



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

30th ORDINARY GENERAL MEETING OF SHAREHOLDERS OF CINKARNA CELJE, d. d.

**to be held on Wednesday, 20 May 2026, at the Company's registered
office at 26 Kidričeva ulica, Celje, in the premises of the multi-purpose
building, starting at 1 p.m.**

AGENDA AND MOTIONS FOR RESOLUTIONS WITH EXPLANATORY STATEMENTS



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

PROPOSED RESOLUTION No. 1:

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

Explanation:

The Management Board proposes to the General Meeting the election of the working bodies of the General Meeting, i.e. the Chairperson and the Teller of Votes. The Chairperson of the General Meeting is elected for each General Meeting separately. IXTLAN FORUM, d.o.o., Ljubljana, which has been selected on the basis of positive references and has successfully taken care of voting and counting of votes at the General Meetings of Cinkarna Celje, d. d. in the past few years, is proposed as the Teller of Votes. The election of the Working Bodies will ensure that the General Meeting is conducted in a lawful manner.

Chairman of the Supervisory Board
Tomaž Berložnik

President of the Management Board
Aleš Skok



2. Presentation to the General Meeting of the audited annual report for the financial year 2025, the auditor's report and the Supervisory Board's report for the financial year 2025, the remuneration report of the management and supervisory bodies of CINKARNA Celje d.d. for the financial year 2025, 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 2025.

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 2025.

PROPOSED RESOLUTION No. 2.2:

Balance-sheet profit as at 31 December 2025 of EUR 28,558,990.40, consisting of net profits generated before 2025 of EUR 9,089,444.33 and net profit in 2025 of EUR 19,469,546.07, shall be allocated as follows:

- **an amount of EUR 1.80 per share, totalling EUR 14,003,812.80, shall be allocated for the payment of dividends,**
- **an amount of EUR 5,465,733.27 shall be allocated to other profit reserves,**
- **the remainder of the balance-sheet profit in the amount of EUR 9,089,444.33 shall remain undistributed.**

The Company shall pay dividends on 30 June 2026 to shareholders registered with the KDD on 29 June 2026.

PROPOSED RESOLUTION No. 2.3:

The General Meeting hereby discharges the members of the Management Board for the financial year 2025.

PROPOSED RESOLUTION No. 2.4:

The General Meeting hereby discharges the members of the Supervisory Board for the financial year 2025.

Explanations:

To 2.1

The Supervisory Board examined the Annual Report of Cinkarna Celje, d. d. for 2025. It had no comments or reservations and therefore unanimously approved it. With this approval, the Annual Report 2025 was adopted. The Supervisory Board also considered the Auditor's Report and the work of the Statutory Auditor. It had no comments on any of them.

Article 294b of the Companies Act (ZGD-1) requires a company whose securities are traded on a regulated market to prepare a clear and comprehensible remuneration report containing a comprehensive overview of the remuneration, including all benefits in any form, provided or owed by the company to each member of the management and supervisory body during the last financial year. The remuneration report was reviewed and reported on by the auditor. The Remuneration Report is submitted to the General Meeting in the same manner as the Annual Report. The General Meeting has the right to vote in a consultative manner on the remuneration report for the last financial year. The remuneration report must be made publicly available by



the company promptly after the vote at the General Meeting on the company's website, where it must remain free of charge and publicly accessible for at least ten years.

To 2.2

The Company made a balance sheet profit at the end of the financial year 2025, which is explained in more detail in the publicly published audited Annual Report for the financial year 2025. The proposal for the appropriation of distributable profit and the payment of dividends is based on the Company's business performance, it ensures competitive returns for shareholders in accordance with the dividend policy, while also taking into account current market conditions and related business challenges. By adopting a balanced approach to profit allocation, the Company strengthens its capital base, which constitutes an essential foundation for future development and investment activities.

To 2.3 and 2.4

The proposed resolution for the discharge of the Management Board and the Supervisory Board proposes to confirm and approve the work of the Management Board and the Supervisory Board in the financial year 2025. This proposal will be put to a separate vote for the Management Board and the Supervisory Board, in accordance with the recommendation of the Slovenian Code of Corporate Governance for Public Limited Companies. The proposers consider that the Company was properly, diligently and lawfully managed and supervised in the financial year 2025 and therefore propose that the General Meeting grants a discharge to the Management Board and the members of the Supervisory Board of the Company for the financial year 2025.

The Annual Report for the financial year 2025 with the Supervisory Board's report on the results of the review of the Annual Report for the financial year 2025 and the Remuneration Report of the Management and Supervisory Bodies of Cinkarna Celje, d. d. for 2025 are available on the Company's website www.cinkarna.si and on the stock exchange information system SEO-net.

Chairman of the Supervisory Board
Tomaž Berložnik

President of the Management Board
Aleš Skok



3. Authorisation to acquire own shares

PROPOSED RESOLUTION No. 3:

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 the date of adoption of this resolution.

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 20.00 per share and not higher than EUR 30.00 per share.

Explanation:

The Management Board considers that, in view of the Company's financial stability, adequate liquidity and the need for flexible management of its capital structure, it is appropriate for the General Meeting to grant the Management Board an authorization to acquire treasury shares.

The proposed authorization will enable the Company to achieve greater flexibility in managing treasury shares and in carrying out legally permissible transactions whenever this is in the best interests of the Company, taking into account the business, financial and market circumstances.

In exercising this authorization, the Management Board shall act in accordance with the applicable legislation and within the scope of the authorization granted by the resolution of the General Meeting.

Chairman of the Supervisory Board
Tomaž Berložnik

President of the Management Board
Aleš Skok