

PETROL

PETROL, Slovenska energetska družba, d.d., Ljubljana
Dunajska c. 50, 1000 Ljubljana
tel.: 01 47 14 234
www.petrol.si

39th
General Meeting of Shareholders of
PETROL,
Slovenska energetska družba, d.d.,
Ljubljana

January 2025

Pursuant to its resolution of 17 January 2025, by way of which it set the date and place of the General Meeting and the proposed composition of the General Meeting bodies, the Management Board of PETROL d.d., Ljubljana hereby invites shareholders to attend the

39th General Meeting of Shareholders of Petrol d.d., Ljubljana

to be held on **Friday, 14 March 2025, at 12:00 (noon)** in the conference hall of PETROL d.d., Ljubljana, on **Dunajska cesta 48, 1000 Ljubljana**.

1. Opening of the General Meeting and election of working bodies

Proposed resolution:

1.

Attorney Uroš Pogačnik from a Grosuplje-based Law Firm Čeferin, Pogačnik, Novak, Koščak in partnerji, o.p., d.o.o. is elected as Chairman of the General Meeting, and Gregor Mavsar and Barbara Jama Živalič as officials responsible for counting the votes.

The General Meeting is informed that the notarial protocol will be drawn up by Bojan Podgoršek, Notary Public from Ljubljana.

2. Information to the General Meeting of Shareholders of Petrol d.d., Ljubljana regarding the new members of the Supervisory Board – employee representatives

Proposed resolution:

2.1.

The General Meeting of Shareholders of Petrol, Slovenska energetska družba, d.d., Ljubljana has been informed that the Workers' Council of Petrol, Slovenska energetska družba, d.d., Ljubljana, at its 31st meeting of 4 December 2024, elected Robert Ravnikar, Marko Šavli and Lina Jerman as employee representatives to the Supervisory Board of Petrol, Slovenska energetska družba, d.d., Ljubljana, for a four-year term of office commencing on 24 February 2025.

3. Appointment of members of the Supervisory Board of Petrol d.d., Ljubljana

Proposed resolutions:

3.1. Mario Selecky is appointed as the first member of the Supervisory Board, a shareholder representative, for a four-year term of office, commencing on 11 April 2025.

3.2. Goran Kralj is appointed as the second member of the Supervisory Board, a shareholder representative, for a four-year term of office, commencing on 11 April 2025.

3.3. Vesna Južna is appointed as the third member of the Supervisory Board, a shareholder representative, for a four-year term of office, commencing on 16 July 2025.

3.4. Luka Zajc is appointed as the fourth member of the Supervisory Board, a shareholder representative, for a four-year term of office, commencing on 11 April 2025.

3.5. Tomaž Vesel is appointed as the fifth member of the Supervisory Board, a shareholder representative, for a four-year term of office, commencing on 11 April 2025.

3.6. Marko Jazbec is appointed as the sixth member of the Supervisory Board, a shareholder representative, for a four-year term of office, commencing on 22 April 2025.

4. Information to the General Meeting of Shareholders of Petrol d.d., Ljubljana regarding the Company's relevant legal procedures

Proposed resolution:

4.1.: The General Meeting of Shareholders of Petrol, Slovenska energetska družba, d.d., Ljubljana has been informed with the Company's relevant legal procedures.

 Resolution under point 1 is proposed by the Management Board and resolutions under points 2, 3 and 4 are proposed by the Supervisory Board. Pursuant to Article 304 of the Slovenian Companies Act (ZGD-1), the 39th General Meeting of Shareholders of PETROL, Slovenska energetska družba, d.d., Ljubljana shall be attended by Bojan Podgoršek, Notary Public from Ljubljana.

Information for shareholders:

1. Total number of shares and voting rights as at the date of the General Meeting

As at the day of the General Meeting, the Company has **41,726,020** ordinary registered no-par value shares. In accordance with the law, each ordinary share entitles its holder to one vote at the General Meeting. On the day of the General Meeting, the Company holds **614,460** own non-voting shares, **40,500** other non-voting shares, and **41,071,060** voting shares.

2. Information on additional items on the agenda

The shareholders whose total interests account for one-twentieth of the Company's share capital may, after the notice to convene the General Meeting has been published, make a written request to include an additional item on the agenda. The request shall be accompanied by a written proposed resolution which is to be decided by the General Meeting or, if a particular item on the agenda is not subject to the adoption of resolution by the General Meeting, a substantiation supporting such agenda item. Such a request is to be sent to the Company not later than within seven days from the publishing of the notice convening the General Meeting.

Pursuant to the third paragraph of Article 298 of the ZGD-1, the Management Board will publish those additional agenda items for which requests are sent to the Company's address: Petrol d.d., Ljubljana, Dunajska cesta 50, Ljubljana, not later than within seven days from the publishing of this notice to convene the General Meeting.

Shareholders may also send their requests for additional agenda items by e-mail to: **skupscina@petrol.si**. Requests for additional agenda items that are submitted by e-mail must be attached as scans and must contain a personal signature of a natural person, or, in the case of legal entities, a personal signature of a representative and a stamp/seal, if used. The Company is entitled

to verify the identity of the shareholder or the person who submits a request or proposal by e-mail, as well as the authenticity of their signatures.

Any additional item on the agenda may only be discussed at the General Meeting if published in the same manner as the notice to convene the General Meeting at least 14 days prior to the General Meeting; otherwise, it will be discussed at the next General Meeting. The Management Board shall arrange for a clean copy of the agenda to be published within the same time period and in the same manner.

3. Information on shareholders' proposals

Shareholders may provide written proposed resolutions and voting proposals for each agenda item. The Management Board shall publish the shareholders' proposals only if the shareholders send reasonably substantiated proposals to the Company's address: Petrol d.d., Ljubljana, Dunajska cesta 50, Ljubljana, within seven days from the publishing of the notice to convene the General Meeting and give notification that they will oppose the proposal made by the management or supervisory body at the General Meeting and that they will persuade other shareholders to vote for their proposal. A voting proposal does not need to be substantiated.

Shareholders may also send their resolution proposals and voting proposals by e-mail to the following address: skupscina@petrol.si. Any resolution proposals or voting proposals sent by e-mail shall be attached as scans and shall contain the personal signature of a natural person, or, in the case of a legal entity, the personal signature of a representative and a stamp/seal, if used. The Company is entitled to verify the identity of the shareholder or a person who submits a request or proposal by e-mail, as well as the authenticity of their signatures.

The Management Board shall not publish a shareholder's proposal and its substantiation:

- if the publication of such proposal would constitute a criminal offence or a misdemeanour;
 - if the proposal could lead to a General Meeting resolution that would be in conflict with the law or the Articles of Association;
 - if the substantiation of the proposal in essential points contains clearly incorrect or misleading information or insults;
 - if a shareholder's proposal with the same content has already been sent to the Company's General Meeting;
 - if during the last five years the same shareholder's proposal containing essentially the same substantiation has already been reported to at least two General Meetings of the Company and less than one-twentieth of the share capital represented at the General Meeting voted in favour of it;
 - if a shareholder announces their non-attendance and non-representation at the General Meeting;
- or
- if during the past two years the proposal of the shareholder which was included in their notification was not made by them or on their behalf at the General Meeting.

The Management Board will not publish any substantiation of a proposal that contains more than 3000 characters. The Management Board shall be entitled to publish a summary of the proposals and their substantiations made by several shareholders on the same subject. The shareholders' proposals which have not been sent to the Company within seven days of the publication of the notice to convene the General Meeting but are put forward no later than during the General Meeting itself shall be discussed at the General Meeting.

4. Shareholders' right to be informed

At the General Meeting, the Management Board shall provide the shareholders with reliable information on the matters of the Company, if such information is important for the assessment of the agenda. The Management Board shall provide a single reply to the shareholders' questions that

have the same content. The Management Board shall also give information on the Company's legal and business relationships with affiliated companies should this be needed for decisions regarding the agenda.

Notwithstanding the foregoing, the Management Board shall not be required to provide information in the following cases:

- if the provision of information could, by reasonable economic judgement, cause damage to the Company or its affiliates;
- if the information refers to accounting and assessment methods, provided that the indication of these methods in the annex is sufficient for an assessment of the actual situation of the Company in terms of property, financial standing and profitability;
- if the provision of information would constitute a criminal offence, a minor offence or a breach of good business practices,
- if the information is published on the Company's website in the form of questions and answers at least seven days prior to the General Meeting.

If a shareholder is given any information outside the General Meeting, the Management Board shall provide the same information to every other shareholder at their request, even if it is not required in order to consider an agenda item. If a shareholder does not receive information at the General Meeting, they can request that their question and the reason on the basis of which the provision of information was refused are included in the minutes of the meeting.

5. Conditions applying to participation in the General Meeting and the exercise of voting rights

Only those shareholders who have registered for the General Meeting personally or through proxy, and whose application has been received by the Management Board at least by the end of the fourth day prior to the General Meeting, that is, by the end of **10 March 2025**, and who are registered in the Central Book-Entry Securities Register as at the end of day on **7 March 2025 ("record day")**, shall be entitled to participate in the General Meeting and exercise their voting rights. If an intermediary who is not the ultimate beneficial owner is recorded in the Central Register as a shareholder, the shareholders can exercise their voting right based on the proof referred to in the second paragraph of Article 235.č of the ZGD-1, showing who the ultimate beneficial owner is on the record day. The registration forms shall be sent by post or delivered in person to: Petrol d.d., Ljubljana, Uprava družbe – za skupščino, Dunajska cesta 50, 1000 Ljubljana, so that the Company receives them by the end of the fourth day prior to the General Meeting date. Registrations sent through electronic media will not be valid. Only the registration forms containing original signatures of the shareholders and/or representatives or proxies will be deemed to be valid. The Company will also deem valid those registration forms which are received in the standard form via the Central Securities Clearing Corporation (KDD – Centralna klirinško depotna družba d.o.o.) and which are previously received by the Central Securities Clearing Corporation via the intermediary chain. The registration form is available on the Company's website and can be obtained free of charge at the Company's headquarters in Ljubljana, Dunajska cesta 50 (information office) each workday from 10:00 to 13:00 from the date of publishing the notice convening the General Meeting to the actual day of the General Meeting.

Each shareholder who is entitled to attend the General Meeting may authorise a proxy to register for participation on their behalf and to attend the General Meeting and exercise the shareholder's voting rights. Such authorisation shall be given in writing and submitted to the Company where it shall be kept. The form for registration, participation, and exercise of voting rights by proxy is available on the Company's website and can also be obtained free of charge at the Company headquarters in Ljubljana, Dunajska cesta 50 (information office), each workday from 10:00 to 13:00 from the date of publishing the notice to convene the General Meeting to the actual day of the General Meeting. If the original of the registration form containing the signature of shareholder has been sent, it is

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enough to email the scanned authorisation form as an attachment to skupscina@petrol.si; the scanned authorisation form must contain the personal signature of a natural person, or, in the case of a legal entity, a personal signature of representative and a stamp/seal, if used. The Company is entitled to verify the identity of a shareholder or a person who submits the authorisation by e-mail, as well as the authenticity of their signatures. Shareholders are entitled to revoke the authorisation in the same manner as they submitted it, at any time before the actual day of the General Meeting. The authorisations for representation at the General Meeting of Shareholders with a list of the following proxies for representation at the General Meeting of Shareholders: Sašo Berger, Marko Ninčević, Jože Smolič, Metod Podkrižnik, Drago Kavšek, Zoran Gračner, Rajko Stanković and Borut Bizaj, with the content and form as included in the attachment to the notice convening the General Meeting, may also be submitted in person at any Petrol service station in Slovenia as listed on https://www.petrol.si/prodajna_mesta. The authorisation shall contain personal signature and submitted at a service station by the end of 10 March 2025.

A proxy may exercise or entrust the exercising of a voting right for shares that they do not hold solely if they have been granted written proxy authorisation to do so. A proxy shall keep the authorisation so as to ensure that it can be verified. Authorisation may be given to an individual proxy and be revoked at any time. A proxy is entitled to authorise persons not employed by them to exercise the proxy authorisation only if this is explicitly permitted in the authorisation. If, based on authorisation a proxy exercises a voting right on behalf of a shareholder, the proxy authorisation document shall be submitted to the Company where it shall be kept. A proxy shall call upon the relevant shareholder to provide them with instructions for exercising the voting right and shall stress that their potential failure to provide instructions for exercising the voting right shall result in the voting right being exercised under such proxy's own proposals, which shall be notified to the shareholder, except if it can be presumed that the shareholder would approve of their different decision if they were aware of the actual situation. The same rules such as defined in this paragraph shall apply *mutatis mutandis* to fiduciary account holders in relation to shares that they do not hold, voting advisors and other persons exercising a voting right in the name of a shareholder on the basis of a proxy authorisation as their activity.

Upon request, shareholders and/or their representatives or proxies must present their personal identity document and written authorisation; a legal representative must also present an extract from the Register of Companies or Business Register.

The shareholders are kindly asked to register at the reception office one hour prior to the commencement of the meeting to confirm their attendance by affixing their signatures to the list of shareholders and collect the voting papers.

The General Meeting will commence at 12:00 (noon). Should a quorum not be present at that time, the General Meeting will be adjourned and resumed at 14:00 on the same day and the same premises, regardless of the share capital represented.

PETROL, Slovenska energetska družba, d.d., Ljubljana

Sašo Berger
President of the Management Board

Janez Žlak
President of the Supervisory Board



Working papers to Item 1 of the Agenda

1. Opening of the General Meeting and election of working bodies

Proposed resolution:

1.

Attorney Uroš Pogačnik from a Grosuplje-based Law Firm Čeferin, Pogačnik, Novak, Koščak in partnerji, o.p., d.o.o. is elected as Chairman of the General Meeting, and Gregor Mavsar and Barbara Jama Živalič as officials responsible for counting the votes.

The General Meeting is informed that the notarial protocol will be drawn up by Bojan Podgoršek, Notary Public from Ljubljana.

Substantiation:

There are no specific working papers for this point. The Management Board proposes the General Meeting that the working bodies of the General Meeting be elected, i.e. the Chairperson and two officials responsible for counting the votes. The election of the working bodies will ensure the lawful conduct of the General Meeting. In accordance with the ZGD-1, a notary must also be present at the General Meeting in order to draw up minutes of the General Meeting.

Explanation regarding the majority required to adopt the proposed resolution:

The resolution is adopted by a majority of the votes cast.

The resolution is proposed by the Management Board of the Company.

Working papers to Item 2 of the Agenda

2. Information to the General Meeting of Shareholders of Petrol d.d., Ljubljana regarding the new members of the Supervisory Board – employee representatives

Proposed resolution:

2.1.

The General Meeting of Shareholders of Petrol, Slovenska energetska družba, d.d., Ljubljana has been informed that the Workers' Council of Petrol, Slovenska energetska družba, d.d., Ljubljana, at its 31st meeting of 4 December 2024, elected Robert Ravnikar, Marko Šavli and Lina Jerman as employee representatives to the Supervisory Board of Petrol, Slovenska energetska družba, d.d., Ljubljana, for a four-year term of office commencing on 24 February 2025.

Substantiation:

The terms of office of Supervisory Board members – employee representatives Robert Ravnikar, Alen Mihelčič and Marko Šavli end on 23 February 2025. On the basis of resolution no. 31/5-2, adopted at the 31st meeting of the Workers' Council of Petrol d.d., Ljubljana of 4 December 2024, the four-year terms of office of the aforementioned members of the Supervisory Board – employee representatives commence on 24 February 2025.

Attachment to item 2 of the agenda:

- Copy of resolution no 31/5-2 adopted at the 31st meeting of the Workers' Council of Petrol d.d., Ljubljana of 4 December 2024.

Explanation regarding the majority required to adopt the proposed resolution:

The resolution is adopted by a majority of the votes cast.

The resolution is proposed by the Supervisory Board.

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Svet delavcev PETROL d.d., Ljubljana je na svoji 31. Redni seji Sveta delavcev PETROL d.d., Ljubljana dne 4. 12. 2024, ki je potekala v prostorih družbe PETROL d.d., Ljubljana, Dunajska 50, Ljubljana, velika sejna soba v 15. nadstropju, z začetkom ob 09:00 in koncem ob 11:36, sprejel naslednje sklepe:

SKLEP 31/5-2:

Svet delavcev ugotavlja, da so bili izvoljeni trije (3) predstavniki delavcev v Nadzornem svetu družbe PETROL d.d., Ljubljana za mandatno obdobje od 24. 2. 2025 do 24. 2. 2029, in sicer:

- Lina Jerman
- Robert Ravnikar in
- Marko Šavli;

pri čemer štiriletno mandatno obdobje navedenim izvoljenim predstavnikom delavcev v Nadzornem svetu družbe PETROL d.d., Ljubljana začne teči dne 24. 2. 2025.

Sklep je SD sprejel soglasno, s 14 (štirinajstimi) glasovi za in 0 (nič) proti.

Predsednik Sveta delavcev
Robert Ravnikar

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At its 31st meeting held on 4 December 2024 from 9:00 to 11:36 a.m. in the large meeting room on the 15th floor of the premises of PETROL d.d., Ljubljana, Dunajska 50, Ljubljana, the Worker's Council of PETROL d.d., Ljubljana adopted the following resolutions:

RESOLUTION 31/5-2:

The Workers' Council has determined that three (3) representatives of employees to the Supervisory Board of PETROL d.d., Ljubljana have been elected for a period from 24 February 2025 to 24 February 2029, as follows:

- Lina Jerman
- Robert Ravnikar, and
- Marko Šavli.

The four-year term of office of the aforementioned elected representatives of employees to the Supervisory Board of PETROL d.d., Ljubljana commence on 24 February 2025.

The Workers' Council adopted the resolution unanimously, with 14 (fourteen) votes in favour to 0 (zero) against.

Robert Ravnikar
Chairman of the Workers'
Council

Working papers to Item 3 of the Agenda

3. Appointment of members of the Supervisory Board of Petrol d.d., Ljubljana

Proposed resolutions:

3.1. Mario Selecky is appointed as the first member of the Supervisory Board, a shareholder representative, for a four-year term of office, commencing on 11 April 2025.

3.2. Goran Kralj is appointed as the second member of the Supervisory Board, a shareholder representative, for a four-year term of office, commencing on 11 April 2025.

3.3. Vesna Južna is appointed as the third member of the Supervisory Board, a shareholder representative, for a four-year term of office, commencing on 16 July 2025.

3.4. Luka Zajc is appointed as the fourth member of the Supervisory Board, a shareholder representative, for a four-year term of office, commencing on 11 April 2025.

3.5. Tomaž Vesel is appointed as the fifth member of the Supervisory Board, a shareholder representative, for a four-year term of office, commencing on 11 April 2025.

3.6. Marko Jazbec is appointed as the sixth member of the Supervisory Board, a shareholder representative, for a four-year term of office, commencing on 22 April 2025.

Substantiation:

The terms of office of six members of the Supervisory Board, shareholder representatives, will expire in 2025 due to the end of the four-year period, that is, the end of the term of office. The terms of office of four members (Mario Selecky, Aleksander Zupančič, Alenka Urnaut and Borut Vrviščar) end on 10 April 2025, one member (Janez Žlak) on 21 April 2025, and one member (Mladen Kaliterna) on 15 July 2025. In view of the above, six members of the Supervisory Board, shareholder representatives, need to be appointed, with the terms of office of four members starting on 11 April 2025, one member on 22 April 2025 and one member on 16 July 2025.

The Supervisory Board selected the proposed candidates from among the candidates who responded to the invitation by submitting their applications and were proposed to it by its Human Resources and Management Board Evaluation Committee ("Committee"). The Committee shortlisted 21 valid candidates and interviewed them. The Committee evaluated the candidates in terms of expertise, complementarity, chances of being elected and their presentations in interviews held with them, and proposed 6 candidates to the Supervisory Board for approval. In making the selection, the Supervisory Board relied on, and fully complied with, the pre-determined conditions and criteria and recommendations of its Committee, the provisions of its Rules of Procedure and the Slovenian Corporate Governance Code for Listed Companies which is the Company's Reference Code. In forming the composition of the Supervisory Board, it took into account the orientation about the complementarity of the expertise, experience and skills of the candidates and non-existence of any conflict of interest of the candidates. The candidates have extensive experience in a variety of fields. In making the selection, the Supervisory Board endeavoured to ensure the continuity of

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membership by proposing one of the current members of the Supervisory Board, Mario Selecky, to the General Meeting for election.

In formulating the final proposal, the Supervisory Board took full account of the proposals of its Committee. According to the criteria of the Slovenian Corporate Governance Code for Listed Companies, the Supervisory Board assessed that the proposed candidates are not economically, personally or otherwise connected with the Company and/or the Company's Management Board. Upon the adoption of the election proposal for the General Meeting, the Supervisory Board assessed potential conflict of interest of each candidate and found no conflict of interest for any of the candidates.

The proposed candidates for members of the Supervisory Board meet the conditions for appointment and do not have any reservations set out in Article 255 of the ZGD-1, Article 273 of the ZGD-1 or other legal or statutory reservations. All proposed candidates also gave their consent to the appointment as members of the Supervisory Board. A more detailed presentation of individual candidates, including their names and surnames, is provided in the material.

In accordance with the provision of item 2 of the second paragraph of Article 297.a of the ZGD-1, the following information is provided on the proposed candidates: name and surname, education, relevant experience and current employment of the proposed member.

- Mario Selecky

Mario Selecky holds a master's degree in law from the Pan-European University and a master's degree in environmental sciences from the Comenius University in Bratislava. He is employed at J&T bank in Bratislava, Slovakia as a Senior Project Manager for Slovakia, the Czech Republic, Slovenia and Hungary. Previously, he was the Director of Division at the Ministry of Environment of the Slovak Republic. He has been a member of the Supervisory Board of Petrol d.d., Ljubljana since 2021.

- Goran Kralj

Goran Kralj holds a bachelor's degree in economics, Faculty of Economics, University of Zagreb. He is currently a Member of the Management Board of PBZ Croatia Osiguranje d.d. His previous functions were Advisor to the Management Board of PBZ Croatia Osiguranje d.d., Director of ERSTE d.o.o. Pensions Fund Management Company, and Fund Manager of Reiffeisen Invest d.o.o. Investment Funds Management Company.

- Vesna Južna

Vesna Južna holds a high-level degree in economics from the Boris Kidrič Faculty of Economics. She has extensive experience in management, finance and corporate governance. She is currently the procuration holder at Perspektiva FT d.o.o. Throughout her career, she has obtained vast experience being the Director of Perspektiva d.d., BPD; a member/President of the Management Board of Perspektiva DZU d.o.o, Head of Accounting and Finance at Perspektiva d.d., BPD, and in the fields of financial intermediation, activities of holding companies, preparation of plans and strategies, as well as being the Director of Strešnik Holding d.o.o, Ljubljana, procuration holder of Vizija holding d.o.o, Ljubljana, procuration holder of Vizija holding Ena d.o.o, Ljubljana, President of the Supervisory Board of Lisca d.o.o., Sevnica, President of the Supervisory Board of CGP d.d., Novo mesto, and President of the Supervisory Board of Hidrotehnik d.o.o., Ljubljana.

- Luka Zajc

Luka Zajc holds a bachelor's degree in law from the Faculty of Law of the University of Ljubljana. He has passed the bar exam and has extensive experience in legal consultancy, procurement and operations control and as a supervisor at an agency engaged in the marketing of rights. He is a

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Board member of the Čeferin Law Firm, Head of Koper Branch, and Head of Office for Corporate Affairs of the UEFA General Secretary.

- **Tomaž Vesel**

Tomaž Vesel holds a bachelor's degree in law from the Faculty of Law of the University of Ljubljana and is currently a PhD student enrolled in the European Economic Law programme at the University of Maribor. He is a certified state auditor. He has obtained extensive experience being President of the Court of Auditors of the Republic of Slovenia. In addition, he has gained extensive international experience working in international organisations and institutions, most notably in EU, OECD, INTOSAI, UN, EUROSAI and FIFA. Currently, he is the Director of Eurofit d.o.o. and procuration holder at Salomon d.o.o.

- **Marko Jazbec**

- Marko Jazbec holds a bachelor's degree in economics from the School of Economics and Business of the University of Ljubljana. He has gained valuable experience in financial consulting and management during his career by holding functions of Assistant Director of SDH d.d., President of the Management Board of SDH d.d., President of the Management Board of Hoteli Bernardin d.d., Portorož, Assistant to the Management Board of NLB d.d., Member of the Management Board of NLB d.d., Deputy President of the Management Board of Intereuropa, Director of Mefidus d.o.o., Executive Director of Droga Kolinska, d.d., and Executive Director of SKB banka d.d. He is currently the Chairman of the Management Board of Pozavarovalnica Sava d.d. (Sava Re d.d.).

The resolution is proposed by the Supervisory Board of the Company.

Attachments to item 3 of the agenda:

- presentation of the candidates above
- candidates' CVs and signed consents and declarations of non-existence of the circumstances referred to in Article 255 of the ZGD-1

Explanation regarding the majority required to adopt the resolution proposal:

The resolution is adopted by a majority of the votes cast.

The resolution is proposed by the Supervisory Board.



Mario Selecky

Date of birth:

Nationality:

Phone number:

Email address:

Address:

WORK EXPERIENCE

01/01/2011 - CURRENT Bratislava, Slovakia

SENIOR PROJECT MANAGER / HEAD OF THE PROJECT J&T BANK

Head of the projects the energy sector in the Slovakia, Czech republic, Slovenia and Hungary. Full responsibility for the management of the projects (e.g. PETROL).

Business or Sector Financial and insurance activities | **Address** Dvorakovo nabrezie 8, Bratislava, Slovakia

Website www.jtbanka.sk

01/09/2001 - 31/12/2010 Bratislava, Slovakia

PROJECT/PROGRAMME MANAGER - DIRECTOR OF THE DIVISION MINISTRY OF ENVIRONMENT OF THE SLOVAK REPUBLIC

Director of the division responsible for programming and implementation of Operational Programme Environment financed by EU Structural Funds and Cohesion Fund. with focus on waste management projects.

Address Namestie Ludovirta Stura 1, 81101, Bratislava, Slovakia | **Website** www.enviro.gov.sk

10/04/2020 - 10/04/2025 Ljubljana, Slovenia

MEMBER OF SUPERVISORY BOARD IN PETROL, D.D. PETROL D.D.,

Responsibilities and activities related to Member of Supervisory Board in the Petrol d.d..

Address Dunajska cesta 50, 1000, Ljubljana, Slovenia

EDUCATION AND TRAINING

01/09/2007 - 31/05/2012 Bratislava, Slovakia

MASTER OF LAW Pan-European University, Faculty of Law

Website <http://www.paneurouni.com/en/faculties/faculty-law/>

01/09/1996 - 31/05/2001 Bratislava

MASTER OF ENVIRONMENTAL SCIENCE Comenius University in Bratislava, Faculty of Natural Science

field of study: Environmental Management

Website <http://fns.uniba.sk/en/faculty>

LANGUAGE SKILLS

Mother tongue(s): **SLOVAK**

Other language(s):

	UNDERSTANDING		SPEAKING		WRITING
	Listening	Reading	Spoken production	Spoken interaction	
ENGLISH	C1	C1	C1	C1	C1

	UNDERSTANDING		SPEAKING		WRITING
	Listening	Reading	Spoken production	Spoken interaction	
RUSSIAN	B1	B1	A2	A2	A2

Levels: A1 and A2 Basic user; B1 and B2. Independent user; C1 and C2 Proficient user

DIGITAL SKILLS

Microsoft Word | Microsoft Powerpoint | Microsoft Excel

ORGANISATIONAL SKILLS

Organisational skills

- Management of 30 people at the Programme Department of Ministry of Environment of Slovak Republic
- Head of the various project;
- Member of Board in Gama Investment a.s. (power plant)
- Member of Supervisory Board in more than 10 companies;

COMMUNICATION AND INTERPERSONAL SKILLS

Communication and interpersonal skills

- very good communication skills gained through my experience as a Project Manager - Head of the Project

IK Intisova

19.11.2024



STATEMENT

by a Member of the Supervisory Board of
Petrol d.d., Ljubljana
with its registered office at
Dunajska cesta 50, 1000 Ljubljana,
Company Reg. No.: 5025796000

I, candidate for a member of the Supervisory Board of Petrol d.d., Ljubljana,

Hereby declare that:

- I agree with being nominated for a member of the Supervisory Board of the company;
- I am not a member of another management or supervisory body of the same company;
- I have never been finally convicted of a criminal offence against the economy, labour relations and social security, legal transactions, property, the environment, space and natural resources in Slovenia or any other country;
- I am not subject to a preventive measure prohibiting me from pursuing my profession in Slovenia or any other country;
- acting as a member of the management or supervisory body of a company against which bankruptcy proceedings have been instituted, I have not been imposed with the payment of damages to the creditors in Slovenia or any other country in accordance with the provisions on liability for damages contained in the act governing financial operations, insolvency proceedings and compulsory dissolution;
- there are no circumstances in conflict with my appointment in accordance with the provisions of the Slovenian Companies Act (Official Gazette of the Republic of Slovenia No. 65/09 with amendments; ZGD-1).

Place: In Bratislava,

Date: 19.11.2024


Mario Selecky

Statement of independence of a member of the Supervisory Board/Committee of the Supervisory Board

I, the undersigned Mario Selecky hereby state, pursuant to Principles 13 and 24 of the Slovenian Corporate Governance Code of 9 December 2021 (hereinafter: the Code) in relation to my membership on the Supervisory Board/Committee of the Supervisory Board of Petrol d.d., Ljubljana, that I have the professional qualification and sufficient experience and knowledge for the position of a member of the Supervisory Board/Committee of the Supervisory Board. I hereby provide the declarations concerning the potential conflicts of interest as laid down in Appendix B to the Code.

Please indicate if the statement is true or false. The accuracy of the statement shall be assessed based on the criteria laid down in Appendix B to the Code:

- a) I am not an executive director or a member of the Management Board of the Company or an associate thereof, and have not occupied such a position over the past three years.

TRUE

FALSE

- b) I am not an employee of the Company thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

TRUE

FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the Supervisory Board or a Committee of the Supervisory Board.

TRUE

FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

TRUE

FALSE

- d) I do not have, and have over the past year not entered into, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

TRUE

FALSE

f) I am not an executive director or member of the management board of another company in which an executive director or member of the management board is a member of the supervisory board. Furthermore, I am not related in any other way with executive directors or members of the management board on account of co-operating with them in other companies or bodies.

TRUE

FALSE

g) I have not held the position of a Supervisory Board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

TRUE

FALSE

h) I am not a close family member of the members of the Management Board or persons occupying the positions under items (a) through (g).

TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

TRUE

FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?

NO

YES

If YES, please explain:

Dependence of a candidate or member of the Supervisory Board and Committee shall exist if the conflict of interest pursuant to Appendix B of the Code is relevant and of a permanent (and not merely

temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.

The circumstances specified above (Appendices B3 and B4 of the Code) shall in any case result in an assumption of dependence. Such assumptions may be contested if the member of the Supervisory Board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.

Considering the statement on the potential conflicts of interest, I declare myself to be:

Please circle as appropriate.

a) An independent member of the Supervisory Board/Committee of the Supervisory Board

Please circle as appropriate.

a1) I meet all the criteria of independence and all the statements made above are true.

a2) The criteria _____ are untrue:

(Please circle the reasons)

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- for being neither permanent nor relevant.

An additional explanation concerning the permanence and relevance of the criterion ____:

b) A dependent member of the Supervisory Board/Committee of the Supervisory Board.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

Date:

19.11.2024

Signature:



Goran Kralj

Date of birth:

Nationality:

Phone number:

Email address:

Address

WORK EXPERIENCE

11/2019 - CURRENT Zagreb

MEMBER OF THE MANAGEMENT BOARD PBZ CROATIA OSIGURANJE D.D.

Managing the asset of mandatory pension funds, AUM 4billion EUR. Responsible for Risk management, Financial analysis, IT and legal departments. Focused on private equity investments and corporate governance.

06/2019 - 11/2019

ADVISOR TO THE MANAGEMENT BOARD PBZ CROATIA OSIGURANJE D.D.

preparing for the function in Management board

06/2004 - 06/2019 Zagreb

DIRECTOR ERSTE D.O.O. PENSION FUNDS MANAGEMENT COMPANY

Procurator (Proxy) and Director Asset Management (ex Chief Portfolio Manager). Managing the asset of mandatory and voluntary Erste Plavi pension funds, AUM 1,9 billion EUR. Responsible for Asset management department, organizing and managing investment process, portfolio construction, portfolio hedging, securities and derivatives trading.

05/2002 - 05/2004 Zagreb

FUND MANAGER RAIFFEISEN INVEST D.O.O. INVESTMENT FUNDS MANAGEMENT COMPANY

Fund manager for money market, FX and fixed income portfolios of open-end investment funds

05/1999 - 05/2002

CHIEF DEALER ZAGREBAČKA BANKA D.D.

Chief dealer FX banknotes and precious metals in the Treasury Division. Responsible for managing and trading FX cash position.

EDUCATION AND TRAINING

1993 - 1999 Zagreb

GRADUATE IN ECONOMICS University of Zagreb, Faculty of Economics, Business Economics, Finance

2006 Zagreb

PENSION FUND MANAGER'S EXAM Croatian Financial Services Supervisory Agency (HANFA)

2006 Zagreb

BROKER'S EXAM Croatian Financial Services Supervisory Agency (HANFA)

2006

CFA LEVEL 1 CFA Institute

SEMINARS, WORKSHOPS Participated numerous seminars, workshops and conferences on Capital markets, Macroeconomics...

LANGUAGE SKILLS

Mother tongue(s): **CROATIAN**

Other language(s): **ENGLISH ITALIAN**

STATEMENT

by a Member of the Supervisory Board of
Petrol d.d., Ljubljana
with its registered office at
Dunajska cesta 50, 1000 Ljubljana,
Company Reg. No.: 5025796000

I, candidate for a member of the Supervisory Board of Petrol d.d., Ljubljana,

Hereby declare that:

- I agree with being nominated for a member of the Supervisory Board of the company;
- I am not a member of another management or supervisory body of the same company;
- I have never been finally convicted of a criminal offence against the economy, labour relations and social security, legal transactions, property, the environment, space and natural resources in Slovenia or any other country;
- I am not subject to a preventive measure prohibiting me from pursuing my profession in Slovenia or any other country;
- acting as a member of the management or supervisory body of a company against which bankruptcy proceedings have been instituted, I have not been imposed with the payment of damages to the creditors in Slovenia or any other country in accordance with the provisions on liability for damages contained in the act governing financial operations, insolvency proceedings and compulsory dissolution;
- there are no circumstances in conflict with my appointment in accordance with the provisions of the Slovenian Companies Act (Official Gazette of the Republic of Slovenia No. 65/09 with amendments; ZGD-1).

Place: ZALVEJ, date: 26/11/2024

Name and Surname, and signature:


GORAN KRAVJ

Statement of independence
of a member of the Supervisory Board/Committee of the Supervisory Board

I, the undersigned GORAN KRALJ hereby state, pursuant to Principles 13 and 24 of the Slovenian Corporate Governance Code of 9 December 2021 (hereinafter: the Code) in relation to my membership on the Supervisory Board/Committee of the Supervisory Board of PETROL d.d., that I have the professional qualification and sufficient experience and knowledge for the position of a member of the Supervisory Board/Committee of the Supervisory Board. I hereby provide the declarations concerning the potential conflicts of interest as laid down in Appendix B to the Code.

Please indicate if the statement is true or false. The accuracy of the statement shall be assessed based on the criteria laid down in Appendix B to the Code:

- a) I am not an executive director or a member of the Management Board of the Company or an associate thereof, and have not occupied such a position over the past three years.

TRUE

FALSE

- b) I am not an employee of the Company thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

TRUE

FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the Supervisory Board or a Committee of the Supervisory Board.

TRUE

FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

TRUE

FALSE

- d) I do not have, and have over the past year not entered into, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

TRUE FALSE

f) I am not an executive director or member of the management board of another company in which an executive director or member of the management board is a member of the supervisory board. Furthermore, I am not related in any other way with executive directors or members of the management board on account of co-operating with them in other companies or bodies.

TRUE FALSE

g) I have not held the position of a Supervisory Board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

TRUE FALSE

h) I am not a close family member of the members of the Management Board or persons occupying the positions under items (a) through (g).

TRUE FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

TRUE FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

TRUE FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?

NO YES

If YES, please explain:

Dependence of a candidate or member of the Supervisory Board and Committee shall exist if the conflict of interest pursuant to Appendix B of the Code is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.

The circumstances specified above (Appendices B3 and B4 of the Code) shall in any case result in an assumption of dependence. Such assumptions may be contested if the member of the Supervisory Board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.

Considering the statement on the potential conflicts of interest, I declare myself to be:

Please circle as appropriate.

a) An independent member of the Supervisory Board/Committee of the Supervisory Board

Please circle as appropriate.

a1) meet all the criteria of independence and all the statements made above are true.

a2) The criteria _____ are untrue:

(Please circle the reasons)

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- for being neither permanent nor relevant.

An additional explanation concerning the permanence and relevance of the criterion ____:

b) A dependent member of the Supervisory Board/Committee of the Supervisory Board.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

Date: 26/11/2024

Signature: 

OSEBNI PODATKI

Vesna Južna

Naslov:

E-pošta: _____

Telefon:

Spol: Ženski / Datum rojstva: ____ / Državljanstvo: _____

DELOVNE IZKUŠNJE

[1/8/2017 – Trenutno] **Prokuristka**

Perspektiva FT d.o.o.

Naslov: Dunajska cesta 156, 1000, Ljubljana

Finančno posredništvo in dejavnost holdingov

- uresničevanje poslovne politike družbe,
- zastopanje družbe v skladu s pooblastili,
- priprava planov in strategij poslovanja posameznih družb in Skupine Perspektiva,
- zagotavljanje pogojev za nemoteno poslovanje družbe/skupine,
- vodenje kadrovske politike,
- zagotavljanje finančnih virov za tekoče poslovanje na nivoju družbe in Skupine Perspektiva,
- skrb za stroškovno učinkovitost družbe in družb v Skupini Perspektiva,
- priprava posameznih in konsolidiranega letnega poročila,
- sodelovanje z zunanjimi in notranjimi revizorji,
- svetovanje in priprava dokumentov o statusnih spremembah družbe,
- sodelovanje pri upravljanju finančnih naložb in akvizicijah v družbi in skupini Perspektiva,
- pomoč pri vodenju in izvajanju zahtevnih projektov.

[1/1/2017 – 31/7/2017] **Direktorica**

Perspektiva d.d. Borzno posredniška družba

Naslov: Dunajska cesta 156, 1000, Ljubljana

Finančno posredništvo

- uresničevanje poslovne politike sprejete s strani skupščine,
- samostojno zastopanje družbe,
- trženje produktov in pridobivanje strank,
- poročanje skupščini družbe o izvajanju poslovne politike, donosnosti in finančnem stanju družbe ter poslih, ki pomembnejše vplivajo na poslovno uspešnost družbe,
- sprejemanje predloga letnega poročila,
- priprava in sprejemanje dokumentov o statusnih spremembah družbe,
- sodelovanje z nadzornimi institucijami,
- priprava organizacijske sheme družbe in internih pravil,
- vodenje kadrovske in nagrajevalne politike,
- zagotavljanje pogojev za nemoteno poslovanje in delovanje družbe.

| 10/3/2004 – 31/12/2016 | **Članica/predsednica uprave**

Perspektiva DZU d.o.o.

Naslov: Dunajska cesta 156, 1000, Ljubljana

Finančno posredništvo, upravljanje investicijskih skladov

- zastopanje in predstavljanje družbe,
- načrtovanje dela in vodenje poslovanja družbe,
- izvajanje kadrovske politike, sklepanje in prekinitve delovnih razmerij,
- nadzorovanje dela delavcev,
- nadzorovanje vodenja poslovnih knjig, izdelovanje poslovnih poročil za potrebe poročanja,
- pripravlanje predlogov za statusne spremembe,
- izdelovanje investicijskih, finančnih in drugih planov družbe za upravljanje,
- nadzorovanje izvajanja investicijskih politik podskladov,
- pripravlanje in sprejemanje splošnih aktov družbe,
- nadzorovanje in zagotavljanje zakonitosti dela družbe.

| 1/1/1998 – 9/3/2004 | **Vodja računovodstva in financ**

Perspektiva d.d. Borznoposredniška družba

Naslov: NBK 9, Metlika

Finančno posredništvo

- priprava finančnih, računovodskih in letnih poročil,
- sodelovanje z revizorji in nadzornimi institucijami,
- nadzor nad knjiženjem poslovnih dogodkov,
- obračun OD in DDV,
- vodenje blagajne in registra OS,
- skrb za informacijski sistem.

| 1/7/1993 – 31/12/1997 | **Direktorica**

Perspektiva finančno ekonomske storitve d.d.

Naslov: NBK 9, Metlika

Finančno posredništvo

- vodenje poslov družbe,
- zastopanje in predstavljanje družbe,
- vodenje računovodstva in financ,
- trženje storitev in produktov,
- pridobivanje strank,
- sodelovanje z zunanjimi institucijami in partnerji.

| 1/10/1990 – 30/6/1993 | **Vodja pisarne**

Remex d.o.o.

Naslov: NBK 9, Metlika

Uvoz, izvoz, zunanja trgovina

- vodenje vseh poslov,
- vodenje računovodstva in financ,
- trženje storitev, pridobivanje strank,
- komunikacija s poslovnimi partnerji,
- sodelovanje z zunanjimi institucijami.

IZOBRAŽEVANJE IN USPOSABLJANJE

| 1990 | **Ekonomist VI. strokovne izobrazbe**

Ekonomska fakulteta Borisa Kidriča, Ljubljana

Kraj: Ljubljana

| 1998 | **Računalniški tehnik V.**

Srednja šola za računalništvo (Gimnazija Vič)

Kraj: Ljubljana

JEZIKOVNO ZNANJE

Materni jezik/-i: slovenščina

Drugi jeziki:

angleščina

SLUŠNO RAZUMEVANJE B2 BRALNO RAZUMEVANJE B2 PISANJE B2

GOVORNO SPOROČANJE B2 GOVORNO SPORAZUMEVANJE B2

hrvaščina

SLUŠNO RAZUMEVANJE B2 BRALNO RAZUMEVANJE B2 PISANJE B2

GOVORNO SPOROČANJE B2 GOVORNO SPORAZUMEVANJE B2

Stopnje: A1 in A2: osnovni uporabnik B1 in B2: samostojni uporabnik C1 in C2: usposobljeni uporabnik

DIGITALNE SPRETNOSTI IN ZNANJA

Napredna uporaba programov MS Office (Word, Excel, PowerPoint, Outlook, Teams)

Orodja za komunikacijo na daljavo (MS Teams, Zoom ipd.)

VOZNIŠKO DOVOLJENJE

Vozniško dovoljenje za kategorije vozil: A, B, G in H

CERTIFIKATI

Potrdilo o usposabljanju za člane nadzornih svetov in upravnih odborov

DRUGE KOMPETENCE

Ves čas zaposlitve opravljam vodstvene funkcije in dolga leta delujem tudi v nadzornih svetih, zato imam veliko vodstvenih izkušenj, strokovnega znanja ter dobre komunikacijske in organizacijske kompetence. Razmišljam strateško in celostno. Delujem učinkovito in ciljno usmerjeno. Usposobljena sem za reševanje zahtevnih nalog ter za sodelovanje v zahtevnih projektih. Imam motivacijske sposobnosti in sposobnost prepoznavanja kadrovskega potenciala. Znam se učinkovito odločati o pomembnih zadevah.

DRUGE FUNKCIJE

Direktorica družbe Strešnik Holding d.o.o., Ljubljana
Prokuristka družbe Vizija holding d.o.o., Ljubljana
Prokuristka družbe Vizija holding Ena d.o.o., Ljubljana
Predsednica NS družbe Lisca d.o.o., Sevnica
Predsednica NS družbe CGP d.d., Novo mesto
Predsednica NS družbe Hidrotehnik d.o.o., Ljubljana

POJASNILO:

V kolikor bom imenovana v nadzorni svet družbe Petrol d.d., bom odstopila iz nadzornega sveta družbe CGP d.d., Novo mesto.

IZJAVA

člana nadzornega sveta družbe
Petrol d.d., Ljubljana,
s sedežem v Ljubljani,
poslovni naslov Dunajska cesta 50, 1000 Ljubljana,
matična številka 5025796000


Kandidat za člana nadzornega sveta družbe Petrol d.d., Ljubljana

izjavljam, da:

- soglašam z imenovanjem za člana nadzornega sveta družbe;
- nisem član drugega organa vodenja ali nadzora te družbe;
- nisem bil ne v Sloveniji ne v drugi državi pravnomočno obsojen zaradi kaznivega dejanja zoper gospodarstvo, zoper delovno razmerje in socialno varnost, zoper pravni promet, zoper premoženje, zoper okolje, prostor in naravne dobrine;
- mi ni bil ne v Sloveniji ne v drugi državi izrečen varnostni ukrep prepovedi opravljanja poklica;
- ni mi bilo ne v Sloveniji ne v drugi državi kot članu organa vodenja ali nadzora družbe, nad katero je bil začet stečajni postopek, pravnomočno naloženo plačilo odškodnine upnikom v skladu z določbami o odškodninski odgovornosti v zakonu, ki ureja finančno poslovanje, postopke zaradi insolventnosti in prisilno prenehanje;
- ni nobenih okoliščin, ki bi po določbah Zakona o gospodarskih družbah (Uradni list RS št. 65/09 s sprememb. in dopoln.; ZGD-1) nasprotovale mojemu imenovanju.

V LJUBLJANI, dne 22. 11. 2024

Ime, priimek in podpis:



VESNA JUŽNA

Izjava o neodvisnosti

člana nadzornega sveta/komisije nadzornega sveta družbe

PETROL, d.d., LJUBLJANA

Podpisani(-a) VESNA JUŽNA skladno z 13. in 24. načelom Slovenskega kodeksa upravljanja javnih delniških družb z dne 9. 12. 2021 (v nadaljevanju: Kodeks) vezano na moje članstvo v nadzornem svetu/komisiji nadzornega sveta družbe PETROL, d.d. izjavljam, da sem za opravljanje funkcije člana(-ice) nadzornega sveta/komisije nadzornega sveta strokovno usposobljen(-a) ter da imam za tako delo dovolj izkušenj in znanja. V izjavi o neodvisnosti se izrekam glede potencialnih nasprotij interesov iz priloge B v Kodeksu.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve se uporabljajo kriteriji iz priloge B Kodeksa:

- a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal(-a) takšne funkcije v zadnjih treh letih.

DRŽI

NE DRŽI

- b) Nisem zaposlen(-a) v družbi in nisem bil(-a) na takšnem položaju v zadnjih treh letih, razen če sem bil(-a) izvoljen(-a) v nadzorni svet v okviru sistema delavskega predstavnštva, ki ga zahteva zakon, in nisem vodilni delavec.

DRŽI

NE DRŽI

- c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član(-ica) nadzornega sveta ali član(-ica) komisije nadzornega sveta.

DRŽI

NE DRŽI

- č) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

DRŽI

NE DRŽI

- d) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec osebe, ki ima tak odnos. Poslovni stiki vključujejo položaj dobavitelja blaga ali storitev (vključno s finančnimi, pravnimi, svetovalnimi ali posvetovalnimi storitvami), položaj pomembne stranke in položaj organizacij, ki prejemajo večje prispevke od družbe ali od njene skupine.

DRŽI

NE DRŽI

- e) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner(-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali z zunanjim revizorjem povezane družbe.

DRŽI

NE DRŽI

f) Nisem izvršni(-a) direktor(-ica) ali član(-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

DRŽI

NE DRŽI

g) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let, kadar statut družbe določa za mandat manj kot štiri leta).

DRŽI

NE DRŽI

h) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do g).

DRŽI

NE DRŽI

Poleg zgornjih navedb tudi:

- nisem član(-ica) širšega posloводства povezane družbe in

DRŽI

NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

DRŽI

NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

NE

DA

Prosimo obrazložite, če ste odgovorili z DA:

Odvisnost kandidata oziroma člana nadzornega sveta in komisije je podana, če je nasprotje interesov skladno s Prilogo B Kodeksa trajnejšega (in ne zgolj prehodnega) značaja in je relevantno. Merila za presojo relevance nasprotja interesov so zlasti:

- vrsta in številčnost ravnanj in odločitev, na katere se nasprotje interesov (lahko) nanaša;
- verjetnost dejanske realizacije nasprotja interesov in
- vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe.

Zgoraj navedene okoliščine (iz priloge B3 in B4 Kodeksa), vedno ustvarjajo domnevo odvisnosti. Domneve so izpodbitne, če član nadzornega sveta dokaže, da nasprotje interesov kljub obstoju katerega od kriterijev ni trajno in hkrati ni relevantno.

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

a) neodvisnega(-o) člana(-ico) nadzornega sveta/komisije nadzornega sveta

Prosimo, da ustrezno obkrožite.

a1) izpolnujem vse kriterije neodvisnosti in vse trditve, ki so navedene zgoraj, držijo.

a2) kriterij(i) _____ ne drži(jo):

(obkroži razloge)

- glede na vrsto in številčnost ravnanj in odločitev, na katere se to nasprotje interesov (lahko) nanaša,
- glede na verjetnost dejanske realizacije nasprotja interesov in vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe,
- ni trajnejšega značaja in ni relevantno.

Dodatno pojasnilo glede trajnosti in relevance kriterija ____:

b) odvisnega člana(-ico) nadzornega sveta/komisije nadzornega sveta.

S svojim podpisom dovoljujem objavo podpisane izjave na spletnih straneh družbe.

Datum: 22.11.2024

Podpis: _____





Luka Zejc

Date of birth:

Nationality:

Hide contact details ^

Work:

Email address:

Home:

WORK EXPERIENCE

- Član upravnega odbora odvetniške družbe Ceferin. Vodja podružnice Koper. Vodja pisarne za korporativne zadeve generalnega sekretarja UEFA

16/10/2016

UEFA | NYON, Switzerland

- pravno svetovanje
- kontrola nabave in poslovanja
- nadzornik agencije ki se ukvarja s trženjem pravic

EDUCATION AND TRAINING

- dipl.iur. PDI-Pravna fakulteta v Ljubljani. Ministrstvo za pravosodje RS

01/10/1991 - 02/04/1997

dipl sur PDI | Ljubljana, Slovenia

LANGUAGE SKILLS

Mother tongue(s)

Slovenščina

Other language(s)

	Listening	Reading	Spoken interaction	Spoken production	Writing
English	C1 Proficient User	C1 Proficient User	C1 Proficient User	C1 Proficient User	B2 Independent User
French	B1 Independent User	B1 Independent User	B1 Independent User	B1 Independent User	B1 Independent User
Serbian	C1 Proficient User	C1 Proficient User	C1 Proficient User	C1 Proficient User	B2 Independent User

DIGITAL SKILLS

Word | Windows | Google Gmail

IZJAVA
člana nadzornega sveta družbe
Petrol d.d., Ljubljana,
s sedežem v Ljubljani,
poslovni naslov Dunajska cesta 50, 1000 Ljubljana,
matična številka 5025796000

Kandidat za člana nadzornega sveta družbe Petrol d.d., Ljubljana

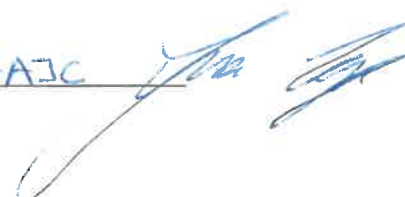
izjavljam, da:

- soglašam z imenovanjem za člana nadzornega sveta družbe;
- nisem član drugega organa vodenja ali nadzora te družbe;
- nisem bil ne v Sloveniji ne v drugi državi pravnomočno obsojen zaradi kaznivega dejanja zoper gospodarstvo, zoper delovno razmerje in socialno varnost, zoper pravni promet, zoper premoženje, zoper okolje, prostor in naravne dobrine;
- mi ni bil ne v Sloveniji ne v drugi državi izrečen varnostni ukrep prepovedi opravljanja poklica;
- ni mi bilo ne v Sloveniji ne v drugi državi kot članu organa vodenja ali nadzora družbe, nad katero je bil začet stečajni postopek, pravnomočno naloženo plačilo odškodnine upnikom v skladu z določbami o odškodninski odgovornosti v zakonu, ki ureja finančno poslovanje, postopke zaradi insolventnosti in prisilno prenehanje;
- ni nobenih okoliščin, ki bi po določbah Zakona o gospodarskih družbah (Uradni list RS št. 65/09 s sprememb. in dopoln.; ZGD-1) nasprotovale mojemu imenovanju.

V Nyona, dne 19.11.2024

Ime, priimek in podpis:

LUKA ZAJC



Izjava o neodvisnosti

člana nadzornega sveta/komisije nadzornega sveta družbe

Podpisani(-a) LUKA ZAJC skladno z 13. in 24. načelom Slovenskega kodeksa upravljanja javnih delniških družb z dne 9. 12. 2021 (v nadaljevanju: Kodeks) vezano na moje članstvo v nadzornem svetu/komisiji nadzornega sveta družbe PETROL d.d. izjavljam, da sem za opravljanje funkcije člana(-ice) nadzornega sveta/komisije nadzornega sveta strokovno usposobljen(-a) ter da imam za tako delo dovolj izkušenj in znanja. V izjavi o neodvisnosti se izrekam glede potencialnih nasprotij interesov iz priloge B v Kodeksu.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve se uporabljajo kriteriji iz priloge B Kodeksa:

- a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal(-a) takšne funkcije v zadnjih treh letih.

DRŽI

NE DRŽI

- b) Nisem zaposlen(-a) v družbi in nisem bil(-a) na takšnem položaju v zadnjih treh letih, razen če sem bil(-a) izvoljen(-a) v nadzorni svet v okviru sistema delavskega predstavnštva, ki ga zahteva zakon, in nisem vodilni delavec.

DRŽI

NE DRŽI

- c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član(-ica) nadzornega sveta ali član(-ica) komisije nadzornega sveta.

DRŽI

NE DRŽI

- č) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

DRŽI

NE DRŽI

- d) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec osebe, ki ima tak odnos. Poslovni stiki vključujejo položaj dobavitelja blaga ali storitev (vključno s finančnimi, pravnimi, svetovalnimi ali posvetovalnimi storitvami), položaj pomembne stranke in položaj organizacij, ki prejemajo večje prispevke od družbe ali od njene skupine.

DRŽI

NE DRŽI

- e) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner(-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali z zunanjim revizorjem povezane družbe.

DRŽI

NE DRŽI

f) Nisem izvršni(-a) direktor(-ica) ali član(-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

DRŽI NE DRŽI

g) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let, kadar statut družbe določa za mandat manj kot štiri leta).

DRŽI NE DRŽI

h) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do g).

DRŽI NE DRŽI

Poleg zgornjih navedb tudi:

- nisem član(-ica) širšega posloводства povezane družbe in

DRŽI NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

DRŽI NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

NE DA

Prosimo obrazložite, če ste odgovorili z DA:

Odvisnost kandidata oziroma člana nadzornega sveta in komisije je podana, če je nasprotje interesov skladno s Prilogo B Kodeksa trajnejšega (in ne zgolj prehodnega) značaja in je relevantno. Merila za presojo relevance nasprotja interesov so zlasti:

- vrsta in številčnost ravnanj in odločitev, na katere se nasprotje interesov (lahko) nanaša;
- verjetnost dejanske realizacije nasprotja interesov in
- vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe.

Zgoraj navedene okoliščine (iz priloge B3 in B4 Kodeksa), vedno ustvarjajo domnevo odvisnosti. Domneve so izpodbitne, če član nadzornega sveta dokaže, da nasprotje interesov kljub obstoju katerega od kriterijev ni trajno in hkrati ni relevantno.

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

a) neodvisnega(-o) člana(-ico) nadzornega sveta/komisije nadzornega sveta

Prosimo, da ustrezno obkrožite.

a1) izpolnujem vse kriterije neodvisnosti in vse trditve, ki so navedene zgoraj, držijo.

a2) kriterij(i) _____ ne drži(jo):

(obkroži razloge)

- glede na vrsto in številčnost ravnanj in odločitev, na katere se to nasprotje interesov (lahko) nanaša,
- glede na verjetnost dejanske realizacije nasprotja interesov in vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe,
- ni trajnejšega značaja in ni relevantno.

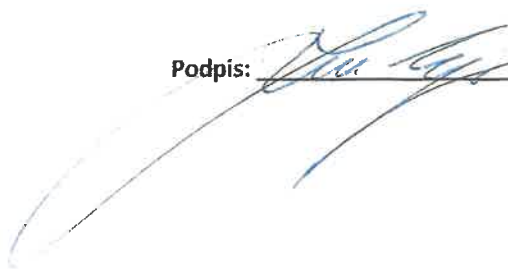
Dodatno pojasnilo glede trajnosti in relevance kriterija ____:

b) odvisnega člana(-ico) nadzornega sveta/komisije nadzornega sveta.

S svojim podpisom dovoljujem objavo podpisane izjave na spletnih straneh družbe.

Datum: 19.11.2024

Podpis: _____

A handwritten signature in blue ink, consisting of several fluid, overlapping strokes, positioned above a horizontal line.

Priimek: Vesel
Ime: Tomaž
Datum rojstva:
Državljanstvo: slovensko

Kontaktne podatki:

1. Izobrazba

Institucija (od– do)	Dosežena stopnja izobrazbe
Pravna fakulteta, Univerza v Ljubljani 1993 – 1997	Univerzitetni diplomirani pravnik
Pravna fakulteta, Univerza v Mariboru	Doktorski študij evropskega ekonomskega prava
Ministrstvo za finance/Računsko sodišče	Pooblaščen državn revizor

2. Jeziki

angleščina: profesionalna usposobljenost
nemščina: usposobljen
srbsščina/hrvaščina/bosansščina: profesionalna usposobljenost
francoščina: srednje usposobljen

3. Kompetence

Strateško vodenje
Finančno revidiranje
Krizno upravljanje
Vodenje javnega sektorja
Nadzorno upravljanje
Operativna učinkovitost
Mednarodni odnosi
Spremembno upravljanje
Razvoj politik
Javno nastopanje in komuniciranje

4. Podrobne mednarodne izkušnje

Država/organizacija	Od – do
ILO – International Training Centre/ Mednarodni center za	1999 - 2000

usposabljanje – Italija – priprava
izobraževalnega tečaja

Sodelovanje z Ministrstvom za
finance in vladami (Srbija, Črna
gora, Hrvaška, Albanija,
Moldavija,..) – svetovanje 2001 - 2008

SIGMA – intelektualne storitve 2005 - 2021

Sodelovanje z OECD
(Organisation for Economic Co-
operation and Development/
Organizacija za gospodarsko
sodelovanje in razvoj) –
svetovanje 2006 - 2017

European Union Twinning
Projects/ Projekti tesnega
medinstitucionalnega sodelovanja
Evropske unije – Hrvaška, Srbija,
Črna gora; Severna Makedonija 2008 - 2015

GIZ – Deutchen Gesselshaft fur
Internationale Zusammenarbeit/
Nemško združenje za mednarodno
sodelovanje – svetovanje 2010 - 2011

INTOSAI (International
Organisation of Supreme Audit
Organisations/Mednarodna
organizacija vrhovnih revizijskih
institucij) 2006 - 2022

EUROSAI (European organisation
of Supreme Audit organisations/
Evropska organizacija vrhovnih
revizijskih institucij)

INTOSAI, EUROSAI – aktivna
udeležba na mednarodnih
konferencah in okroglih mizah

Odbori in delovne skupine
INTOSAI –
Odbor za strokovne standarde,
Pododbor za revizijo smotrnosti
poslovanja, Odbor za krepitev
zmogljivosti, Delovna skupina za

revizijo IT, Delovna skupina za okoljsko revizijo, Delovna skupina za revizijo pogodb o javnih naročilih

EUROSAI – Delovna skupina za revizijo IT, Delovna skupina za okoljsko revizijo, Delovna skupina za revizijo in etiko

Kontaktni odbor EU vrhovnih revizijskih institucij Evropske unije

Delovne skupine CC EU – Delovna skupina za strukturne sklade, delovna skupina za računovodstvo javnega sektorja, delovna skupina za revizijo fiskalne politike, delovna skupina za evropsko Bančno unijo, delovna skupina EPSAS (Evropski standardi revidiranja javnega sektorja)

Kontaktni odbor EU vrhovnih revizijskih institucij Evropske unije 2008 - 2022

FIFA - Mednarodna nogometna federacija 2016 - 2021
Predsednik odbora za revizijo in skladnost
Predsednik pododbora za odškodnine
Predsednik delovne skupine za ocenjevanje ponudb za FIFA World Cup 2026

Okvirna konvencija Združenih narodov o spremembi podnebja (United Nations Framework Convention on Climate Change - UNFCCC), sklad za izgube in škodo – COP 27/28 2024

5. Pregled strokovnih izkušenj

Leta (od – do)	Podjetje	Položaj	Opis
1997	Center Vlade Republike Slovenije za informatiko	Svetovalec za izvedbo javnih naročil	Priprava razpisne dokumentacije, pravne storitve
1998 – 2000	Računsko sodišče	Revizor	Različne revizijske izkušnje, vključno z revizijo smotrnosti poslovanja in okoljsko revizijo
2000 – 2004	Državna revizijska komisija	Namestnik predsednika	Postopki revizije javnih naročil
2004 – 2013	Računsko sodišče	Prvi namestnik predsednika	Državni revizor
2013 – 2022	Računsko sodišče	Predsednik	Državni revizor
2022 – danes	Eurofit d.o.o. Salomon d.o.o.	Direktor Prokurist	Korporativno upravljanje holdinga

6. Publikacije in predstavitve

1997 – 2002: avtor več kot 30 člankov s področja revizije in več kot 20 člankov z drugih pravnih področij (gospodarsko pravo, upravno pravo, koncesije, lokalna samouprava, pravo Evropske unije, okoljsko pravo, ...).

2004 – 2022: avtor več knjig o revizijskem pravu, javnem naročanju in evropskem pravu:

- *Odločitve Državne revizijske komisije*, 631 strani;
- *Javna naročila, pogoji in merila*, 287 strani;
- *Evropsko pravo*, 891 strani;
- *Zakon o javnih naročilih s komentarjem*, 1083 strani;
- *Primeri Sodišča Evropske unije*, 900 strani;
- *Računsko sodišče – revizijski priročnik*, 300 strani;
- *Priročnik za revizijo smotrnosti poslovanja*, 55 strani – več avtorjev;
- *Priročnik za okoljsko revizijo*, 50 strani – več avtorjev.

2004 – 2022: Predavatelj na številnih mednarodnih in domačih konferencah, seminarjih in delavnicah o javnem naročanju, reviziji smotrnosti poslovanja, mehanizmu finančnega nadzora, državnih ali notranjih revizijah, koncesijah, okoljskem pravu, ustanovni član Šole evropskega prava v Ljubljani.

7. Bistvene specifične izkušnje

Tomaž Vesel (rojen leta 1977) leta 1997 diplomiral na Pravni fakulteti Univerze v Ljubljani. Izobraževanje je leta 2007 nadaljeval s podiplomskim študijem s področja evropskega gospodarskega prava na Pravni fakulteti Univerze v Mariboru, kjer je pripravil doktorsko disertacijo. Poleg nazivov državni revizor in preizkušeni državni revizor se je usposabljal in izobraževal tudi v tujini.

Svojo poklicno pot je začel leta 1997 na Centru Vlade Republike Slovenije za informatiko in jo nadaljeval med letoma 1999 in 2004 kot član Državne revizijske komisije Republike Slovenije. Konec leta 2003 je bil izvoljen za prvega namestnika predsednika Računskega sodišča Republike Slovenije. Funkcijo je opravljal od 1. februarja 2004 do 1. februarja 2013, ko je bil imenovan za vrhovnega državnega revizorja na oddelku za revidiranje negospodarskih javnih služb. Leta 2013 je bil imenovan za vrhovnega državnega revizorja in predsednika računskega sodišča. Po končani karieri v javnem sektorju je delo nadaljeval v zasebnem sektorju kot generalni direktor velikega holdinga.

Tomaž Vesel je avtor številnih strokovnih člankov in je kot predavatelj sodeloval na številnih predavanjih v Sloveniji in tujini. Pomembna je njegova vloga pri vzpostavitvi revidiranja javnih naročil, koncesij in pri izvajanju revizij institucij v Republiki Sloveniji, pri čemer odlično pozna področje javnih naročil, koncesij, razpolaganja s stvarnim in finančnim premoženjem javnega sektorja, državne pomoči, prava Evropske unije in struktur upravljanja. Kot nesporni strokovnjak s področij, ki so pomembna za izvajanje revizijske pristojnosti Računskega sodišča, je sodeloval tudi z mednarodnimi organizacijami. Bil je zunanji strokovnjak Organizacije za gospodarsko sodelovanje in razvoj (OECD) za pripravo poročil in izvajanje zunanje pomoči državam v razvoju na področju javnih financ in javnega upravljanja.

Bogate mednarodne izkušnje so povezane z več velikimi mednarodnimi organizacijami in institucijami, predvsem z EU, OECD, INTOSAI, OZN, EUROSAI in FIFA. Dejavno sodeluje pri izvajanju nadzorne, svetovalne ali supervizorske vloge. Z izjemo EU so te organizacije delovale po vsem svetu, zlasti v odboru FIFA za revizijo in skladnost, kjer je imel vodilno vlogo pri vzpostavljanju glavnih reform upravljanja in je pomembno sodeloval pri razdeljevanju in pretoku razvojnih sredstev po vsem svetu, pri čemer je poskrbel tudi za vzpostavitev ustreznih mehanizmov kontrole.

Med svojim delom kot predsednik nadzornega organa FIFA je imel vodilno vlogo pri zagotavljanju popolne avtonomije, razvoju meril za upravičenost, oblikovanju politik in postopkov, ki služijo zagotavljanju transparentnega in odgovornega finančnega upravljanja. Njegova neposredna odgovornost je bila povezana s programom skladnosti, oceno tveganja in sistemom notranjega nadzora, z oblikovanjem računovodskih politik in načel računovodskih poročil, s človekovimi pravicami, varstvom okolja in enakostjo spolov, z obravnavo primerov

domnevne neskladnosti ter z izvajanjem nadzorne vloge v zvezi z več ustanovami FIFA (Forward 2.0, Covid 19 Relieve Plan ...) z več kot dvema milijardama sproščenih sredstev.

Kot generalni revizor Slovenije, direktor holdinškega podjetja, prokurist v velikem podjetju in predsednik neodvisnega odbora FIFA je pridobil praktične izkušnje, ki temeljijo na nepovratnih sredstvih, operacionalizacijo dogovorov o financiranju, nadzorom operacij in administracije, s pregledom in odobritvijo izvrševanja proračuna in revizij, razvojem politik in postopkov za vzpostavitev ustreznih zaščitnih ukrepov in učinkovitih fiduciarnih standardov ter nadzorom nepovratnih sredstev in ugodnih posojil.

POVZETEK

Tomaž Vesel je vrhunski vodja z bogatim strokovnim znanjem na področju vodenja, revizije, nadzora, skladnosti, upravljanja in menedžmenta. Opravljal je pomembne položaje v javnem in zasebnem sektorju, pri čemer je dokazal izjemno sposobnost usmerjanja organizacij k večji integriteti in učinkovitosti. Med njegovimi pomembnimi vlogami so: predsednik Računskega sodišča; predsednik odbora FIFA za revizijo in skladnost; ter aktivni strokovnjak v okviru SIGMA – skupne pobude OECD in Evropske unije, namenjene krepitvi javnega upravljanja in spodbujanja družbeno-gospodarske rasti.

Je tudi vpliven udeleženec mednarodnih kongresov, konferenc, številnih okroglih miz in političnih dogodkov na visoki ravni. Imel je proaktivno vlogo v odborih in delovnih skupinah v okviru INTOSAI, EUROSAI in Kontaktnega odbora EU vrhovnih revizijskih institucij Evropske unije. Aktivno je sodeloval v Zvezi revizorjev EUROSAI ob njeni ustanovitvi, predsedoval je skupini V4+2, gostil različna bilateralna srečanja in predsedoval več multilateralnim srečanjem. Trenutno je generalni direktor uglednega holdinga.

Je cenjen avtor, ki v svojih delih ponuja dragocen vpogled v upravljanje, revizijo, krizno upravljanje in javno politiko. Kot predavatelj je sodeloval pri številnih predavanjih v Sloveniji in tujini. V vlogi revizorja, svetovalca in menedžerske odgovornosti je pridobil odlično znanje s področja javnega upravljanja, razpolaganja s stvarnim in finančnim premoženjem javnega sektorja, državne pomoči in prava Evropske unije ter nadzorom nad subjekti javnega ter zasebnega sektorja.

IZJAVA

člana nadzornega sveta družbe
Petrol d.d., Ljubljana,
s sedežem v Ljubljani,
poslovni naslov Dunajska cesta 50, 1000 Ljubljana,
matična številka 5025796000


Kandidat za člana nadzornega sveta družbe Petrol d.d., Ljubljana

izjavljam, da:

- soglašam z imenovanjem za člana nadzornega sveta družbe;
- nisem član drugega organa vodenja ali nadzora te družbe;
- nisem bil ne v Sloveniji ne v drugi državi pravnomočno obsojen zaradi kaznivega dejanja zoper gospodarstvo, zoper delovno razmerje in socialno varnost, zoper pravni promet, zoper premoženje, zoper okolje, prostor in naravne dobrine;
- mi ni bil ne v Sloveniji ne v drugi državi izrečen varnostni ukrep prepovedi opravljanja poklica;
- ni mi bilo ne v Sloveniji ne v drugi državi kot članu organa vodenja ali nadzora družbe, nad katero je bil začet stečajni postopek, pravnomočno naloženo plačilo odškodnine upnikom v skladu z določbami o odškodninski odgovornosti v zakonu, ki ureja finančno poslovanje, postopke zaradi insolventnosti in prisilno prenehanje;
- ni nobenih okoliščin, ki bi po določbah Zakona o gospodarskih družbah (Uradni list RS št. 65/09 s sprememb. in dopoln.; ZGD-1) nasprotovale mojemu imenovanju.

v Ljubljani, dne 21. 11. 2024

Ime, priimek in podpis:

Tomaz Vesel
— 

Izjava o neodvisnosti

člana nadzornega sveta/komisije nadzornega sveta družbe

PETROL d.d.

Podpisani(-a) TOMAZ VESEL skladno z 13. in 24. načelom Slovenskega kodeksa upravljanja javnih delniških družb z dne 9. 12. 2021 (v nadaljevanju: Kodeks) vezano na moje članstvo v nadzornem svetu/komisiji nadzornega sveta družbe Petrol d.d. izjavljam, da sem za opravljanje funkcije člana(-ice) nadzornega sveta/komisije nadzornega sveta strokovno usposobljen(-a) ter da imam za tako delo dovolj izkušenj in znanja. V izjavi o neodvisnosti se izrekam glede potencialnih nasprotij interesov iz priloge B v Kodeksu.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve se uporabljajo kriteriji iz priloge B Kodeksa:

- a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal(-a) takšne funkcije v zadnjih treh letih.

DRŽI

NE DRŽI

- b) Nisem zaposlen(-a) v družbi in nisem bil(-a) na takšnem položaju v zadnjih treh letih, razen če sem bil(-a) izvoljen(-a) v nadzorni svet v okviru sistema delavskega predstavnštva, ki ga zahteva zakon, in nisem vodilni delavec.

DRŽI

NE DRŽI

- c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član(-ica) nadzornega sveta ali član(-ica) komisije nadzornega sveta.

DRŽI

NE DRŽI

- č) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

DRŽI

NE DRŽI

- d) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec osebe, ki ima tak odnos. Poslovni stiki vključujejo položaj dobavitelja blaga ali storitev (vključno s finančnimi, pravnimi, svetovalnimi ali posvetovalnimi storitvami), položaj pomembne stranke in položaj organizacij, ki prejemajo večje prispevke od družbe ali od njene skupine.

DRŽI

NE DRŽI

- e) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner(-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali z zunanjim revizorjem povezane družbe.

DRŽI

NE DRŽI

- f) Nisem izvršni(-a) direktor(-ica) ali član(-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

DRŽI

NE DRŽI

- g) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let, kadar statut družbe določa za mandat manj kot štiri leta).

DRŽI

NE DRŽI

- h) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do g).

DRŽI

NE DRŽI

Poleg zgornjih navedb tudi:

- nisem član(-ica) širšega posloводства povezane družbe in

DRŽI

NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

DRŽI

NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

NE

DA

Prosimo obrazložite, če ste odgovorili z DA:

Odvisnost kandidata oziroma člana nadzornega sveta in komisije je podana, če je nasprotje interesov skladno s Prilogo B Kodeksa trajnejšega (in ne zgolj prehodnega) značaja in je relevantno. Merila za presojo relevance nasprotja interesov so zlasti:

- vrsta in številčnost ravnanj in odločitev, na katere se nasprotje interesov (lahko) nanaša;
- verjetnost dejanske realizacije nasprotja interesov in
- vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe.

Zgoraj navedene okoliščine (iz priloge B3 in B4 Kodeksa), vedno ustvarjajo domnevo odvisnosti. Domneve so izpodbitne, če član nadzornega sveta dokaže, da nasprotje interesov kljub obstoju katerega od kriterijev ni trajno in hkrati ni relevantno.

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

a) neodvisnega(-o) člana(-ico) nadzornega sveta/komisije nadzornega sveta

Prosimo, da ustrezno obkrožite.

a1) izpolnjujem vse kriterije neodvisnosti in vse trditve, ki so navedene zgoraj, držijo.

a2) kriterij(i) _____ ne drži(jo):

(obkroži razloge)

- glede na vrsto in številčnost ravnanj in odločitev, na katere se to nasprotje interesov (lahko) nanaša,
- glede na verjetnost dejanske realizacije nasprotja interesov in vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe,
- ni trajnejšega značaja in ni relevantno.

Dodatno pojasnilo glede trajnosti in relevance kriterija ____:

b) odvisnega člana(-ico) nadzornega sveta/komisije nadzornega sveta.

S svojim podpisom dovoljujem objavo podpisane izjave na spletnih straneh družbe.

Datum: 21. 11. 2024

Podpis: 



Europass življenjepis



Osebni podatki

Ime in priimek **Marko Jazbec**

Naslov

Telefon

Prenosni telefon:

E-pošta

Državljanstvo

Datum in kraj rojstva

Spol **moški**

Delovne izkušnje

Obdobje	12.05.2017 – sedaj; še vedno zaposlen
Zaposlitev ali delovno mesto	Predsednik uprave
Glavne naloge in pristojnosti	Vodenje družbe
Naziv in naslov delodajalca	Pozavarovalnica Sava, d.d. (Sava Re, d.d.) Dunajska cesta 56 1000 Ljubljana
Vrsta dejavnosti ali sektor	Pozavarovanje
Obdobje	01.12.2016 – 11.05.2017
Zaposlitev ali delovno mesto	Samostojni podjetnik
Glavne naloge in pristojnosti	Finančno svetovanje
Naziv in naslov delodajalca	Finančno svetovanje, Marko Jazbec, s.p. Tacenska cesta 125B 1000 Ljubljana
Vrsta dejavnosti ali sektor	Podjetniško in poslovno svetovanje
Obdobje	15.7.2016 – 30.11.2016
Zaposlitev ali delovno mesto	Pomočnik direktorja oddelka za razpolaganje in pridobivanje kapitalskih naložb
Glavne naloge in pristojnosti	Sodelovanje pri zaključku nekaterih odprtih prodajnih postopkov kapitalskih naložb
Naziv in naslov delodajalca	Slovenski državni holding, d.d. Mala ulica 5, P.P. 139 1001 Ljubljana
Vrsta dejavnosti ali sektor	Druge nerazvrščene dejavnosti finančnih storitev, razen zavarovalništva in dejavnosti pokojninskih skladov
Obdobje	2.11.2015 – 14.7.2016
Zaposlitev ali delovno mesto	Predsednik uprave
Glavne naloge in pristojnosti	Vodenje družbe

Naziv in naslov delodajalca Slovenski državni holding, d.d.
Mala ulica 5, P.P. 139
1001 Ljubljana

Vrsta dejavnosti ali sektor Druge nerazvrščene dejavnosti finančnih storitev, razen zavarovalništva in dejavnosti pokojninskih skladov

Obdobje 14.10.2013 – 1.11.2015

Zaposlitev ali delovno mesto Predsednik uprave

Glavne naloge in pristojnosti Vodenje družbe

Naziv in naslov delodajalca Hoteli Bernardin d.d., Portorož
Obala 2
6320 Portorož-Portorose

Vrsta dejavnosti ali sektor Dejavnost hotelov in podobnih nastanitvenih obratov

Obdobje 1.1.2013 – 13.10.2013

Zaposlitev ali delovno mesto Pomočnik uprave

Glavne naloge in pristojnosti

Naziv in naslov delodajalca Nova ljubljanska banka d.d., Ljubljana
Trg republike 2
1520 Ljubljana

Vrsta dejavnosti ali sektor Drugo denarno posredništvo

Obdobje 1.12.2009 – 31.12.2012

Zaposlitev ali delovno mesto Član uprave

Glavne naloge in pristojnosti - vodenje in organiziranje korporativnega bančništva – poslovanja s podjetji
- vodenje in organiziranje bančništva na drobno in privatnega bančništva (od 1.7.2012 do 31.12.2012)

Naziv in naslov delodajalca Nova ljubljanska banka d.d., Ljubljana
Trg republike 2
1520 Ljubljana

Vrsta dejavnosti ali sektor Drugo denarno posredništvo

Obdobje 10.06.2009 – 30.11.2009

Zaposlitev ali delovno mesto Namestnik predsednika uprave

Glavne naloge in pristojnosti - vodenje in organiziranje poslovanja podjetja na področjih financ, računovodstva, kontrolinga, informacijske tehnologije, upravljanja nepremičnin in centralne nabave
- vodenje strateških korporativnih aktivnosti znotraj koncerna

Naziv in naslov delodajalca INTEREUROPA, Globalni logistični servis, delniška družba
Vojkovo nabrežje 32
6000 Koper-Capodistria

Vrsta dejavnosti ali sektor Špedicija in druge spremljevalne prometne dejavnosti

Obdobje 01.08.2007 – 09.06.2009

Zaposlitev ali delovno mesto Direktor (in edini lastnik podjetja)

Glavne naloge in pristojnosti - vodenje in organiziranje poslovanja podjetja
- svetovanje podjetjem na področju financ, kontrolinga, organizacije in strategije

Naziv in naslov delodajalca MEFIDUS podjetniško in poslovno svetovanje d.o.o. (podjetje je bilo zaprto in izbrisano iz sodnega registra 19.4.2011)
Tacenska cesta 125B
1000 Ljubljana

Vrsta dejavnosti ali sektor podjetniško in poslovno svetovanje

Obdobje 01.05.2005 – 31.07.2007

Zaposlitev ali delovno mesto izvršni direktor (finance, računovodstvo in IT)

Glavne naloge in pristojnosti - vodenje in organiziranje poslovanja podjetja na področjih financ, računovodstva, kontrolinga in IT
- vodenje strateških korporativnih aktivnosti znotraj poslovne skupine
- vodenje prenove informacijskih sistemov v integralno ERP rešitev

Naziv in naslov delodajalca Droga Kolinska, živilska industrija, d.d.
Kolinska ulica 1
1544 Ljubljana

Vrsta dejavnosti ali sektor živilsko-predelovalna industrija

Obdobje 01.07.2004 – 30.04.2005

Zaposlitev ali delovno mesto član uprave (finance, računovodstvo in IT)

Glavne naloge in pristojnosti - vodenje in organiziranje poslovanja podjetja na področjih financ, računovodstva, kontrolinga in IT
- vodenje strateških korporativnih aktivnosti znotraj poslovne skupine
- vodenje procesov združevanja Droge in Kolinske

Naziv in naslov delodajalca Droga, živilska industrija d.d.
Industrijska cesta 21
6310 Izola-Isola

Vrsta dejavnosti ali sektor živilsko-predelovalna industrija

Obdobje 01.01.2004 – 30.06.2004

Zaposlitev ali delovno mesto izvršni direktor (skupno vodenje s še enim izvršnim direktorjem), divizija Komercialno upravljanje

Glavne naloge in pristojnosti - vodenje poslovanja v okviru zakladništva, investicijskega bančništva in podjetniških financ
- upravljanje s ključnimi strankami
- upravljanje s premoženjem strank
- funkcijske aktivnosti: cenovna politika, spremljanje aktivnosti, upravljanje z donosnostjo poslovanja

Naziv in naslov delodajalca SKB Banka d.d. (članica bančne skupine Soci t  G n rale)
Ajdov čina 4
1513 Ljubljana

Vrsta dejavnosti ali sektor bančništvo

Obdobje 01.12.2002 – 31.12.2003

Zaposlitev ali delovno mesto izvršni direktor, divizija Kapitalni trg in investicijsko bančništvo

Glavne naloge in pristojnosti - vodenje poslovanja v okviru zakladništva, investicijskega bančništva in podjetniških financ
- upravljanje s ključnimi strankami, s strankami javnega sektorja in z institucionalnimi investitorji
- upravljanje s premoženjem strank

Naziv in naslov delodajalca SKB Banka d.d. (članica bančne skupine Soci t  G n rale)
Ajdov čina 4
1513 Ljubljana

Vrsta dejavnosti ali sektor bančništvo

Obdobje 01.06.2002 – 30.11.2002

Zaposlitev ali delovno mesto namestnik izvršnega direktorja, divizija Kapitalni trg in investicijsko bančništvo

Glavne naloge in pristojnosti - vodenje poslovanja v okviru zakladništva, investicijskega bančništva in podjetniških financ
- upravljanje s ključnimi strankami, s strankami javnega sektorja in z institucionalnimi investitorji
- upravljanje s premoženjem strank

Naziv in naslov delodajalca SKB Banka d.d. (članica bančne skupine Soci t  G n rale)
Ajdov čina 4
1513 Ljubljana

Vrsta dejavnosti ali sektor bančništvo

Obdobje 01.10.2001 – 31.05.2002

Zaposlitev ali delovno mesto namestnik izvršnega direktorja, divizija Finance

Glavne naloge in pristojnosti - vodenje upravljanja z bilanco banke
- upravljanje s kapitalskimi naložbami in nadzor nad odvisnimi podjetji banke
- upravljanje s premoženjem strank

Naziv in naslov delodajalca SKB Banka d.d. (članica bančne skupine Société Générale)
Ajdovščina 4
1513 Ljubljana

Vrsta dejavnosti ali sektor bančništvo

Obdobje 01.07.2000 – 30.09.2001

Zaposlitev ali delovno mesto svetovalec uprave banke

Glavne naloge in pristojnosti - svetovanje o vprašanih investicijskega bančništva, zakladništva in upravljanja z bilanco

Naziv in naslov delodajalca SKB Banka d.d.
Ajdovščina 4
1513 Ljubljana

Vrsta dejavnosti ali sektor bančništvo

Obdobje 01.09.1997 – 30.06.2000

Zaposlitev ali delovno mesto vodja odseka za upravljanje z deviznimi rezervami

Glavne naloge in pristojnosti - opredeljevanje investicijskih strategij
- razvoj »benchmarkinga« pri upravljanju z deviznimi rezervami
- nadzor nad 2 zunanjima in 4 notranjima upravljalci deviznih rezerv
- sodelovanje in poročanje Svetu Banke Slovenije

Naziv in naslov delodajalca Banka Slovenije
Slovenska cesta 35
1505 Ljubljana

Vrsta dejavnosti ali sektor centralno bančništvo

Obdobje 01.03.1996 – 31.08.1997

Zaposlitev ali delovno mesto dealer denarnega in valutnega trga / analitik, odsek za upravljanje z deviznimi rezervami

Glavne naloge in pristojnosti - upravljanje portfeljev dolžniških vrednostnih papirjev nominiranih v DEM in ECU
- priprava tržnih analiz za guvernerja in vice-guvernerje, kot tudi rednih poročil za Svet Banke Slovenije
- uvajanje novih investicijskih alternativ v kriterije za upravljanje z deviznimi rezervami.

Naziv in naslov delodajalca Banka Slovenije
Slovenska cesta 35
1505 Ljubljana

Vrsta dejavnosti ali sektor centralno bančništvo

Obdobje 01.03.1995 – 29.02.1996

Zaposlitev ali delovno mesto pripravnik, oddelek Mednarodno poslovanje (bivši štipendist Banke Slovenije)

Glavne naloge in pristojnosti - učenje o funkcijah centralne banke in o finančnih trgih

Naziv in naslov delodajalca Banka Slovenije
Slovenska cesta 35
1505 Ljubljana

Vrsta dejavnosti ali sektor centralno bančništvo

Izobraževanje in usposabljanje

Obdobje	01.10.1990 – 27.10.1994
Naziv izobrazbe in / ali nacionalne poklicne kvalifikacije	univerzitetni diplomirani ekonomist
Glavni predmeti / pridobljeno znanje in kompetence	na višji in visoki stopnji – smer za denarništvo in finance
Naziv in status ustanove, ki je podelila diplomo, spričevalo ali certifikat	Ekonomski fakulteta Univerze v Ljubljani Kardeljeva ploščad 17 SI-1000 Ljubljana
Stopnja izobrazbe po nacionalni ali mednarodni klasifikacijski lestvici	ISCED 5

Znanja in kompetence

Materni jezik(i) **slovenščina**

Drug(i) jezik(i)

Samovrednotenje Evropska raven (*)	Razumevanje				Govorjenje				Pisanje	
	Slušno razumevanje	Bralno razumevanje	Govorno sporazumevanje	Govorno sporočanje						
angleščina	C1	usposobljeni uporabnik	C1	usposobljeni uporabnik	B2	samostojni uporabnik	B2	samostojni uporabnik	B2	samostojni uporabnik
italijanščina	C1	usposobljeni uporabnik	C1	usposobljeni uporabnik	B2	samostojni uporabnik	B2	samostojni uporabnik	B2	samostojni uporabnik
hrvaščina in srbsščina	C1	usposobljeni uporabnik	C1	usposobljeni uporabnik	B2	samostojni uporabnik	B2	samostojni uporabnik	B2	samostojni uporabnik
francoščina	B1	samostojni uporabnik	B1	samostojni uporabnik	A2	osnovni uporabnik	A2	osnovni uporabnik	A1	osnovni uporabnik
španščina	B1	samostojni uporabnik	B1	samostojni uporabnik	A2	osnovni uporabnik	A2	osnovni uporabnik	A1	osnovni uporabnik

(*) Skupni evropski referenčni okvir za jezike

- Socialna znanja in kompetence**
- komunikacijske veščine, ki sem jih pridobil skozi poslovno kariero v nastopanju, pogajanju, predstavljanju, sestankovanju, v različnih kulturnih in poslovnih okoljih
 - jasno izražanje stališč in idej, v smislu »to deliver complex issues in a simple way«
 - strpnost in umirjenost, kar odraža moja svetovno-nazorska prepričanja
 - iskanje najmanjšega skupnega imenovalca znotraj tima, kot osnove za nadaljnje delo in doseganje rezultatov, s katerimi se bo tim lahko poistovetil, na osnovi pozitivnih izkušenj iz svoje poslovne preteklosti
 - kultura poslušanja
 - vztrajnost, a ne trmoglavost
 - skromnost in neiztopaštvo
 - etičnost, spoštljivost, poštenost in osebnostna integriteta v poslovnem delovanju
- Organizacijska znanja in kompetence**
- vodstvene izkušnje, pridobljene skozi poslovno kariero
 - visoka stopnja delegiranja nalog in odločitev znotraj tima in/ali ožje ekipe sodelavcev, tudi v cilju motiviranja sodelavcev (decentraliziran pristop)
 - procesni pristop v organiziranju dela, kar omogoča normiranje in jasno merjenje delovne učinkovitosti v vseh poslovnih funkcijah
 - vodenje, usmerjanje in iskanje kompromisnih rešitev v kompleksnih in kriznih primerih reševanja podjetij v težavah, finančnih in poslovnih prestrukturiranjih (tako na upniški, kot na dolžniški strani), z mnogo deležniki in interesi
 - operativne vodstvene izkušnje na področjih prevzemov in združitvev podjetij, prodaj podjetij, premoženja in kapitalskih naložb ter v pripravi in izvajanju investicijskih projektov
 - hitro in učinkovito povezovanje *core-business* vidikov in KPI-jev v finančne posledice za podjetje (kapital, likvidnost, tveganja, ekonomika, produktivnost in donosnost)
 - bogate izkušnje iz opravljanja korporativnih in nadzornih funkcij v odvisnih podjetjih in bankah
- Računalniška znanja in kompetence**
- dobro poznavanje programov Microsoft Office™ (Word, Excel, Outlook in PowerPoint)
- Druga znanja in kompetence**
- relativno dober vizualni spomin in sposobnost logičnega razmišljanja; občutek za številke in kvantitativne metode
 - poznavanje zgodovine in geografije
- Vozniško dovoljenje** B kategorija
- Dodatni podatki** Poročen, oče treh sinov. Afiniteta do svetovne etno glasbe, evropskega in znanstveno-fantastičnega filma, popotništva in pohodništva v slovenske hribe.

IZJAVA

člana nadzornega sveta družbe
Petrol d.d., Ljubljana,
s sedežem v Ljubljani,
poslovni naslov Dunajska cesta 50, 1000 Ljubljana,
matična številka 5025796000

Kandidat za člana nadzornega sveta družbe Petrol d.d., Ljubljana

izjavljam, da:

- soglašam z imenovanjem za člana nadzornega sveta družbe;
- nisem član drugega organa vodenja ali nadzora te družbe;
- nisem bil ne v Sloveniji ne v drugi državi pravnomočno obsojen zaradi kaznivega dejanja zoper gospodarstvo, zoper delovno razmerje in socialno varnost, zoper pravni promet, zoper premoženje, zoper okolje, prostor in naravne dobrine;
- mi ni bil ne v Sloveniji ne v drugi državi izrečen varnostni ukrep prepovedi opravljanja poklica;
- ni mi bilo ne v Sloveniji ne v drugi državi kot članu organa vodenja ali nadzora družbe, nad katero je bil začet stečajni postopek, pravnomočno naloženo plačilo odškodnine upnikom v skladu z določbami o odškodninski odgovornosti v zakonu, ki ureja finančno poslovanje, postopke zaradi insolventnosti in prisilno prenehanje;
- ni nobenih okoliščin, ki bi po določbah Zakona o gospodarskih družbah (Uradni list RS št. 65/09 s sprememb. in dopoln.; ZGD-1) nasprotovale mojemu imenovanju.

v Ljubljani, dne 23.11.2024

Ime, priimek in podpis:

Marko Jazbec

Digitalno podpisal
MARKO JAZBEC
Datum: 2024.11.23
+07:12:28 +01'00'

Izjava o neodvisnosti

člana nadzornega sveta/komisije nadzornega sveta družbe

PETROL d.d., Ljubljana

Podpisani(-a) Marko Jazbec skladno z 13. in 24. načelom Slovenskega kodeksa upravljanja javnih delniških družb z dne 9. 12. 2021 (v nadaljevanju: Kodeks) vezano na moje članstvo v nadzornem svetu/komisiji nadzornega sveta družbe PETROL d.d., Ljubljana izjavljam, da sem za opravljanje funkcije člana(-ice) nadzornega sveta/komisije nadzornega sveta strokovno usposobljen(-a) ter da imam za tako delo dovolj izkušenj in znanja. V izjavi o neodvisnosti se izrekam glede potencialnih nasprotij interesov iz priloge B v Kodeksu.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve se uporabljajo kriteriji iz priloge B Kodeksa:

- a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal(-a) takšne funkcije v zadnjih treh letih.

DRŽI

NE DRŽI

- b) Nisem zaposlen(-a) v družbi in nisem bil(-a) na takšnem položaju v zadnjih treh letih, razen če sem bil(-a) izvoljen(-a) v nadzorni svet v okviru sistema delavskega predstavnštva, ki ga zahteva zakon, in nisem vodilni delavec.

DRŽI

NE DRŽI

- c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član(-ica) nadzornega sveta ali član(-ica) komisije nadzornega sveta.

DRŽI

NE DRŽI

- č) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

DRŽI

NE DRŽI

- d) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec osebe, ki ima tak odnos. Poslovni stiki vključujejo položaj dobavitelja blaga ali storitev (vključno s finančnimi, pravnimi, svetovalnimi ali posvetovalnimi storitvami), položaj pomembne stranke in položaj organizacij, ki prejemajo večje prispevke od družbe ali od njene skupine.

DRŽI

NE DRŽI

- e) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner(-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali z zunanjim revizorjem povezane družbe.

DRŽI

NE DRŽI

f) Nisem izvršni(-a) direktor(-ica) ali član(-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

DRŽI

NE DRŽI

g) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let, kadar statut družbe določa za mandat manj kot štiri leta).

DRŽI

NE DRŽI

h) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do g).

DRŽI

NE DRŽI

Poleg zgornjih navedb tudi:

- nisem član(-ica) širšega posloводства povezane družbe in

DRŽI

NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

DRŽI

NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

NE

DA

Prosimo obrazložite, če ste odgovorili z DA:

Odvisnost kandidata oziroma člana nadzornega sveta in komisije je podana, če je nasprotje interesov skladno s Prilogo B Kodeksa trajnejšega (in ne zgolj prehodnega) značaja in je relevantno. Merila za presojo relevance nasprotja interesov so zlasti:

- vrsta in številčnost ravnanj in odločitev, na katere se nasprotje interesov (lahko) nanaša;
- verjetnost dejanske realizacije nasprotja interesov in
- vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe.

Zgoraj navedene okoliščine (iz priloge B3 in B4 Kodeksa), vedno ustvarjajo domnevo odvisnosti. Domneve so izpodbitne, če član nadzornega sveta dokaže, da nasprotje interesov kljub obstoju katerega od kriterijev ni trajno in hkrati ni relevantno.

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

a) neodvisnega(-o) člana(-ico) nadzornega sveta/komisije nadzornega sveta

Prosimo, da ustrezno obkrožite.

a1) izpolnjujem vse kriterije neodvisnosti in vse trditve, ki so navedene zgoraj, držijo.

a2) kriterij(i) _____ ne drži(jo):

(obkroži razloge)

- glede na vrsto in številčnost ravnanj in odločitev, na katere se to nasprotje interesov (lahko) nanaša,
- glede na verjetnost dejanske realizacije nasprotja interesov in vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe,
- ni trajnejšega značaja in ni relevantno.

Dodatno pojasnilo glede trajnosti in relevance kriterija ____:

b) odvisnega člana(-ico) nadzornega sveta/komisije nadzornega sveta.

S svojim podpisom dovoljujem objavo podpisane izjave na spletnih straneh družbe.

Datum: 23.11.2024

Podpis: _____



Digitalno podpisal
MARKO JAZBEC
Datum: 2024.11.23
07:05:20 +01'00'

STATEMENT

by a Member of the Supervisory Board of
Petrol d.d., Ljubljana
with its registered office at
Dunajska cesta 50, 1000 Ljubljana,
Company Reg. No.: 5025796000

I, candidate for a member of the Supervisory Board of Petrol d.d., Ljubljana,

Hereby declare that:

- I agree with being nominated for a member of the Supervisory Board of the company;
- I am not a member of another management or supervisory body of the same company;
- I have never been finally convicted of a criminal offence against the economy, labour relations and social security, legal transactions, property, the environment, space and natural resources in Slovenia or any other country;
- I am not subject to a preventive measure prohibiting me from pursuing my profession in Slovenia or any other country;
- acting as a member of the management or supervisory body of a company against which bankruptcy proceedings have been instituted, I have not been imposed with the payment of damages to the creditors in Slovenia or any other country in accordance with the provisions on liability for damages contained in the act governing financial operations, insolvency proceedings and compulsory dissolution;
- there are no circumstances in conflict with my appointment in accordance with the provisions of the Slovenian Companies Act (Official Gazette of the Republic of Slovenia No. 65/09 with amendments; ZGD-1).

Place: _____, date: _____

Name and Surname, and signature:

Statement of independence
of a member of the Supervisory Board/Committee of the Supervisory Board

I, the undersigned _____ hereby state, pursuant to Principles 13 and 24 of the Slovenian Corporate Governance Code of 9 December 2021 (hereinafter: the Code) in relation to my membership on the Supervisory Board/Committee of the Supervisory Board of _____, that I have the professional qualification and sufficient experience and knowledge for the position of a member of the Supervisory Board/Committee of the Supervisory Board. I hereby provide the declarations concerning the potential conflicts of interest as laid down in Appendix B to the Code.

Please indicate if the statement is true or false. The accuracy of the statement shall be assessed based on the criteria laid down in Appendix B to the Code:

- a) I am not an executive director or a member of the Management Board of the Company or an associate thereof, and have not occupied such a position over the past three years.

TRUE

FALSE

- b) I am not an employee of the Company thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

TRUE

FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the Supervisory Board or a Committee of the Supervisory Board.

TRUE

FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

TRUE

FALSE

- d) I do not have, and have over the past year not entered into, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

TRUE

FALSE

f) I am not an executive director or member of the management board of another company in which an executive director or member of the management board is a member of the supervisory board. Furthermore, I am not related in any other way with executive directors or members of the management board on account of co-operating with them in other companies or bodies.

TRUE

FALSE

g) I have not held the position of a Supervisory Board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

TRUE

FALSE

h) I am not a close family member of the members of the Management Board or persons occupying the positions under items (a) through (g).

TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

TRUE

FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?

NO

YES

If YES, please explain:

Dependence of a candidate or member of the Supervisory Board and Committee shall exist if the conflict of interest pursuant to Appendix B of the Code is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.

The circumstances specified above (Appendices B3 and B4 of the Code) shall in any case result in an assumption of dependence. Such assumptions may be contested if the member of the Supervisory Board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.

Considering the statement on the potential conflicts of interest, I declare myself to be:

Please circle as appropriate.

a) An independent member of the Supervisory Board/Committee of the Supervisory Board

Please circle as appropriate.

a1) I meet all the criteria of independence and all the statements made above are true.

a2) The criteria _____ are untrue:

(Please circle the reasons)

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- for being neither permanent nor relevant.

An additional explanation concerning the permanence and relevance of the criterion ___:

b) A dependent member of the Supervisory Board/Committee of the Supervisory Board.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

Date: _____

Signature: _____

Working papers to Item 4 of the Agenda

4. Information to the General Meeting of Shareholders of Petrol d.d., Ljubljana regarding the Company's relevant legal procedures

Proposed resolution:

4.1.: The General Meeting of Shareholders of Petrol, Slovenska energetska družba, d.d., Ljubljana has been informed with the Company's relevant legal procedures.

Substantiation:

As the terms of office of the current Supervisory Board members are coming to an end and to ensure the reporting continuity in the time of the energy crisis from the last General Meetings of Shareholders, the members of the Supervisory Board have decided to inform the General Meeting of Shareholders of all relevant legal procedures involving the Company that are currently in place. The Management Board of the Company will give a presentation at the General Meeting.

Explanation regarding the majority required to adopt the resolution proposal:

The resolution is adopted by a majority of the votes cast.

The resolution is proposed by the Supervisory Board.