



The text is an informative translation of the original in Slovene.

Based on Article 34 of the Articles of Incorporation of Cinkarna Celje, d.d., and in accordance with the provisions of the Companies Act, the company's Management Board convenes the

**26th REGULAR GENERAL ASSEMBLY OF
THE JOINT-STOCK COMPANY CINKARNA CELJE, d.d.**

**which will be held on Wednesday, 15 June 2022, at the seat of the company at
Kidričeva ulica 26, Celje, in the premises of the multi-purpose building, starting at 2
pm**

With the following agenda:

1. Opening of the General Assembly, election of working bodies and determination of attendance.

PROPOSAL FOR A DECISION no. 1:

Attendance at the General Assembly is determined, the Chairman of the General Assembly, Stojan Zdolšek, and the teller, IXTLAN FORUM, d.o.o., are confirmed. Notary Katja Fink will attend the meeting.

2. Familiarisation of the General Assembly with the audited annual report, the report of the Supervisory Board for 2021, the report on the remunerations of the management and supervisory bodies of CINKARNA Celje, d. d., in 2021, the use of the balance sheet profit and the granting of discharge to the members of the Management Board and the Supervisory Board for 2021.

PROPOSAL FOR A DECISION no. 2.1:

The General Assembly was acquainted with and approves the Report on the remunerations of the management and supervisory bodies of CINKARNA Celje, d. d., in the 2021 financial year.

PROPOSAL FOR A DECISION no. 2.2:

At the proposal of the Management Board and the Supervisory Board, the balance sheet profit in the amount of EUR 25,006,577 is used for the following purposes:

- **Part of the balance sheet profit in the amount of EUR 16,411,752 is used for dividend payments in the gross value of EUR 21.00 per share**
- **The remaining balance sheet profit in the amount of EUR 8,594,825 is carried forward to the 2022 financial year as retained profits from previous periods.**

The company will pay dividends on 24 June 2022, namely to shareholders registered with KDD on 23 June 2022.



PROPOSAL FOR A DECISION no. 2.3:

The General Assembly grants a discharge to the members of the Management Board for the 2021 financial year.

PROPOSAL FOR A DECISION no. 2.4:

The General Assembly grants a discharge to the members of the Supervisory Board for the 2021 financial year.

3. Remuneration policy for the management and supervisory bodies of CINKARNA Celje, d. d.

PROPOSAL FOR A DECISION no. 3:

The General Assembly was acquainted with and approves the Remuneration policy for the management and supervisory bodies of CINKARNA Celje, d. d.

4. Appointment of the company's auditor to audit the financial report and review the business report for the financial years 2022, 2023, and 2024.

PROPOSAL FOR A DECISION no. 4:

At the proposal of the Supervisory Board, the auditing firm Ernst & Young d.o.o., Dunajska cesta 111, 1000 Ljubljana, is appointed the company's auditor for the financial years 2022, 2023 and 2024.

5. CIGG share split

PROPOSAL FOR A DECISION no. 5.1:

Each ordinary registered no-par-value share of the company designated CIGG is divided into 10 ordinary registered no-par-value shares of the company.

PROPOSAL FOR A DECISION no. 5.2:

Article 5 of Chapter III (NOMINAL CAPITAL) of the Articles of Incorporation shall be amended to read as follows:

"The nominal capital of the company amounts to EUR 20,229,769.66 and consists of 8,079,770 ordinary registered freely transferable no-par-value shares."

PROPOSAL FOR A DECISION no. 5.3:

A new Article 79 is added to Chapter XIII (VALIDITY OF THE ARTICLES OF INCORPORATION) of the Articles of Incorporation, which reads as follows:

"The company has 807,977 ordinary registered no-par-value shares registered in the register of book-entry securities, until the total number of shares of the company is harmonised with Article 5 of these Articles of Incorporation by entering the division of each share into 10 pieces in the register of book-entry securities."



PROPOSAL FOR A DECISION no. 5.4:

Based on the adopted decisions no. 5.1. up to and including 5.3., the General Assembly adopts the clean copy of the company`s Articles of Incorporation.

Following the entry of the amendment to the Articles of Incorporation in the register of companies, the Management Board of the company carries out the necessary procedures for the distribution of the CICG share.

6. Authorisation to acquire own shares

PROPOSAL FOR A DECISION no. 6.1:

The General Assembly of Shareholders authorises the Management Board to acquire its own shares.

The Management Board is authorised to acquire own shares, so that the total holding of all own shares, including shares already held by the company, may not exceed 10% of the company's nominal capital.

The authorisation to acquire own shares is valid for 12 months from and including 18 June 2022.

The company may acquire its own shares through transactions concluded on the regulated and non-regulated securities market, whereby the purchase price of shares may not be lower than EUR 140.00 per share or higher than EUR 290.00 per share. After the distribution of shares, the purchase price of shares may not be lower than EUR 14.00 per share or higher than EUR 29.00 per share.

The company will acquire its own shares for the purpose of withdrawing the shares in accordance with the provisions of the law and the company's Articles of Incorporation on the reduction of the nominal capital.

PROPOSAL FOR A DECISION no. 6.2:

The General Assembly authorises the Management Board to withdraw own shares without a further decision-taking on the reduction of the nominal capital.

7. Report on the acquisition of own shares

PROPOSAL FOR A DECISION no. 7:

The General Assembly was acquainted with the Report on the acquisition of own shares.

Information for shareholders:

1. The total number of shares and voting rights on the day of calling the General Assembly

According to the register, the company had 807,977 ordinary no-par-value shares on 13 May 2022. The company is the holder of 26,465 own shares. In accordance with the company's

Articles of Incorporation, each share has one vote, except for own shares, which do not have a voting right under the law.

2. The right to information and the availability of materials for the General Assembly

At the General Assembly, a shareholder may exercise his / her right to information referred to in the first paragraph of Article 305 of the Companies Act.

The material for the General Assembly is available to shareholders for inspection at the Secretariat of the Legal Department every working day from 9 am to 12 pm, from the day of the announcement of the convocation until the day of the General Assembly, by prior announcement on the telephone number 03/427 6176 and taking into account any measures to limit the further spread of Sars-CoV-2 (COVID-19).

Shareholders may access the agenda with proposed decisions and justifications and other materials in the announcement in the stock exchange information system (SEO-net) as well as on the website of the company www.cinkarna.si.

Comprehensive information on shareholders' rights from the first paragraph of Article 298, the first paragraph of Article 300, and Articles 301 and 305 of the Companies Act is available on the company's website www.cinkarna.si and as part of the material of the General Assembly in the stock exchange information system (SEO-net).

Convocation of the General Assembly shall be published on the AJPES portal.

3. Supplementing the agenda

Shareholders whose total shares amount to one twentieth of the nominal capital may request an additional item on the agenda in writing after the announcement of the convocation of the General Assembly. Requests must be accompanied by a written proposal for a decision on which the General Assembly should decide, or, if the General Assembly does not adopt a decision on an individual agenda item, an explanation of the agenda. It is sufficient to send the request to the company no later than 7 days after the announcement of this convocation, to the address Cinkarna Celje, d.d., Kidričeva ul. 26, 3000 Celje, Legal Department, or e-mail: gregor.gajsek@cinkarna.si. In the case of transmission in electronic form, the amendment to the agenda shall be submitted in scanned form as an attachment. A clean copy of the agenda will be published in accordance with Article 298 of ZGD-1.

4. Proposals of shareholders

Counter-proposals of shareholders to individual items on the agenda, which will be substantiated and submitted within 7 days after the announcement of this convocation to the address Cinkarna Celje, d.d., Kidričeva ul. 26, 3000 Celje, Legal Department, or by e-mail: gregor.gajsek@cinkarna.si, will be published in accordance with Article 300 of ZGD-1. In the case of transmission in electronic form, proposals of shareholders shall be submitted in scanned form as an attachment.

5. Conditions for participation in the General Assembly and the exercise of voting rights

The General Assembly may only be attended by those shareholders who personally or through a proxy register their attendance at the General Assembly in writing, so that the Management Board receives the application no later than the end of the fourth day before the General Assembly, i.e. by the end of **11 June 2022**, and who, as shareholders, are entered in the

central register of book-entry securities at the end of the **seventh day** before the General Assembly, i.e. **8 June 2022** (cut-off day). If an intermediary who is not a final shareholder is entered in the central register as a shareholder, shareholders may exercise their voting right on the basis of the proof from the second paragraph of Article 235c of ZGD-1, which shows who the final shareholder is on the cut-off date. The application should be sent by registered post to the address CINKARNA Celje, d.d., Legal department - for the General Assembly, Kidričeva ulica 26, 3000 Celje. Applications for the General Assembly cannot be submitted using electronic means. Only applications with the original signatures of shareholders or representatives or proxies will be considered and deemed valid. The application form for the General Assembly is available on the company's website www.cinkarna.si.

Any shareholder who has the right to participate in the General Assembly may appoint a proxy to register his / her participation in the General Assembly on his / her behalf, attend, and exercise his / her voting right at the General Assembly. The authorisation must be in writing and must be submitted to the company where it remains stored. The form for registration, participation and exercise of voting rights by proxy is available on the company's website www.cinkarna.si. If the application for the General Assembly was sent by registered post in the original form, then it is sufficient if the authorisation is forwarded to the company by e-mail to pravna.tajnistvo@cinkarna.si, in scanned form as an attachment, and must contain a handwritten signature of a natural person, or in the case of legal entities, a handwritten signature of the representative and the stamp or seal of the legal entity, if used. The company has the right to verify the identity of the shareholder or proxy who submits the authorisation by e-mail, and the authenticity of his / her signature. Shareholders may revoke the authorisation at any time until the day of the General Assembly in the same manner as they gave it.

An intermediary may exercise or entrust the exercise of voting rights for shares that do not belong to him / her only if he / she is authorised to do so in writing. An intermediary shall store the authorisation in such a way as to ensure its verifiability. The authorisation may be given to an individual intermediary and may be revoked at any time. An intermediary may authorise persons not employed by him / her to exercise the authorisation only if the authorisation expressly allows it. If an intermediary exercises voting rights on behalf of a shareholder on the basis of an authorisation, the authorising document shall be submitted to the company and stored with it. An intermediary must invite a shareholder to give him / her instructions for exercising the right to vote, and warn him / her that if a shareholder does not give him / her instructions for exercising the right to vote, he / she will do so on his / her own proposals communicated to the shareholder, unless he / she can assume that the shareholder would approve his / her different decision if he / she knew the facts. Substantially the same rules as set out in this paragraph shall apply to holders of fiduciary accounts in respect of shares to which they do not belong, to voting advisers, and to other persons exercising voting rights on behalf of a shareholder by proxy.

Participants are asked to register at the General Assembly reception desk upon arrival to the General Assembly, at least 20 minutes before the beginning of the meeting, where they will confirm their presence by signing the list of present shareholders and receive ballot papers.

Shareholders are kindly asked to strictly comply with all measures to reduce the risk of COVID-19 infection in accordance with the applicable regulations and recommendations of the National Institute of Public Health (NIJZ).

CINKARNA Celje, d.d., Kidričeva ul. 26, Celje
Chairman of the Management Board
Aleš Skok