



This translation is of informative nature. The version in the Slovene language is considered the only authentic text of this document.

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

**23rd of the GENERAL MEETING
OF THE PUBLIC LIMITED COMPANY CINKARNA CELJE, d.d.**

that will take place on Tuesday, 4 June 2019 at 14:00 hours in the premises of the multi-purpose building at the address of the registered office of the Company at Kidričeva ul. 26, Celje with the following

Agenda:

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

PROPOSAL FOR DECISION NO. 1:

The presence at the General Meeting is established, the Chairman of the General Meeting Stojan Zdolšek and the entity counting votes IXTLAN FORUM, d.o.o., Ljubljana are approved. The public notary Katja Fink will attend the meeting.

2. Notification of the General Meeting about the audited Annual Report for the year 2018, emoluments of the members of the Management Board and Supervisory Board in 2018, Supervisory Board report and decisions on the use of accumulated profit and granting discharge to the members of the Management Board and Supervisory Board for the year 2018.

PROPOSAL FOR DECISION NO. 2.1:

The General Meeting is informed about the audited annual report for the year 2018, emoluments of the Management Board members in 2018 in the total gross amount of € 1,023,661, emoluments of the Supervisory Board members in 2018, in the total gross amount of € 113,501 and the Supervisory Board report.

PROPOSAL FOR DECISION NO. 2.2:

In accordance with the proposal of the Management Board and Supervisory Board the accumulated profit in the amount of € 22,842,027 is used for the following purposes:

- a portion of the accumulated profit in the amount of € 22,841,510 shall be used for the pay-out of dividends in the gross amount of € 28.27 per share,
- the remaining portion of the accumulated profit in the amount of € 517 shall be transferred to the financial year 2019 as retained earnings.

On 12 June 2019 the Company will pay out dividends to the shareholders who are registered with KDD as at 11 June 2019.



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PROPOSAL FOR DECISION NO. 2.3:

The General Meeting shall grant discharge to the members of the Management Board for the financial year 2018.

PROPOSAL FOR DECISION NO. 2.4:

The General Meeting shall grant discharge to the members of the Supervisory Board for the financial year 2018.

3. Appointment of the auditor for the year 2019

PROPOSAL FOR DECISION NO. 3:

The audit firm Ernst & Young d.o.o., Dunajska cesta 111, 1000 Ljubljana shall be appointed the certified auditor of the financial statements for the years 2019, 2020 and 2021 on the proposal of the Supervisory Board.

4. Modification and amendments to the Articles of Association of Cinkarna Celje d.d.

PROPOSAL FOR DECISION NO. 4:

Article 5 of the Articles of Association shall be modified so that it now reads as follows:

"The initial capital of the Company amounts to € 20,299,769.66 and consists of 807,977 ordinary registered, freely negotiable no par value shares."

5. Appointment of a Supervisory Board member

PROPOSAL FOR DECISION NO. 5:

The General Meeting is informed about the letter of resignation submitted by the Supervisory Board member Urška Podpečan of 1 April 2019.

In accordance with the proposal of the Supervisory Board the General Meeting appoints Luka Gaberščik a new Supervisory Board member as of 4 June 2019 for a five-year term of office.

6. Power of attorney to obtain own shares

PROPOSAL FOR DECISION NO. 6:

The General Meeting of Shareholders grants a Power of Attorney to the Management Board of the Company to obtain own shares.

The Management Board is authorised to obtain own shares so that the total share of all own shares, including the shares that the Company already has, may not exceed 10% of the Company's initial capital (80.797 shares).

The Power of Attorney to obtain own shares is valid for a period of 12 months from the date this decision has been taken.

The Company can obtain own shares by transactions conducted on the regulated market of securities, where the purchase price of shares may not be lower than € 170 per share and not higher than € 270 per share.



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The Company will obtain own shares with the purpose of withdrawal of shares, in line with the provisions of the Act and the Articles of Association of the Company on a decrease in share capital. The General Meeting authorises the Management Board to withdraw own shares without any further decision-taking on a decrease in share capital.

The right to information and availability of the material for the General Meeting

At a General Meeting, a shareholder may exercise their right to information referred to in Article 305, paragraph 1 of the Companies Act.

The material for the General Meeting is available to the shareholders at the Secretariat of the Legal Affairs Department every working day from 9 am to 12 pm, from the date of publication of the convention, to the day of the General Meeting.

The agenda with the proposals for the decisions and justifications of decisions and other material are available to the shareholders on the SEO-net - stock exchange information system on the company's website www.cinkarna.si.

Comprehensive information on the rights of shareholders from Article 298, paragraph 1, Article 300, paragraph 1, Articles 301 and Article 305 of the Companies Act is available on the company's website.

The convention of the General Meeting is to be published also in the daily newspaper Delo.

Amendment to the agenda

Shareholders whose total shares reach a twentieth of the share capital may, after the publication of the convention of the General Meeting, request in writing a further item on the agenda. A request should be accompanied by a written proposal for a decision, which is to be decided by the General Meeting or if the General Meeting does not take a decision on the particular item on the agenda, an explanation of the agenda. It is sufficient to send the request to the company no later than 7 days after the publication of this convention, to the address Cinkarna Celje, d.d., Kidričeva ul. 26, 3000 Celje, Legal Affairs Department, e-mail: gregor.gajsek@cinkarna.si. In case of sending the amendment to the agenda in electronic form, it shall be sent in a scanned form as an attachment.

A clean copy of the agenda will be published in accordance with Article 298 of the Companies Act.

Proposals of shareholders

Shareholders' counter-proposals to individual items on the agenda that will be justified and filed within 7 days after the publication of this convention at the address Cinkarna Celje, d.d., Kidričeva ul. 26, 3000 Celje, Legal Affairs Department, e-mail: gregor.gajsek@cinkarna.si, will be published in accordance with Article 300 of the Companies Act. In case of sending the counter-proposals in electronic form, they shall be transmitted in a scanned form as an attachment.

Attendance at the General Meeting

Only those shareholders who are registered as holders of shares in the central register of dematerialized securities at KDD d.d. - Central Securities Clearing Corporation, Ljubljana at the end of the fourth day prior to the General Meeting of Shareholders, i.e. on 31 May 2019 (reporting date), and their proxies or agents who apply to participate in the meeting in writing



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in person or by registered mail no later than at the end of the fourth day prior to the General Meeting, to the address: Cinkarna Celje, d.d., Kidričeva ul. 26, 3000 Celje, Legal Affairs Department may attend the General Meeting and exercise their voting right.

The shareholder's authorized representative should attach the power of attorney to the application for participation; the power of attorney should be made in writing and throughout the duration of the power-of-attorney relationship it should be kept at the company's registered office. For natural persons, it should include the name and surname and the address of the principal and the proxy, the place and date and the signature of the principal; and for legal entities it should include the name and surname of the proxy, the company, address and signature, with the name and surname of the legal representative and the stamp of the principal.

Each share gives one vote to a shareholder.

The proof of proxy appointment can be sent to the company to the following e-mail address: gregor.gajsek@cinkarna.si in a scanned form as an attachment. The company reserves the right to verify the authenticity of the shareholder or the principal who is transmitting the power of attorney by electronic means.

The application form and the power of attorney for the General Meeting that can be used are available on the company's website www.cinkarna.si.

We invite participants to register at the registration office when they arrive at the General Meeting of Shareholders, at least 30 minutes before the beginning of the meeting, where they will, by their signature, confirm their presence on the list of the present shareholders and take the ballot papers for voting.

As at 30 April 2019, the Company has a total of 814,626 ordinary no-par value shares and is a holder of 6,649 own shares. In accordance with the Company's Articles of Association, each share has one vote, with the exception of own shares that do not have any voting rights under the law. The number of all voting rights as at 30 April 2019 is 807,977.

Cinkarna Celje, d.d., Kidričeva 26, Celje
President of the Management Board -
General Director
Tomaž Benčina, B.Sc. (Metall.) & (Econ.)