

NOTICE OF GENERAL ASSEMBLY RESOLUTIONS

In accordance with Articles 124, 130 and 152 of the Market in Financial Instruments Act and Articles 7 and 17 of the Regulation (EU) No. 596/2014 the Management Board of Cinkarna Celje, d.d., Kidričeva ulica 26, 3000 Celje, Reg. no. 5042801000, Tax no. SI 15280373, publishes the resolutions of the 26th General Assembly of Shareholders of Cinkarna Celje, d.d. that was held on 15 June 2022.

The total number of shares at the General assembly until and including when voting for Proposal for a decision no. 1 was 357.054, representing 45,71 % of the total shares with voting rights. The total number of shares at the General assembly when voting for other proposals for a decision was 367,411, representing 47,03 % of the total shares with voting rights.

Adopted General Assembly resolutions

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.

The resolution was adopted unanimously.

There were 357.054 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 44,191 % of the share capital. There were 357.054 votes in favour of the proposed resolutions representing 100,00 % of all votes cast. There were no abstentions.

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.

Voting was performed separately for each individual part as follows:

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.

The resolution was adopted.

There were 367.169 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 45,443 % of the share capital. There were 364.374 votes in favour of the proposed resolutions representing 99,239 % of all votes cast. There were 2.795 votes against the proposed resolutions representing 0,761 % of all votes cast. There were 242 abstentions.

PROPOSAL FOR A DECISION no. 2.2 (Counterproposal of the shareholder Mali delničarji Slovenije):

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 24.922.418,00 is used for dividend payments in the gross value of EUR 31,89 per share**
- **The remaining balance sheet profit in the amount of EUR 84.159,00 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.

The resolution was adopted.

There were 360.609 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 44,631 % of the share capital. There were 357.744 votes in favour of the proposed resolutions representing 99,206 % of all votes cast. There were 2.865 votes against the proposed resolutions representing 0,794 % of all votes cast. There were 6.802 abstentions.

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.

The resolution was adopted.

There were 367.169 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 45,443 % of the share capital. There were 367.169 votes in favour of the proposed resolutions representing 100,00 % of all votes cast. There were 242 abstentions.

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.

The resolution was adopted.

There were 367.097 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 45,434 % of the share capital. There were 367,097 votes in favour of the proposed resolutions representing 100,00 % of all votes cast. There were 314 abstentions.

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.

The resolution was **not** adopted.



There were 367,097 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 45,434 % of the share capital. There were 90.884 votes in favour of the proposed resolutions representing 24,757 % of all votes cast. There were 276.213 votes against the proposed resolutions representing 75,243 % of all votes cast. There were 314 abstentions.

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.

The resolution was adopted.

There were 367.009 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 45,423 % of the share capital. There were 366.209 votes in favour of the proposed resolutions representing 99,782 % of all votes cast. There were 800 votes against the proposed resolutions representing 0,218 % of all votes cast. There were 402 abstentions.

5. CICG share split

Voting was performed separately for each individual part as follows:

PROPOSAL FOR A DECISION no. 5.1:

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

The resolution was adopted.

There were 367.188 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 45,445 % of the share capital. There were 366.393 votes in favour of the proposed resolutions representing 99,783 % of all votes cast. There were 795 votes against the proposed resolutions representing 0,217 % of all votes cast. There were 223 abstentions.

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."

The resolution was adopted.

There were 367.251 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 45,453 % of the share capital. There were 366.728 votes in favour of the proposed resolutions representing 99,858 % of all votes cast. There were 523 votes against the proposed resolutions representing 0,142 % of all votes cast. There were 160 abstentions.



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."

The resolution was adopted.

There were 367.251 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 45,453 % of the share capital. There were 366.725 votes in favour of the proposed resolutions representing 99,858 % of all votes cast. There were 523 votes against the proposed resolutions representing 0,142 % of all votes cast. There were 160 abstentions.

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 CIG share.

The resolution was adopted.

There were 367.411 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 45,473 % of the share capital. There were 366.888 votes in favour of the proposed resolutions representing 99,858 % of all votes cast. There were 5023 votes against the proposed resolutions representing 0,142 % of all votes cast. There were no abstentions.

6. Authorisation to acquire own shares

PROPOSAL FOR A DECISION no. 6 (Counterproposal of the shareholder Modra zavarovalnica, d. d.):

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 resolution was adopted.

There were 349.757 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 43,288 % of the share capital. There were 324.342 votes in favour of the proposed resolutions representing 92,734 % of all votes cast. There were 25.415 votes against the proposed resolutions representing 7,266 % of all votes cast. There were 17.654 abstentions.

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.

The resolution was adopted.

There were 367.411 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 45,473 % of the share capital. There were 367.125 votes in favour of the proposed resolutions representing 99.922 % of all votes cast. There were 286 votes against the proposed resolutions representing 0,078 % of all votes cast. There were no abstentions.

Announced contested lawsuits

There are no announced contested lawsuits.

Major shareholders present or represented at the General Assembly:

	Shareholder	No. of votes	Percentage
1.	Modra zavarovalnica d.d., Dunajska cesta 119, 1000 Ljubljana	162.963	20,86 %
2.	SDH d.d., Mala ulica 5, 1000 Ljubljana	92.950	11,90 %
3.	Kritni sklad prvega pokojninskega sklada, Dunajska 119, 1000 Ljubljana	16.705	2,14 %
4.	Generali Galileo, mešani fleksibilni sklad, Dunajska cesta 63, 1000 Ljubljana	9.673	1,24 %
5.	NLB SKLADI – SLOVENIJA MEŠANI, Tivolska cesta 48, 1000 Ljubljana	9.492	1,22 %

Notice of General Meeting resolutions will also be published on the company's official website www.cinkarna.si on 15 June 2022 and shall be available for at least 5 years.

Management Board of
Cinkarna Celje, d.d.