



Pursuant to Article 295 of the Companies Act (ZGD-1) and Article 53 of the Articles of Association of Cinkarna Celje d.d. the Management Board of the Company convenes the

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

**that 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 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 of shareholders is established, the Chairman of the General Meeting Stojan Zdolšek and two entities counting votes are approved. The public notary Katja Fink will attend the meeting.**

2. Appointment of a 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 a 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.**

**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 of Shareholders 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 of Shareholders.

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](http://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](mailto: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](mailto: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 30 May 2019 (reporting date), and their proxies or agents who apply to participate in the meeting in writing 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](mailto: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](http://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.



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

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As at 21 November 2019, the Company has a total of 807.977 ordinary no-par value shares and is a holder of 9.749 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 21 November 2019 is 798.228.

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