
Member of the Management Board