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

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 hereby convenes the

## **29th ORDINARY GENERAL MEETING OF SHAREHOLDERS OF CINKARNA CELJE, d. d.**

**to be held on Wednesday, 21 May 2025, at the Company's registered office  
at 26 Kidričeva ulica, Celje, in the premises of the multi-purpose building,  
starting at 2 p.m.**

Notary Katja Fink from Celje will be present at the meeting.

### **Agenda and motions for resolutions**

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 Teller of Votes.**

2. Rules of Procedure for the General Meeting of Shareholders of Cinkarna Celje, d. d.

#### **PROPOSED RESOLUTION No. 2:**

**The General Meeting adopts the Rules of Procedure for the General Meeting of Shareholders of Cinkarna Celje, d. d.**

3. Presentation to the General Meeting of the audited annual report for the financial year 2024, the auditor's report and the Supervisory Board's report for the financial year 2024, the remuneration report of the management and supervisory bodies of CINKARNA Celje d.d. for the financial year 2024, 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 2024.

#### **PROPOSED RESOLUTION No. 3.1:**

**The General Meeting takes note of and approves the Remuneration Report of the Management and Supervisory Bodies of CINKARNA Celje d. d. for 2024.**



**PROPOSED RESOLUTION No. 3.2:**

The distributable profit as at 31 December 2024 of EUR 23,093,257.13, consisting of, net profits generated before 2024 of EUR 6,007.39 and net profit in 2024 of EUR 23,087,249.74, shall be used as follows:

- for the payment of dividends, specifically EUR 1.80 per share, totalling EUR 14,003,812.80, while the remaining portion of the profit in the amount of EUR 9,089,444.33 shall be retained as retained earnings of the financial year.

The Company shall pay dividends on 27 June 2025 to shareholders registered with the KDD on 26 June 2025.

**PROPOSED RESOLUTION No. 3.3:**

The General Meeting hereby discharges the members of the Management Board for the financial year 2024.

**PROPOSED RESOLUTION No. 3.4:**

The General Meeting hereby discharges the members of the Supervisory Board for the financial year 2024.

4. Remuneration Policy for Management and Supervisory Bodies of CINKARNA Celje d. d.

**PROPOSED RESOLUTION No. 4:**

The General Meeting takes note of and approves the Remuneration Policy for Management and Supervisory Bodies of CINKARNA Celje, d. d.

5. Amendment to the Articles of Association of Cinkarna Celje, d. d.

**PROPOSED RESOLUTION No. 5.1:**

In the third indent of the preamble to the Articles of Association, the word "upravljske" shall be replaced by the word "upravljavske".

**PROPOSED RESOLUTION No. 5.2:**

The third paragraph of Article 1 of the Articles of Association shall be amended to read as follows:

The registered office of the Company is at: Kidričeva ulica 26, 3000 Celje.

**PROPOSED RESOLUTION No. 5.3:**

Article 2 of the Articles of Association shall be amended to read as follows:

The company's activity is:



**SKD 2025 Name of activity (Standard Classification of Activities)**

**C MANUFACTURING**

**C/18 PRINTING AND REPRODUCTION OF RECORDED MEDIA**

18.120 Other printing

**C/20 MANUFACTURE OF CHEMICALS AND CHEMICAL PRODUCTS**

20.110 Manufacture of industrial gases  
20.120 Manufacture of dyes and pigments  
20.130 Manufacture of other inorganic basic chemicals  
20.140 Manufacture of other organic basic chemicals  
20.150 Manufacture of fertilisers and nitrogen compounds  
20.200 Manufacture of pesticides, disinfectants and other agrochemical products  
20.300 Manufacture of paints, varnishes and similar coatings, printing ink and mastics  
20.590 Manufacture of other chemical products n.e.c.

**C/22 MANUFACTURE OF RUBBER AND PLASTIC PRODUCTS**

22.120 Manufacture of other rubber products  
22.210 Manufacture of plastic plates, sheets, tubes and profiles  
22.250 Processing and finishing of plastic products  
22.260 Manufacture of other plastic products

**C/23 MANUFACTURE OF OTHER NON-METALLIC MINERAL PRODUCTS**

23.620 Manufacture of plaster  
23.640 Manufacture of mortars

**C/25 MANUFACTURE OF FABRICATED METAL PRODUCTS, EXCEPT MACHINERY AND EQUIPMENT**

25.110 Manufacture of metal structures and parts of structures  
25.400 Forging and shaping metal and powder metallurgy  
25.510 Coating of metals  
25.520 Heat treatment of metals  
25.530 Machining of metals

**C/27 MANUFACTURE OF ELECTRICAL EQUIPMENT**

27.110 Manufacture of electric motors, generators and transformers  
27.120 Manufacture of electricity distribution and control apparatus

**C/28 MANUFACTURE OF MACHINERY AND EQUIPMENT N.E.C.**

28.130 Manufacture of other pumps and compressors  
28.140 Manufacture of other taps and valves  
28.150 Manufacture of bearings, gears, gearing and driving elements  
28.220 Manufacture of lifting and handling equipment  
28.290 Manufacture of other general-purpose machinery n.e.c.  
28.910 Manufacture of machinery for metallurgy

**C/33 REPAIR, MAINTENANCE AND INSTALLATION OF MACHINERY AND EQUIPMENT**

33.120 Repair and maintenance of machinery



33.130	Repair and maintenance of electronic and optical equipment
33.140	Repair and maintenance of electrical equipment
33.200	Installation of industrial machinery and equipment

**D ELECTRICITY, GAS, STEAM AND AIR CONDITIONING SUPPLY**

**D/35 ELECTRICITY, GAS, STEAM AND AIR CONDITIONING SUPPLY**

35.110	Production of electricity from non-renewable sources
35.120	Production of electricity from renewable sources
35.130	Transmission of electricity
35.140	Distribution of electricity
35.150	Trade of electricity
35.160	Storage of electricity
35.210	Manufacture of gas
35.300	Steam and air conditioning supply

**E WATER SUPPLY; SEWERAGE, WASTE MANAGEMENT AND REMEDIATION ACTIVITIES**

**E/36 WATER COLLECTION, TREATMENT AND SUPPLY**

36.000	Water collection, treatment and supply
37.000	Sewerage

**E/38 WASTE COLLECTION, RECOVERY AND DISPOSAL ACTIVITIES**

38.110	Collection of non-hazardous waste
38.120	Collection of hazardous waste
38.210	Materials recovery
38.220	Energy recovery
38.230	Other waste recovery
38.310	Incineration without energy recovery
38.320	Landfilling or permanent storage
38.330	Other waste disposal
39.000	Remediation activities and other waste management service activities

**F CONSTRUCTION**

**F42 CIVIL ENGINEERING**

42.990	Construction of other civil engineering projects n.e.c.
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**G WHOLESALE AND RETAIL TRADE**

**G/46 WHOLESALE TRADE**

46.190	Activities of agents involved in non-specialised wholesale
46.820	Wholesale of metals and metal ores
46.850	Wholesale of chemical products
46.870	Wholesale of waste and scrap
46.900	Non-specialised wholesale trade

**G/47 RETAIL TRADE**

47.120	Other non-specialised retail sale
47.520	Retail sale of hardware, building materials, paints and glass
47.910	Intermediation service activities for non-specialised retail sale



47.920 Intermediation service activities for specialised retail sale

**H TRANSPORTATION AND STORAGE**

**H/49 LAND TRANSPORT AND TRANSPORT VIA PIPELINES**

49.410 Freight transport by road

**H/52 WAREHOUSING, STORAGE AND SUPPORT ACTIVITIES FOR TRANSPORTATION**

52.100 Warehousing and storage  
52.210 Service activities incidental to land transportation  
52.240 Cargo handling

**I ACCOMMODATION AND FOOD SERVICE ACTIVITIES**

**I/55 ACCOMMODATION ACTIVITIES**

55.201 Holiday and other short-stay accommodation  
55.900 Other accommodation

**I/56 FOOD AND BEVERAGE SERVICE ACTIVITIES**

56.111 Restaurant activities  
56.220 Contract catering service activities and other food service activities

**K TELECOMMUNICATION, COMPUTER PROGRAMMING, CONSULTING, COMPUTING INFRASTRUCTURE AND OTHER INFORMATION SERVICE ACTIVITIES**

**K/62 COMPUTER PROGRAMMING, CONSULTANCY AND RELATED ACTIVITIES**

62.100 Computer programming activities  
62.200 Computer consultancy and computer facilities management activities

**K/63 COMPUTING INFRASTRUCTURE, DATA PROCESSING, HOSTING AND OTHER INFORMATION SERVICE ACTIVITIES**

63.100 Computing infrastructure, data processing, hosting and related activities

**M REAL ESTATE ACTIVITIES**

**M/68 REAL ESTATE ACTIVITIES**

68.110 Buying and selling of own real estate  
68.200 Rental and operating of own or leased real estate

**N PROFESSIONAL, SCIENTIFIC AND TECHNICAL ACTIVITIES**

**N/69 LEGAL AND ACCOUNTING ACTIVITIES**

69.200 Accounting, bookkeeping and auditing activities; tax consultancy

**N/70 ACTIVITIES OF HEAD OFFICES; MANAGEMENT CONSULTANCY ACTIVITIES**



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70.220	Other business and management consultancy activities
<b>N/71</b>	<b>ARCHITECTURAL AND ENGINEERING ACTIVITIES; TECHNICAL TESTING AND ANALYSIS</b>
71.129	Other engineering activities and related technical consultancy
71.200	Technical testing and analysis
<b>N/72</b>	<b>SCIENTIFIC RESEARCH AND DEVELOPMENT</b>
72.100	Research and experimental development on natural sciences and engineering
<b>O</b>	<b>OTHER BUSINESS SUPPORT SERVICE ACTIVITIES</b>
<b>O/81</b>	<b>SERVICES TO BUILDINGS AND LANDSCAPE ACTIVITIES</b>
81.220	Other building and industrial cleaning activities
<b>O/82</b>	<b>OFFICE ADMINISTRATIVE, OFFICE SUPPORT AND OTHER BUSINESS SUPPORT ACTIVITIES</b>
82.920	Packaging activities
<b>T</b>	<b>OTHER SERVICE ACTIVITIES</b>
<b>T/95</b>	<b>REPAIR AND MAINTENANCE OF COMPUTERS, PERSONAL AND HOUSEHOLD GOODS, AND MOTOR VEHICLES AND MOTORCYCLES</b>
95.310	Repair and maintenance of motor vehicles

**Management The Company may, without entry in the court register, also carry out any other activities necessary for its existence and for the performance of the activities specified in this Article of the Articles of Association, except for those activities for which special conditions are prescribed by law or which require prior authorisation from a competent authority or organisation pursuant to applicable legislation.**

**PROPOSED RESOLUTION No. 5.4:**

**Article 9 of the Articles of Association shall be amended to read as follows:**

**The Management Board shall, within eight (8) days from the adoption of a General Meeting resolution on the increase of share capital by issuing new shares, invite the existing shareholders by means of a public announcement in accordance with the law to subscribe and pay for the newly issued shares in proportion to their existing shareholding. The existing shareholders shall subscribe for the newly issued shares no later than fourteen (14) days from the date of the announcement, unless otherwise specified in the respective resolution on the issuance of shares.**

**PROPOSED RESOLUTION No. 5.5:**

**Article 25 of the Articles of Association shall be amended to read as follows:**

**The Management Board is a collective body of the Company. It consists of the President and up to three members. One of the Management Board members shall be**

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**the Workers' Director. Within the general rights and obligations conferred upon all members of the Management Board in accordance with the law and the Articles of Association, the Workers' Director shall represent and protect the interests of the employees in matters of personnel and social affairs.**

**PROPOSED RESOLUTION No. 5.6:**

**Article 31 of the Articles of Association shall be amended to read as follows:**

**The Management Board shall adopt decisions by a majority of votes. In the event of a tie, the decision supported by the President of the Management Board shall prevail.**

**PROPOSED RESOLUTION No. 5.7:**

**In Article 45, the phrase "si mora priskrbeti" (shall obtain) shall be replaced with the phrase "mora pridobiti predhodno« (must obtain the prior), so that the first sentence of Article 45 shall now read:**

**The Management Board must obtain the prior approval of the Supervisory Board**

**PROPOSED RESOLUTION No. 5.8:**

**Article 56 of the Articles of Association shall be amended to read as follows:**

**As a general rule, the General Meeting is held at the Company's registered office.**

**With the consent of the Supervisory Board, the Management Board may determine in the convocation notice that shareholders and their proxies may attend and vote at the General Meeting by means of electronic communication without being physically present (electronic General Meeting), or that the General Meeting shall be held as a virtual General Meeting without the physical presence of shareholders, their proxies, or other persons (virtual General Meeting).**

**Members of the management or supervisory bodies may participate in the General Meeting by means of image and sound transmission if the meeting is held electronically in accordance with the fourth paragraph of Article 297 of the Companies Act (ZGD-1) or in other cases as defined by the Rules of Procedure of the General Meeting.**

**The following conditions must be fulfilled for electronic and virtual General Meetings:**

- **the technical solution must provide real-time image and sound transmission of the entire meeting,**
- **the Company must ensure adequate means for verifying the identity of shareholders and their proxies,**
- **the technical solution must enable shareholders to vote on General Meeting proposals, submit questions, participate in discussions, submit counterproposals, make statements of intent to challenge resolutions, and perform other actions using electronic means in real time,**
- **the technical solution must ensure secure electronic communication.**

**The Management Board is authorised to specify the detailed rules for participation and voting at the electronic or virtual General Meeting and other aspects of its conduct, and shall publish them on the Company's website and/or in the convocation notice.**

**PROPOSED RESOLUTION No. 5.9:**

**The second paragraph of Article 60 of the Articles of Association shall be deleted.**

**PROPOSED RESOLUTION No. 5.10:**

**The second paragraph of Article 71 of the Articles of Association shall be deleted.**

6. Report on the acquisition of treasury shares

**PROPOSED RESOLUTION No. 6:**

**The General Meeting took note of the Report on the acquisition of treasury shares.**

7. Appointment of the Company's auditor for the audit of annual financial statements and the review and assurance of the sustainability report of Cinkarna Celje, d. d. for the financial years ending on 31 December 2025, 31 December 2026 and 31 December 2027.

**PROPOSED RESOLUTION No. 7:**

**Upon the proposal of the Supervisory Board, the General Meeting hereby appoints the auditing company Ernst & Young d.o.o., Dunajska cesta 111, 1000 Ljubljana as the auditor of the Company for the financial years 2025, 2026 and 2027.**

8. Notification of the General Meeting on the appointment of a new employee representative to the Supervisory Board

**PROPOSED RESOLUTION No. 8:**

**The General Meeting takes note that, at its 29. regular session held on 15 April 2025, the Workers' Council elected Matej Pompe as the employee representative to the Supervisory Board for a term of office of five (5) years, commencing on 18 June 2025.**

**Information for shareholders:**

**1. Total number of shares and voting rights at the date of the General Meeting**

As at the date of the General Meeting, the Company has a total of 8,079,770 ordinary bulk shares in issue, according to the register. The Company holds 299,874 treasury shares. In accordance with the Company's Articles of Association, each share carries one vote, except for treasury shares, which by law have no voting rights.

**2. Right to information and availability of meeting materials**

At the General Meeting, the shareholder may exercise his/her right to be informed as referred to in Article 305(1) of the Companies Act.

The materials for the General Meeting are available for inspection by shareholders at the Legal Department's secretariat on weekdays from 9.00 a.m. to 12.00 p.m., from the date of publication



of the convening notice until the date of the General Meeting, by making an appointment by telephone on +386 3 427 6093 or +386 3 427 6176.

In addition to being published on the stock exchange information system SEO-net, the agenda with the motions for resolutions and the explanations of resolutions, as well as other materials, are available to shareholders on the Company's website [www.cinkarna.si](http://www.cinkarna.si).

Comprehensive information on shareholders' rights under Article 298, paragraph 1, Article 300, paragraph 1, Articles 301 and 305 of the Companies Act is available on the Company's website at [www.cinkarna.si](http://www.cinkarna.si) and as part of the convocation materials of the General Meeting on the stock exchange information system SEO-net.

The convocation of the General Meeting is also published on the AJPES portal.

### **3. Addition to the agenda**

Shareholders whose aggregate holdings amount to one twentieth of the share capital may request in writing an additional item on the agenda after the convocation of the General Meeting has been published. The request must be accompanied in writing by a proposal for a resolution to be acted upon by the General Meeting or, if the General Meeting does not adopt a resolution on a particular item on the agenda, by an explanation of the agenda. The request must be sent by registered post to the Company not later than 7 days after the publication of this notice, to the address Cinkarna Celje, d.d., Kidričeva ul. 26, 3000 Celje, Legal Department, or by e-mail to the following address: [skupscina@cinkarna.si](mailto:skupscina@cinkarna.si). In the case of electronic submission, the supplement to the agenda must be submitted in scanned form as an attachment and must contain the handwritten or qualified electronic signature of the natural person and, in the case of legal persons, the handwritten or qualified electronic signature of the representative and the stamp of the legal person, if used. The Company has the right to verify the identity of the shareholder or proxy who transmits the request or proposal by e-mail and the authenticity of his/her signature. A clean copy of the agenda will be published in accordance with Article 298 of the Companies Act (ZGD-1).

### **4. Shareholder proposals**

Shareholder counter-proposals to individual items on the agenda, which will be substantiated and sent within 7 days after the publication of this Convocation by registered mail to Cinkarna Celje, d.d., Kidričeva ul. 26, 3000 Celje, Legal Department, or to the e-mail address: [skupscina@cinkarna.si](mailto:skupscina@cinkarna.si), will be published in accordance with Article 300 of the Companies Act (ZGD-1). In the case of electronic submission, shareholder proposals must be submitted in scanned form as an attachment and must contain the handwritten or qualified electronic signature of the natural person and, in the case of legal persons, the handwritten or qualified electronic signature of the representative and the stamp of the legal person, if used. The Company has the right to verify the identity of the shareholder or proxy who transmits the request or proposal by e-mail and the authenticity of his/her signature.

### **5. Conditions for attending the General Meeting and exercising voting rights**

Only those shareholders who, in person or by proxy, register their attendance at the General Meeting in writing so that their registration is received by the Management Board not later than at the end of the fourth day prior to the General Meeting, i.e. up to and including **17 May 2025**, and who are registered as holders of shares in the central register of uncertificated securities as at the end of the **seventh day** prior to the General Meeting, i.e. on **14 May 2025** (the cut-off date), shall be entitled to attend the General Meeting and to exercise their voting rights at the General Meeting. If an intermediary other than the ultimate shareholder is entered in the central register as a holder of shares, shareholders may exercise their voting rights on the basis of the



proof referred to in Article 235č(2) of the ZGD-1, which shows who the ultimate shareholder is on the record date. The application must be sent by registered post to CINKARNA Celje, d. d., Legal Department – for the General Meeting, Kidričeva ulica 26, 3000 Celje. Application may not be submitted using electronic means. Only applications with original signatures of the shareholders or their representatives or proxies will be accepted and valid. The Company will also consider as valid those applications that are received in standardised form through the KDD – Centralna klirinško depotna družba d.o.o. and that have been previously received by the KDD through the intermediary chain. The application form for the General Meeting is available on the Company's website [www.cinkarna.si](http://www.cinkarna.si).

Any shareholder entitled to attend the General Meeting may appoint a proxy to attend the General Meeting on his/her behalf, to attend and to exercise his/her voting rights at the General Meeting. The proxy appointment must be in writing and must be submitted to the Company, where it will be kept on file. The form for registration, attendance and exercise of voting rights by proxy is available on the Company's website at [www.cinkarna.si](http://www.cinkarna.si). If the application for the General Meeting has been sent in original and contains the signature of the shareholder, it is sufficient if the proxy appointment is sent to the Company by e-mail to [skupscina@cinkarna.si](mailto:skupscina@cinkarna.si), in scanned form as an attachment, and contains the handwritten or qualified electronic signature of the natural person and, in the case of legal persons, the handwritten or qualified electronic signature of the representative and the stamp of the legal person, if used. The Company has the right to verify the identity of the shareholder or the authorising person who transmits the proxy appointment by e-mail and the authenticity of his/her signature. Shareholders may revoke their proxy appointment at any time up to the date of the General Meeting in the same manner in which it was made.

A proxy may not exercise or delegate the exercise of voting rights in respect of shares which do not belong to it unless it has been authorised to do so in writing. The authorisation must be stored by the proxy in such a way as to ensure its verifiability. The authorisation may be given to a single proxy and may be revoked at any time. A proxy may authorise persons other than its employees to exercise the authorisation only if the authorisation expressly permits it. If the authorisation entitles the proxy to exercise voting rights on behalf of the shareholder, the instrument appointing the proxy must be lodged with the Company and kept on file with the Company. The proxy must invite the shareholder to give him instructions as to the exercise of the right to vote and must warn the shareholder that, if he does not give him instructions as to the exercise of the right to vote, he will exercise it in accordance with his own proposals, as communicated to the shareholder, unless he is entitled to assume that the shareholder would have approved of his decision to the contrary if he had known the facts of the situation. The same rules as those set out in this paragraph apply mutatis mutandis to holders of fiduciary accounts in respect of shares which do not belong to them, to voting advisers and to other persons exercising voting rights on behalf of a shareholder by proxy as their business.

Participants are kindly requested to check in at the reception desk of the General Meeting at least 10-15 minutes before the start of the meeting to confirm their attendance and collect their voting devices. At the time of registration, the registered participant must, upon request, produce an identity document, a written authorisation, and legal representatives must produce an extract from the commercial and court register or any other appropriate document establishing the right to represent.

**CINKARNA Celje d. d., Kidričeva ulica 26, Celje  
Management board**