



**THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS OF THE PUBLIC LIMITED COMPANY
CINKARNA CELJE, d.d.**

**will take place on Monday, 23 December 2019 at 12:00 hours in the
premises of the multi-purpose building at the address of the registered
office of the Company at Kidričeva ul. 26, Celje**

**AGENDA AND THE PROPOSALS FOR DECISIONS
WITH JUSTIFICATIONS**



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

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

PROPOSAL FOR DECISION NO. 1:

The presence at the General Meeting of Shareholders 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.

Justification:

The Management Board of Cinkarna Celje, d.d. has appointed adequately qualified persons for conducting the General Meeting and counting the votes. The public notary will attend the General Meeting due to the acceptance of the decisions taken by the General Meeting in line with Article 304/1 of the Companies Act (ZGD-1).

Vice-Chairman of the Supervisory Board

Aleš Skok, MBA-USA

President of the Management Board -
General Director
Tomaž Benčina, B.Sc. (Metall.) & (Econ.)



2. Appointment of the Supervisory Board member

PROPOSAL FOR DECISION NO. 2:

The General Meeting of shareholders has been informed about the letter of resignation of the member and Chairman of the Supervisory Board Borut Jamnik of 15 October 2019.

On the proposal of the Supervisory Board, the General Meeting of Shareholders appoints Franjo Bobinac the new Supervisory Board member for a five-year term of office as of 23 December 2019.

Justification:

The Member and Chairman of the Supervisory Board Borut Jamnik submitted a letter of resignation dated 15 October 2019 that was accepted by the Supervisory Board. In the procedure of developing proposals for a new Supervisory Board member the Supervisory Board established a nomination committee. All the major shareholders were invited by the nomination committee to present their proposals. After carrying out the procedure the committee formulated the proposal. After reviewing the report of the committee and the proposals, the Supervisory Board presented the proposal for a candidate for a member of the Supervisory Board at its ordinary meeting of 19 November 2019, as it follows from the draft decision.

Franjo Bobinac is known to the general public as the long-time CEO of the Gorenje Group. He spent most of his career working in the Gorenje Group. As Chairman of the Gorenje Management Board in the period 2003-2018, he and his associates achieved the growth in the market share and the transition of Gorenje products to a higher price category. During the global financial crisis, Gorenje started managing its effects soon, developing innovative products and opening up new markets. In managing the Group he pursued the principles of social cohesion. In the term of office of Bobinac Gorenje opened new production plants in Serbia (Valjevo and Stara Pazova) and acquired several companies in Western and Central Europe. As the CEO of Gorenje, Bobinac strived for the company to finally establish itself as an international corporation based in Velenje. In leading the Gorenje Group, he applied the principles of multicultural management, which is based on the recognition and respect of differences between individuals and the search for synergies within diversity. During his management, the ownership structure of Gorenje became significantly internationalized, especially with the entry of the International Finance Corporation (IFC). In 2018, he led the process of finding a strategic partner, initiated by the company itself, and successfully completed it in the same year with his associates. In addition to the direct management of the Gorenje Group, Franjo Bobinac has experience in the membership of several supervisory boards, including NKBM (2001-2005), Telekom Slovenije (2003-2005), Eti Elektroelement Izlake (1999-2011), and membership in the following administrative and executive committees: IEDC - Bled School of Management, Summit 100, Managers' Associations of Slovenia, Slovenian Olympic Committee, Handball Association of Slovenia (President since 2008).

Since 2018 Franjo Bobinac has served as Vice President of Global Marketing at Hisense International Ltd. and as Chairman of the Board of Directors of Gorenje d.o.o. (since 2019).

Vice-Chairman of the Supervisory Board
Aleš Skok, MBA-USA