

Izjava o neodvisnosti člana nadzornega sveta/komisij nadzornega sveta

Statement of Independence of Supervisory Board (committee) Member

Sava Re, d.d. ("družba") / Sava Re, d.d. ("the Company")

Firma družbe / Company name

Andrej Kren

Ime in priimek člana nadzornega sveta / Name of supervisory board member

16.7.2017

Začetek mandata člana nadzornega sveta / Start of term of office of supervisory board member

Univ. dipl. pravnik

Izobrazba / Qualifications

DELO d.o.o.

Redna zaposlitev, delodajalec / Regular employment, employer

Vsi izrazi, zapisani v moški slovnični obliki, se uporabljajo kot nevtralni za oba spola.

Podpisani ANDREJ KREN skladno z 11. in 23. načelom Slovenskega kodeksa upravljanja javnih delniških družb z dne 27. 10. 2016 (v nadaljevanju: Kodeks) vezano na moje članstvo v nadzornem svetu/komisiji nadzornega sveta družbe Sava Re, d.d., izjavljam, da sem za opravljanje funkcije člana nadzornega sveta/komisije nadzornega sveta strokovno usposobljen ter da imam za tako delo dovolj izkušenj in znanja.

V nadaljevanju izjavljam,

- ☒ da bom kot član nadzornega sveta sprejemal svoje odločitve neodvisno;
- ☒ da bom pri svojem delovanju in odločanju upošteval cilje družbe in jim podredil morebitne drugačne osebne ali posamične interese tretjih oseb, uprave, delničarjev, javnosti ali države;
- ☒ da bom izvajal vse previdnostne ukrepe, da bi se izognil nasprotju interesov, ki bi lahko vplivali na mojo presojo;
- ☒ da bom o morebitnih potencialnih nasprotjih interesov nemudoma obvestil nadzorni svet;
- ☒ da sem seznanjen, da nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta 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.

All grammatical forms used in the masculine are deemed to refer equally to both genders.

I, ANDREJ the KREN, undersigned in accordance with principles 11 and 23 of the Slovenian Corporate Governance Code for Listed Companies dated 27 October 2016 (hereinafter: Code) relating to my membership on the (committee of the) supervisory board of Sava Re, d.d., declare that I have adequate professional qualification, sufficient experience and knowledge to take the office of member of the (committee of the) supervisory board.

I declare that

- ☒ as a supervisory board member, I will be independent in making decisions;
- ☒ in my dealings and decisions, I will act in the interest of the Company, and any other interests, personal, of third parties, the management board, shareholders, the public or government will be subordinated to these;
- ☒ I will take all precautionary steps to avoid conflicts of interest that could influence my judgement;
- ☒ I will immediately inform the supervisory board of any potential conflicts of interest;
- ☒ I am aware that a conflict of interest exists where the impartial and objective exercise of the function or decision making of a supervisory board member is compromised for reasons involving personal economic or family interest, emotional life, political or national affinity or any other shared interest with a natural or legal person.

V nadaljevanju se opredeljujem do vsakega kriterija neodvisnosti navedenega v prilogi B Kodeksa:
(Prosimo označite, ali trditev DRŽI ali NE DRŽI.)

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

DRŽI

NE DRŽI

- b) Nisem zaposlen v družbi ali povezani družbi in nisem bil na takšnem položaju v zadnjih treh letih, razen če sem bil izvoljen 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 nadzornega sveta ali član komisije nadzornega sveta.

DRŽI

NE DRŽI

- d) Nisem večinski delničar in tudi ne zastopam večinskega/večinskih delničarjev.

DRŽI

NE DRŽI

- e) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel 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 prejema večje prispevke od družbe ali od njene skupine.

DRŽI

NE DRŽI

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

DRŽI

NE DRŽI

- g) Nisem izvršni direktor ali član uprave druge družbe, v kateri je izvršni direktor ali član uprave

Below I take a position with respect to each of the independence criteria set out in Appendix B to the Code:

(Please circle TRUE or FALSE, as applicable.)

- a) I do not perform the function of an executive director or a member of the management board of the Company or a related company, and have not performed such a function over the past three years.

TRUE

FALSE

- b) I am not an employee of the Company or a related company nor have I been in such a position over the past three years, except if I have been elected a supervisory board member under the labour representation system required by law and I am not a high-level executive.

TRUE

FALSE

- c) I receive no significant additional income from the Company or a related company other than the payment I receive as a member of the supervisory board or of a supervisory board committee.

TRUE

FALSE

- d) I am not a majority shareholder nor do I represent any majority shareholder.

TRUE

FALSE

- e) I do not have, nor have I had in the past year, a significant business relationship with the Company or a related company, either directly or indirectly, as a partner, shareholder, director or high-level executive. Business contacts include the position of supplier of goods or services (including financial, legal, advisory or consulting services), the position of an important client, and the position of an organisation that receives significant contributions from the Company or its group.

TRUE

FALSE

- f) I am not, nor have I been in the past three years, a partner or employee of a current or former external auditor of the Company or an external auditor of a related company.

TRUE

FALSE

družbe član nadzornega sveta. Prav tako nisem kako drugače povezan z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

☒ DRŽI

☐ NE DRŽI

- h) 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

- i) 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 širšega posloводства povezane družbe in

☒ DRŽI

☐ NE DRŽI

- ☒ nisem sodeloval 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:

- g) I am not an executive director nor a member of the management board of another company where the Company's executive director or member of the management board is a member of the supervisory board. Nor am I in any other way connected with the executive directors or members of the management board through cooperation in other companies or bodies.

TRUE

FALSE

- h) I have not served on the supervisory board for more than three terms of office (or more than 12 years where the Company's articles of association determine that a term of office lasts less than four years).

TRUE

FALSE

- i) I am not a close family member of any members of the management board or persons in any of the positions mentioned in points a) to g) above.

TRUE

FALSE

In addition to the above,

- ☒ I am not a member of the broader management of a related company nor

TRUE

FALSE

- ☒ did I contribute in the drafting of the Company's annual report.

TRUE

FALSE

A conflict of interest exists where the impartial and objective exercise of the function or decision making of a member of the supervisory board or management board is compromised for reasons involving personal economic or family interest, emotional life, political or national affinity or any other shared interest with a natural or legal person.

Is your decision making, in terms of the above conflict of interest definition, influenced by any fact not mentioned above?

NO

YES

Please explain if your answer is YES:

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, ustrezno obkrožite.)

a) neodvisnega člana nadzornega sveta/komisije nadzornega sveta

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

a2) kriterij(i) _____ ne drži(jo):

(Prosimo, obkrožite 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 nadzornega sveta/komisije nadzornega sveta

A candidate or supervisory board (committee) member is deemed to be dependent if the conflict of interest is, in accordance with Appendix B of the Code, of a more permanent (rather than temporary) nature and is material. The criteria for assessing the materiality of a conflict of interest are, in particular:

- ☒ the nature and frequency of conduct and decisions that a conflict of interest may relate to;
- ☒ the likelihood that a conflict of interest arises and
- ☒ the effect exerted by a conflict of interest on the objective judgment of the management board and the Company's operations.

The circumstances mentioned above (referred to in Appendix B3 and B4 of the Code) always yield a presumption of dependency. Such presumption is rebuttable if the supervisory board member can prove that despite the existence of a criterion, the conflict of interest is neither permanent nor material.

In view of the stated potential conflicts of interest, I declare myself as:

(Please circle as applicable.)

a) an independent member of the supervisory board (committee)

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

a2) criterion/criteria _____ is/are false:

(Please circle the grounds, as applicable)

- ☒ with regard to the nature and frequency of conduct and decisions that such a conflict of interest may relate to;
- ☒ with regard to the likelihood that a conflict of interest actually arises and the effect exerted by a conflict of interest on the objective judgment of the management board and operations of the Company,
- ☒ is neither permanent nor material.

Additional clarification relating to permanence and materiality _____:

b) a dependent member of the supervisory board (committee)

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S svojim podpisom dovoljujem javno objavo svoje izjave na spletnih straneh družbe www.sava-re.si .	By signing this form I give my consent to the posting of my statement on the Company's website at www.sava-re.si .

Datum/date: 5. 10. 2020Podpis/signature: Džen