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## NOTICE OF 28th GENERAL MEETING 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 28th General Meeting of Shareholders of Cinkarna Celje, d.d. that was held on 19 June 2024.

The total number of shares with voting rights voting at the General Meeting for draft resolution no 1 was 4.338.662, representing 55,54 % of the total shares with voting rights.

The total number of shares with voting rights voting at the General Meeting for all other draft resolutions was 4.339.062 representing 55,55 % of the total shares with voting rights.

### Adopted General Meeting resolutions

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

##### PROPOSED RESOLUTION No 1:

**Lawyer Stojan Zdošek is elected as Chairman of the General Meeting and IXTLAN FORUM d.o.o. is elected as Teller of Votes.**

The resolution was adopted.

There were 4.338.662 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 53,698 % of the share capital. There were 4.317.092 votes in favour of the proposed resolutions representing 99,503 % of all votes cast. There were 21.570 votes against the proposed resolutions representing 0,497 % of all votes cast . There were no abstentions.

#### 2. Presentation to the General Meeting of the audited annual report for the financial year 2023, the auditor's report and the Supervisory Board's report for the financial year 2023, the remuneration report of the management and supervisory bodies of CINKARNA Celje d.d. for the financial year 2023, adoption of the resolution on the use of the balance-sheet profit, and the discharge of the members of the Management Board and the Supervisory Board for the financial year 2023.

Voting was performed separately for each individual resolution as follows:

##### PROPOSED RESOLUTION No 2.1:

**The General Meeting takes note of and approves the Remuneration Report of the Management and Supervisory Bodies of CINKARNA Celje, d.d. for 2023.**

There was no vote on this item, as the resolution is of an informative nature.

##### PROPOSED RESOLUTION No 2.2:

**The balance sheet profit as at 31 December 2023 of EUR 38,374,702.93, consisting of, inter alia, net profits generated before 2023 of EUR 32,047,999.39 and net profit in 2023 of EUR 6,326,703.54, shall be used as follows:**

- **The amount of EUR 6,326,703.54, representing the net profit for 2023, is allocated to other profit reserves and constitutes a separate item within profit reserves which cannot be paid to shareholders;**
- **The part of the balance-sheet profit of EUR 7,033,608.00 arising from net profits generated before 2023 shall be allocated to the distribution to shareholders (EUR 0.90 gross per share);**

- **The remainder of the balance-sheet profit of EUR 25,014,391.39, arising from net profits before 2023, was earmarked for the payment of dividends pursuant to the resolution of the Extraordinary General Meeting of 13 February 2024 and was paid out.**

**The Company shall pay dividends on 28 June 2024 to shareholders registered with the KDD on 27 June 2024.**

Resolution was adopted.

There were 4.337.462 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 53,683 % of the share capital. There were 4.303.772 votes in favour of the proposed resolutions representing 99,223 % of all votes cast. There were 33.690 votes against the proposed resolutions representing 0,777 % of all votes cast. There were 1.600 abstentions.

**PROPOSED RESOLUTION No 2.3:**

**The General Meeting hereby discharges the members of the Management Board for the financial year 2023.**

The resolution was adopted.

There were 4.338.977 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 53,702 % of the share capital. There were 4.333.107 votes in favour of the proposed resolutions representing 99,865 % of all votes cast. There were 5.870 votes against the proposed resolutions representing 0,135 % of all votes cast. There were 85 abstentions.

**PROPOSED RESOLUTION No 2.4:**

**The General Meeting hereby discharges the members of the Supervisory Board for the financial year 2023.**

The resolution was adopted.

There were 4.338.977 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 53,702 % of the share capital. There were 4.333.107 votes in favour of the proposed resolutions representing 99,865 % of all votes cast. There were 5.870 votes against the proposed resolutions representing 0,135 % of all votes cast. There were 85 abstentions.

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

Resolution under no. 3. was not adopted.

**4. Amendment to the Articles of Association of Cinkarna Celje, d.d.**

Voting was performed together for all resolutions no. 4.1 to 4.4 as follows:

**PROPOSED RESOLUTION No 4.1:**

**The name of the Company shall be amended in the heading of the Company's Articles of Association to read:**

**"CINKARNA, kemična industrija Celje, d.d."**

**Sentence 1 of Article 1 of the Articles of Association shall be amended to read as follows:**

**"Firma družbe je: CINKARNA, kemična industrija Celje, d.d. (v nadaljnjem besedilu statuta: družba)."**

**(The name of the company shall be CINKARNA, kemična industrija Celje, d.d. (hereinafter referred to as the Company)).**

**PROPOSED RESOLUTION No 4.2:**

Article 27 of the Articles of Association shall be amended to read as follows:

**"Predsednik uprave lahko ima namestnika, ki je eden izmed članov uprave, vendar ni delavski direktor. Pristojnosti namestnika se določijo v poslovniku o delu uprave."  
(The President of the Management Board may have a deputy who is one of the members of the Management Board, but who is not a works director. The powers of the deputy shall be laid down in the rules of procedure of the Management Board.)**

**PROPOSED RESOLUTION No 4.3:**

Article 33 of the Articles of Association shall be amended to read as follows:

**"Predsednik uprave zastopa in predstavlja družbo v vseh zadevah neomejeno, drugi člani uprave pa v okviru pristojnosti, ki so za vsakega določene v poslovniku o delu uprave. Delavski direktor zastopa družbo skupaj s predsednikom uprave."  
(The President of the Management Board shall represent and act for the Company in all its affairs without restriction, and the other members of the Management Board shall act within the powers defined for each of them in the Rules of Procedure of the Management Board. The Works Director shall represent the Company jointly with the President of the Management Board.)**

**PROPOSED RESOLUTION No 4.4:**

Paragraph 1 of Article 76 of the Articles of Association shall be amended to read as follows:

**"Spremembe statuta začnejo veljati z dnem vpisa sklepa o sprejemu sprememb statuta v sodni register."  
(Amendments to the Articles of Association shall enter into force on the date on which the decision adopting the amendments to the Articles of Association is entered in the Court Register.)**

All resolutions were adopted.

There were 4.338.977 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 53,702 % of the share capital. There were 4.338.977 votes in favour of the proposed resolutions representing 100 % of all votes cast. There were 85 abstentions.

**5. Authorisation to acquire own shares****PROPOSED RESOLUTION No 5 (Proponent Modra zavarovalnica, d.d.):**

**The General Meeting of Shareholders grants the Company's Management Board the authority to acquire its own shares.**

**The Management Board of the Company shall be authorised to acquire treasury shares so that the aggregate holding of all treasury shares, together with shares already held by the Company, shall not exceed 10% of the share capital of the Company.**

**The authorisation to acquire own shares shall be valid for a period of 12 months from and including 19 June 2024. The Company may acquire its own shares by means of transactions concluded on organised and unorganised securities markets, where the purchase price of the shares may not be lower than EUR 14.00 per share and not higher than EUR 29.00 per share.**

The resolution was adopted.

There were 4.232.329 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 52,382 % of the share capital. There were 3.952.857 votes in favour of the proposed resolutions representing 93,397 % of all votes cast. There were 279.472 votes against the proposed resolutions representing 6,603 % of all votes cast. There were 106.733 abstentions.

## 6. Notification to the General Meeting of the resignation of a member of the Supervisory Board

### PROPOSED RESOLUTION No 6:

**The General Meeting takes note of the resignation of the member of the Supervisory Board, Mr Mitja Svoljšak, dated 28 February 2024.**

There was no vote on this item, as the resolution is of an informative nature.

## 7. Appointment of new members of the Supervisory Board

Voting was performed separately for each individual resolution as follows:

### PROPOSED RESOLUTION No 7.1:

**On a proposal by the Supervisory Board, the General Meeting appoints Melita Malgaj as a member of the Supervisory Board for a five-year term of office, effective 20 June 2024.**

The resolution was adopted.

There were 4.337.377 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 53,682 % of the share capital. There were 4.311.137 votes in favour of the proposed resolutions representing 99,395 % of all votes cast. There were 26.240 votes against the proposed resolutions representing 0,605 % of all votes cast. There were 1.685 abstentions.

### PROPOSED RESOLUTION No 7.2 (Proponent SDH, d.d.):

**The General Meeting appoints Boštjan Furlan as a member of the Supervisory Board for a five-year term of office as of 20 June 2024.**

The resolution was adopted.

There were 4.232.329 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 52,382 % of the share capital. There were 4.159.874 votes in favour of the proposed resolutions representing 98,288 % of all votes cast. There were 72.455 votes against the proposed resolutions representing 1,712 % of all votes cast. There were 106.733 abstentions.

### PROPOSED RESOLUTION No 7.3 (Proponent SDH, d.d.):

**The General Meeting appoints Dubravka Derossi Uršič as a member of the Supervisory Board for a five-year term of office as of 24 December 2024.**

The resolution was adopted.

There were 4.232.329 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 52,382 % of the share capital. There were 4.073.009 votes in favour of the proposed resolutions representing 96,236 % of all votes cast. There were 159.320 votes against the proposed resolutions representing 3,764 % of all votes cast. There were 106.733 abstentions.

## 8. Removal of a member of the Supervisory Board (Proponent Modra zavarovalnica, d.d.)

### PROPOSED RESOLUTION No 8:

**Effective from the date of adoption of this resolution at the General Meeting David Kastelic is removed as a member of the Supervisory Board – a representative of the shareholders.**

The resolution was adopted.

There were 4.230.489 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 52,359 % of the share capital. There were 4.189.494 votes in favour of the proposed resolutions representing 99,031 % of all votes cast. There were 40.995 votes against the proposed resolutions representing 0,969 % of all votes cast. There were 108.573. abstentions.

**9. Appointment of a new member of the Supervisory Board (Proponent Modra zavarovalnica, d.d.)**

**PROPOSED RESOLUTION No 9:**

**The General Meeting appoints Tomaž Berložnik as a member of the Supervisory Board - a representative of the shareholders, for a five-year term of office, effective 20 June 2024.**

The resolution was adopted.

There were 4.247.289 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 52,567 % of the share capital. There were 4.197.044 votes in favour of the proposed resolutions representing 98,817 % of all votes cast. There were 50.245 votes against the proposed resolutions representing 1,183 % of all votes cast. There were 91.773 abstentions.

**Announced contested lawsuits**

No contested lawsuits were announced.

Major shareholders present or represented at the General Meeting:

	Shareholder	No. of votes	Percentage
1.	SDH, d.d., Mala ulica 5, 1000 Ljubljana	1.974.540	25,28 %
2.	Modra zavarovalnica, d.d., Dunajska cesta 119, 1000 Ljubljana	1.629.630	20,86 %
3.	Kritni sklad Prvega pokojninskega sklada, Dunajska cesta 119, 1000 Ljubljana	167.050	2,14 %
4.	NLB skladi – Slovenija mešani, Tivolska cesta 48, 1000 Ljubljana	74.865	0,96 %
5.	LP Invest d.d., Limbuška cesta 002, 2341 Limbuš	47.545	0,61 %

Notice of General Meeting resolutions will also be published on the company's official website [www.cinkarna.si](http://www.cinkarna.si) on 19 June 2024 and shall be available for at least 5 years.

Management Board of  
CINKARNA Celje, d.d.