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

Pursuant to Article 34 of the Articles of Association of Cinkarna Celje, d.d., and in accordance with the provisions of the Slovenian Companies Act, the Management Board of the company hereby convenes

**27th ORDINARY GENERAL MEETING OF  
THE JOINT-STOCK COMPANY CINKARNA CELJE, d.d.**

**which will be held on Wednesday, 14 June 2023, at the company's headquarters at Kidričeva ulica 26, Celje, in the premises of the multi-purpose building, starting at 2 p.m.**

The notary Katja Fink from Celje will be present at the General Meeting.

**Agenda and draft resolutions**

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

**DRAFT RESOLUTION no. 1.:**

**The lawyer Stojan Zdolšek is elected as the Chairman of the General Meeting and the IXTLAN FORUM, d.o.o. company is elected as the Teller.**

2. Notification of the General Meeting of the Audited Annual Report for the Financial Year 2022, the Auditor's Report, the Report of the Supervisory Board for 2022, and the Report on the Remuneration of Management and Supervisory Bodies of CINKARNA Celje, d.d. for 2022, adoption of the Resolution on the Allocation of Accumulated Profit for 2022, and the granting of discharge to the members of the Management Board and the Supervisory Board for 2022.

**DRAFT RESOLUTION no. 2.1.:**

**The General Meeting takes note and approves the Report on the Remuneration of the Management and Supervisory Bodies of CINKARNA Celje, d.d. for 2022.**

**DRAFT RESOLUTION no. 2.2.:**

**According to the audited accounts of the company as of 31 December 2022, the accumulated profit amounts to EUR 25.014.391,39, of which:**

- **Unallocated accumulated profit generated from profits made in the previous years, up to and including 2021, amounts to EUR 84.158,59;**
- **Unallocated accumulated profit generated from profits made in 2022 amounts to EUR 24.930.232,80;**



**The accumulated profit in the amount of EUR 25.014.391,39 shall remain unallocated.**

**DRAFT RESOLUTION no. 2.3.:**

**The General Meeting grants discharge to the members of the Management Board for the financial year 2022.**

**DRAFT RESOLUTION no. 2.4.:**

**The General Meeting grants discharge to the members of the Supervisory Board for the financial year 2022.**

3. The Remuneration Policy for the Management and Supervisory Bodies of CINKARNA Celje, d.d.

**DRAFT RESOLUTION no. 3.:**

**The General Meeting takes note and approves the Remuneration Policy for the Management and Supervisory Bodies of CINKARNA Celje, d.d.**

4. Authorisation to acquire own shares

**DRAFT RESOLUTION no. 4.1.:**

**The General Meeting grants the Management Board of the Company the authorisation to acquire own shares.**

**The Management Board of the Company shall be authorised to acquire own shares, so that the total holding of all own shares, including the shares already held by the Company, shall not exceed 10% of the Company's share capital.**

**The authorisation to acquire own shares shall be valid for 12 months from and including 18 June 2023.**

**The Company may acquire own shares with transactions concluded on an organised and non-organised securities market, where the acquisition price of the shares may not be less than EUR 14.00 per share or more than EUR 29.00 per share.**

**The Company will acquire its own shares with the aim to withdraw the shares in accordance with the provisions of the law and the Company's Articles of Association on the reduction of share capital.**

**DRAFT RESOLUTION no. 4.2.:**

**The General Meeting authorises the Management Board to withdraw own shares without further decision-making on the reduction of the share capital.**

5. Report on the Acquisition of Own Shares

**DRAFT RESOLUTION no. 5.:**

**The General Meeting takes note that the company has not acquired additional own shares since the last regular General Meeting.**

6. Notification of the General Meeting of a new member of the Supervisory Board – Workers' Representative

**DRAFT RESOLUTION no. 6.:**

**The General Meeting takes note that at its 12<sup>th</sup> meeting held on 7 March 2023, the Works Council elected Aleš Stevanovič as the Workers' Representative in the Supervisory Board for a five (5) year term of office commencing on 8 March 2023.**

**Information for shareholders:**

**1. Total number of shares and voting rights on the date that the General Meeting was convened**

According to the register, the Company has a total of 8.079.770 ordinary and unit shares in issue on the date that the General Meeting was convened. The Company is the owner of 264.650 own shares. Pursuant to the Company's Articles of Association, each share has one vote, except for own shares that have no vote under the law.

**2. The right to be informed and availability of materials for the General Meeting**

At the General Meeting, shareholders may exercise their right to be informed from Article 305(1) of the Slovenian Companies Act.

The materials for the General Meeting are available to the shareholders for inspection upon prior appointment by telephone on 03/427 6104 in the secretariat of the Legal Department each working day from 9 a.m. to 12 noon, from the day of publication of the convocation notice of the General Meeting until the day of the General Meeting.

The agenda with the draft resolutions, the grounds for the resolutions as well as other materials are published in the stock exchange information system (SEO-net) and available on the company's website [www.cinkarna.si](http://www.cinkarna.si).

Detailed information on the rights of shareholders referred to in Article 298(1), Article 300(1), Article 301, and Article 305 of the Slovenian Companies Act are available on the company's website [www.cinkarna.si](http://www.cinkarna.si) as well as in the stock exchange information system SEO-net as a part of materials for the convocation of the General Meeting.

The convocation of the General Meeting shall also be published on the AJPES portal.

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### **3. Supplementation of the agenda**

The shareholders whose total shares amount to one-twentieth of the share capital may request an additional item on the agenda after the announcement of the convocation of the General Meeting. The request must be accompanied by a written draft resolution to be decided on by the General Meeting, or an explanation of the agenda item, if the General Meeting should fail to adopt a resolution on an individual item. The request shall be sent to the Company by registered post no later than 7 days after the publication of this convocation notice to the address Cinkarna Celje, d.d., Kidričeva ul. 26, 3000 Celje, Legal Department, or by e-mail to the address: skupscina@cinkarna.si. In the case of electronic submission, the supplementation of the agenda shall be submitted in a scanned copy as an attachment and shall include a handwritten or qualified electronic signature of the natural person or, in case of a legal entity, a handwritten or qualified electronic signature of a representative and a stamp of the legal entity, if any. The Company has the right to verify the identity of the shareholder or the mandator who submits the request or the proposal by electronic means, as well as the authenticity of their signature. The clean copy of the agenda will be published in accordance with Article 298 of the Slovenian Companies Act.

### **4. Proposals of the shareholders**

The counterproposals of the shareholders to individual items of the agenda, which will be grounded and submitted within 7 days after the publication of this convocation notice by registered mail to the address Cinkarna Celje, d.d., Kidričeva ul. 26, 3000 Celje, Legal Department, or to the electronic address: skupscina@cinkarna.si, will be published in accordance with Article 300 of the Slovenian Companies Act. In the case of electronic submission, the proposals shall be submitted in a scanned copy as an attachment and shall include a handwritten or qualified electronic signature of the natural person or, in case of a legal entity, a handwritten or qualified electronic signature of a representative and a stamp of the legal entity, if any. The Company has the right to verify the identity of the shareholder or the mandator who submits the request or the proposal by electronic means, as well as the authenticity of their signature.

### **5. Terms and conditions for the attendance at the General Meeting and the exercise of the voting right**

The right to attend the General Meeting and the voting right is held only by the shareholders who have, personally or through a proxy in writing, registered their attendance at the General Meeting to the Management Board no later than by the end of the fourth day prior to the General Meeting, i.e. until and including **10 June 2023**, and are registered as holders of shares in the central register of book-entry securities at the end of the **seventh day** prior to the General Meeting, i.e. on **7 June 2023** (cut-off date). If an intermediary who is not the final shareholder is entered as a holder of shares in the central register, the shareholder may exercise the voting right based on the proof referred to in the second paragraph of Article 235(č) of the Slovenian Companies Act, which shows who the final shareholder is on the cut-off date. The registration shall be sent by registered mail to the address CINKARNA Celje, d.d., Pravna služba - za skupščino, Kidričeva ulica 26, 3000 Celje. The registration to the General Meeting cannot be made by electronic means. Only registrations containing original signatures of the shareholders, representatives or proxies will be valid and taken into account. The Company will also consider as valid those registrations that are received through the KDD – Centralna klirinško depotna družba d.o.o. in a standardised form and that have been previously received by the KDD through the intermediation chain. The registration form is available on the company's website [www.cinkarna.si](http://www.cinkarna.si).

Each shareholder with the right to attend the General Meeting may authorise a proxy to register the attendance at the General Meeting, to attend the General Meeting and to exercise their voting rights at the General Meeting on the shareholder's behalf. The authorisation shall be made in writing and shall be submitted to the Company for keeping. The form for registration,



attendance and exercise of voting right through the proxy is available on the company's website [www.cinkarna.si](http://www.cinkarna.si). If the registration to the General Meeting has been sent in the original and contains the signature of the shareholder, it is sufficient that the authorisation is submitted to the Company by electronic mail to the address: [skupscina@cinkarna.si](mailto:skupscina@cinkarna.si), in a scanned copy as an attachment and shall include a handwritten or qualified electronic signature of the natural person or, in case of a legal entity, a handwritten or qualified electronic signature of a representative and a stamp of the legal entity, if any. The Company has the right to verify the identity of the shareholder or the mandator who submits the authorisation by electronic means, as well as the authenticity of their signature. Shareholders may revoke their authorisation at any time up to the date of the General Meeting in the same manner as it was conferred.

The intermediary may exercise or delegate the exercise of voting right for the shares, which do not belong to them only if they were authorised to do so in writing. The intermediary shall keep the authorisation in such a manner so as to ensure its verification. The authorisation may be conferred to an individual intermediary and may be revoked at any time. The intermediary may only authorise persons other than their employees to exercise the authorisation if this is explicitly permitted by the authorisation. If the intermediary exercises the voting right on the shareholder's behalf on the basis of authorisation, the instrument of authorisation shall be submitted to and kept by the Company. The intermediary shall call upon the shareholder to give them instructions for the exercise of the voting right and shall warn them that if the shareholder does not give the intermediary the instructions for the exercise of the voting right, the intermediary will exercise the voting right on the basis of their own proposals communicated to the shareholder, unless the intermediary can assume that the shareholder would have approved of their different decision if they had known the factual situation. The same rules as those set out in this paragraph, shall apply mutatis mutandis to the holders of fiduciary accounts in respect of shares that do not belong to them, to voting advisers and to other persons exercising the voting right as their activity on the shareholder's behalf by means of authorisation.

Participants are kindly asked to register at the reception desk of the General Meeting at least 10-15 minutes prior to the meeting to confirm their attendance and collect their voting machines by signing the list of attending shareholders. Upon registration, the registered participant must, on request, identify himself/herself by presenting an identity document, written authorisation, and a legal representative with an extract from the business court register or other relevant documents from which the right of representation derives.

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