



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

**25th ORDINARY GENERAL MEETING OF SHAREHOLDERS OF
CINKARNA CELJE, d.d.**

which will be held on Tuesday, 15 June 2021, at 2 p.m. in the premises of the multi-purpose building at the address of the registered office of the Company at Kidričeva ulica 26, Celje

with the following agenda:

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

RESOLUTION PROPOSAL No. 1:

The presence at the General Meeting is established, Stojan Zdolšek, Chairman of the General Meeting, and IXTLAN FORUM, d.o.o., a vote counter are approved. The meeting shall be attended by Katja Fink, a notary public.

- 2 Notification of the General Meeting of the audited annual report for 2020, remunerations received by the members of management and supervisory bodies in 2020, the report of the Supervisory Board, the decision on the distribution of the accumulated profit and the granting of discharge to the members of the Management Board and the Supervisory Board for 2020.

RESOLUTION PROPOSAL No. 2.1:

The General Meeting is notified of the audited annual report for 2020, the remunerations received by the members of the management body in 2020 in the total gross amount of EUR 1,149,153, remunerations received by the members of the supervisory body in 2020 in the total gross amount of EUR 121,410 and the report of the Supervisory Board.

RESOLUTION PROPOSAL No. 2.2:

In accordance with the proposal of the Management Board and the Supervisory Board, the accumulated profit in the amount of EUR 16,522,136 shall be used for the following purposes:

- **A portion of the accumulated profit in the amount of EUR 8,614,144 EUR shall be used for the payment of dividends in the gross value of EUR 11,00 per share.**
- **The remaining accumulated profit in the amount of EUR 7,907,992 shall be transferred to the 2021 financial year as retained earnings.**

The Company shall pay out the dividends on 24 June 2021 to the shareholders entered in the register kept by KDD as of 23 June 2021.



RESOLUTION PROPOSAL No. 2.3:

The General Meeting shall grant discharge to the members of the Management Board for the 2020 financial year.

RESOLUTION PROPOSAL No. 2.4:

The General Meeting shall grant discharge to the members of the Supervisory Board for the 2020 financial year.

3 Amendments to the Articles of Association of Cinkarna Celje, d.d.

RESOLUTION PROPOSAL No. 3.1:

Article 5 of the Articles of Association is amended and now reads as follows:

»The Company's share capital amounts to EUR 19,900,475.72 and it is composed of 794,825 ordinary registered freely transferable no par value shares. «

RESOLUTION PROPOSAL No. 3.2:

Article 56 the Articles of Association is supplemented with additional paragraphs 2, 3, 4 and 5.

The amended Article 56 of the Articles of Association now reads as follows:

»The General Meeting shall as a rule be conducted at the address of the Company's registered office.

The Management Board is entitled to state in the notice convening the General Meeting, with the consent of the Management Board, that the shareholders are allowed to participate in and vote at the General Meeting by using electronic devices without being physically present (electronic General Meeting).

The members of management or supervisory bodies may participate in the General Meeting based on the picture and sound transmission if the General Meeting is held on-line as defined in paragraph 4 of Article 297 of the ZGD-1 and in other cases as set out in the Rules of Procedure of the General Meeting.

The following rules shall be observed in the event of an electronic General Meeting:

- The technical solution shall ensure the real-time transmission of picture and sound of the entire General Meeting;
The Company shall ensure conditions to verify the identity of shareholders or their proxies in a proportionate manner with the aim of holding an electronic General Meeting that will make it possible for shareholders to exercise their voting rights in a secure way;**
- The technical solution shall be such that it allows shareholders to vote on proposed resolutions, submit counter proposals and submit statements of intent to contest resolutions in real time;**
- The Company's Management Board may define in the rules of procedure set out in paragraph 5 of this article of the Articles of Association, that the exercising of rights set out in third indent of this paragraph is conditional on a shareholder announcing their intention to exercise those rights at least by the end of the fourth day before the General Meeting;**

- **The technical solution shall ensure secure electronic communication.**
- **The minutes of the General Meeting shall mention how the content of the votes was established.**

The Company's Management Board shall be authorised to define detailed rules of procedure for participating in and voting at an electronic General Meeting as well as other aspects of holding such a meeting and to publish those rules on the Company's website and/or in the notice convening the General Meeting.«

RESOLUTION PROPOSAL No. 3.3:

The first paragraph of Article 71 of the Articles of Association is amended and now reads as follows:

»The Company shall publish individual data or Company communications specified by an Act or by the Articles of Association on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (hereinafter: AJPES) or in a daily newspaper published throughout Slovenia and on the Company's website in a way stipulated by the Market in Financial Instruments Act and by other regulations. «

RESOLUTION PROPOSAL NO. 3.4:

Article 55 of the Articles of Association is amended and now reads as follows:

»Only those shareholders who are registered in the central register of dematerialised securities as at the end of the seventh day prior to the General Meeting can attend the General Meeting and vote. «

4 Appointment of a member of the Supervisory Board

RESOLUTION PROPOSAL No. 4:

The General Meeting takes note of the letter of resignation of Aleš Skok, member of the Supervisory Board, of 8 December 2020.

The General Meeting appoints Mitja Svoljšak as a member of the Supervisory Board from 16 June 2021 on for a five-year term of office acting on a proposal from the Supervisory Board.

5 Renumeration of the Supervisory Board

RESOLUTION PROPOSAL No. 5:

The General Meeting defines the following amounts to be awarded to the members of the Supervisory Board and committees of the Supervisory Board for the implementation of their functions:

1 Members of the Supervisory Board shall receive an attendance fee for the attendance at the Supervisory Board meeting in the gross amount of EUR 275.00 per individual member of the Supervisory Board. Members of the Supervisory Board's committees shall receive an attendance fee for their attendance at the committee meeting in the amount of 80% of the attendance fee for the Supervisory Board meeting per individual member. An attendance fee for the participation at a meeting by correspondence amounts to 80% of the regular attendance fee. Notwithstanding the

above mentioned and thus irrespective of the number of meetings an individual member of the Supervisory Board attended in an individual financial year, they are entitled to the payment of attendance fees in the total amount that should not be higher than 50% of the basic remuneration for the performance of the function of the Supervisory Board member at an annual level. An individual member of the Supervisory Board who is a member of a committee or committees of the Supervisory Board is thus, notwithstanding the above mentioned and thus irrespective of the number of meetings of the Supervisory Board or of the committees an individual member of the Supervisory Board attended in an individual financial year, entitled to the payment of attendance fees in the total amount of attendance fees for the meetings of the Supervisory Board meetings and the committees as long as the total amount does not exceed 75% of the basic remuneration for the performance of the function of the Supervisory Board member at an annual level.

2 In addition to the attendance fees, members of the Supervisory board shall also receive the basic remuneration for the performance of the function in the gross amount of EUR 15,000.00 per year per individual member. The Chairman of the Supervisory Board is entitled to the additional payment in the amount of 50% of the basic remuneration for the performance of the function of a member of the Supervisory Board. The vice-chairman/deputy chairman of the Supervisory Board is entitled to the additional payment in the amount of 10% of the basic remuneration for the performance of the function of a member of the Supervisory Board. Each member of the Supervisory Board committee shall receive an additional payment for the performance of the function which amounts to 25% of the basic remuneration for the performance of the function of a member of the Supervisory Board. The chairman of the committee is entitled to an additional payment for the performance of the function in the amount of 37.5% of the basic remuneration for the performance of the function of a member of the Supervisory Board. Notwithstanding the above mentioned and thus irrespective of the number of committees in which an individual member of the Supervisory Board participates or the number of committees he chairs in an individual financial year, they are entitled to the additional payment of the total amount that should not exceed 50 % of the basic remuneration for the performance of the function of the Supervisory Board member at an annual level. In the event that the term of office of an individual member of the Supervisory Board is shorter than the financial year, an individual member of a committee of the Supervisory Board is entitled to the additional payment, notwithstanding the above mentioned and thus irrespective of the number of committees in which an individual member of the Supervisory Board participates or the number of committees he chairs in an individual financial year, as long as the total amount of such additional payment does not exceed 50% of the basic remuneration for the performance of the function of an individual member of the Supervisory Board in relation to the justified payments made during the term of office in the relevant financial year.

3 In addition to the attendance fees, members of the Supervisory board shall also receive the basic remuneration and the additional payment for the performance of the of the function in proportional monthly payments to which they are entitled while performing the function. in relation to the justified payments made during the term of office in the relevant financial year. The monthly payment amounts to one twelfth of the above annual amounts.

4 The limitation of the amount of total attendance fees or additional payments to a member of the Supervisory Board does not in any way affect their duty to actively participate in all meetings of the Supervisory Board and meetings of the committees of which he is a member, and his statutory responsibility.

5 Members of the Supervisory Board are entitled to reimbursement of transport and accommodation costs incurred in connection with their work on the Supervisory Board, up to the amount specified in the regulations governing the reimbursement of

expenses related to work and other income not included in tax base (provisions applicable to business travel and overnight accommodation). The amount due to the member of the Supervisory Board according to the cited regulation is reversed, so that the net payment represents the reimbursement of actual travel expenses. The mileage shall be determined by taking into account the distances between places calculated on the AMZS public website. Accommodation costs may be reimbursed only if the distance of permanent or temporary residence of a member of the Supervisory Board or a member of the Supervisory Board from the place of work of the body is at least 100 kilometres, if they could not return because no public transport was planned, or for other objective reasons.

6 This resolution shall enter into force and apply from the day of its adoption by the General Meeting. It repeals Resolution No. 3, adopted by the General Meeting on 6 June 2012.

6 Power of Attorney to obtain own shares

RESOLUTION PROPOSAL 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 share capital (79,482 shares).

The Power of Attorney to obtain own shares is valid for a period of 12 months from 18 June 2021 on.

The Company can obtain own shares by transactions conducted on the regulated and non-regulated market of securities, where the purchase price of shares may not be lower EUR 120.00 per share and not higher than EUR 270.00 per share.

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 of Shareholders authorises the Management Board to withdraw own shares without any further decision-taking on a decrease in share capital.

7 Report on the acquisition of own shares

RESOLUTION PROPOSAL No. 7:

The General Meeting of takes note of the Report on the acquisition of own shares.

8 Application of the International Financial Reporting Standards

RESOLUTION PROPOSAL No. 8:

The General Meeting is informed that since 1 January 2021, annual and interim financial statements have been prepared in line with the International Financial Reporting Standards by the Company.

Right to be informed and availability of the material for the General Meeting

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

The material for the General Meeting is available to the shareholders for review at the Secretariat of the Legal Office every business day from 9 a.m. to 12 a.m., from the date of publication of the convention, to the day of the General Meeting by prior appointment at the telephone number 03/427 6176 and taking into account the measures to limit Covid19 infections.

The agenda with resolution proposals and explanations of resolutions and other material are available to the shareholders on the SEO-net - stock exchange information system and on the Company's website: www.cinkarna.

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 notice convening the General Meeting shall also be published in the daily newspaper Delo.

Amendment to the agenda

Shareholders whose total interest accounts for at least one-twentieth of the share capital may, after the publication of the notice of convocation, make a written request to add an item to the agenda. The request must be enclosed with a written proposed resolution to be decided upon by the General Meeting or an explanation to the item on the agenda if no resolution is adopted in relation to such item by the General Meeting. The request must be sent to the Company within seven days after the publication of the notice convening the General Meeting to the address Cinkarna Celje, d.d., Kidričeva ul. 26, 3000 Celje, Legal Office; or to the e-mail address: gregor.gajsek@cinkarna.si. In the event that the amended agenda is sent by e-mail, it should be sent as an attached scan. A clean copy of the agenda shall be published pursuant to Article 298 of the ZGD-1.

Shareholders' proposals

Shareholders' counterproposals concerning individual items on the agenda that are reasoned, substantiated and submitted within 7 days of publication of the notice of to the address: Cinkarna Celje, d.d., Kidričeva ul. 26, 3000 Celje, Legal Office; or sent to the e-mail address: gregor.gajsek@cinkarna.si, shall be published in compliance with Article 300 of the ZGD-1. In the event that the shareholders' proposals are sent by e-mail, they shall be sent as an attached scan.

Participation in the General Meeting

Only those shareholders who are registered in the central register of dematerialised securities kept by KDD d.d., as at the end of **the seventh day** prior to the General Meeting, i.e., 8 June 2021 (the cut-off date), or their legal representatives or proxies who shall present a written power of attorney in person or send it by registered mail to the following address: CINKARNA Celje, d.d., Kidričeva ul. 26, 3000 Celle, Legal Office, by the end of the fourth day before the General Meeting, i.e., 11 June 2021, can attend the General Meeting and exercise their voting rights.

A shareholder's legal 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. In case



of natural persons, the power of attorney 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 in case of legal entities, it should include the name and surname of the proxy, the company, address and signature, the name and surname of the legal representative and the stamp of the principal. A shareholder is granted one vote for each share they own.

A scanned copy of the proxy appointment certificate can send to the Company to the following e-mail address: pravna.tajnistvo@cinkarna.si. The Company shall reserve the right to verify the authenticity of the shareholder or the person who has authorised another person and submitted the power of attorney by electronic mail. The application form and the power of attorney for the General Meeting are available on the Company's website www.cinkarna.si.

The participants are kindly asked to register at the registration office when they arrive at the General Meeting of Shareholders at least 60 minutes before the beginning of the meeting to confirm their presence by signing the attendance list and to receive ballot papers.

According to the Register, the Company owns a total of 807,977 ordinary no-par value shares as of 12 May 2021. The Company used to own 13,152 shares that were withdrawn by the Management Board pursuant to the resolution of the General Meeting. The Company remains a holder of 11,721 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 total number of voting shares as of 12 May 2021 is 783.104.

Upon their arrival at the General Meeting, the shareholders are kindly requested to consistently comply with all the measures to lower the risk of contracting COVID-19 in accordance with the rules and recommendations issued by the National Institute for Public Health that are in force at the time of the meeting.

Cinkarna Celje, d.d., Kidričeva ul. 26, Celje
President of the Management Board
Aleš Skok, uni. dipl. ing. kem. teh., MBA-USA