

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

## **NOTICE OF RESOLUTIONS ADOPTED AT THE 29<sup>TH</sup> GENERAL MEETING OF SHAREHOLDERS OF CINKARNA CELJE, d. d.**

In accordance with Articles 124, 130 and 152 of the Market in Financial Instruments Act (ZTFI-1) and Articles 7 and 17 of Regulation (EU) No. 596/2014 (Market Abuse Regulation – MAR) the Management Board of Cinkarna Celje, d.d., Kidričeva ulica 26, 3000 Celje, Registration no. 5042801000, Tax no. SI 15280373, hereby publishes the resolutions adopted by the General Meeting of Shareholders of Cinkarna Celje, d.d., at its 29th regular session held on 21 May 2025.

At the General Meeting, a total of 4.959.492 shares were represented in the voting, accounting for 63,78 % of the company's shares with voting rights.

### **Adopted General Meeting 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.**

The resolution was adopted.

There were 4.959.492 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,382 % of the share capital. There were 4.959.492 votes in favour of the proposed resolutions representing 100,000 % of all votes cast. There were no abstentions.

#### **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.**

The resolution was adopted.

There were 4.954.887 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,325 % of the share capital. There were 4.954.887 votes in favour of the proposed resolutions representing 100,000 % of all votes cast. There were 4.605 abstentions.

#### **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.**

The resolution was adopted.

There were 4.959.492 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,382 % of the share capital. There were 4.948.503 votes in favour of the proposed

resolutions representing 99,778 % of all votes cast. There were 10,989 votes against the proposed resolutions representing 0,222 % of all votes cast. There were no abstentions.

**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.**

The resolution was adopted.

There were 4,957,892 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,362 % of the share capital. There were 4,957,440 votes in favour of the proposed resolutions representing 99,991 % of all votes cast. There were 452 votes against the proposed resolutions representing 0,009 % of all votes cast. There were 1,600 abstentions.

**PROPOSED RESOLUTION No. 3.3:**

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

The resolution was adopted.

There were 4,959,492 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,382 % of the share capital. There were 4,959,492 votes in favour of the proposed resolutions representing 100,000 % of all votes cast. There were no abstentions.

**PROPOSED RESOLUTION No. 3.4:**

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

The resolution was adopted.

There were 4,959,492 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,382 % of the share capital. There were 4,954,887 votes in favour of the proposed resolutions representing 99,907 % of all votes cast. There were 4,605 votes against the proposed resolutions representing 0,093 % of all votes cast. There were no abstentions.

**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.**

The resolution was adopted.

There were 4,884,756 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 60,457 % of the share capital. There were 4,873,767 votes in favour of the proposed resolutions representing 99,775 % of all votes cast. There were 10,989 votes against the proposed resolutions representing 0,225 % of all votes cast. There were 74,736 abstentions.

**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".**

The resolution was adopted.

There were 4.953.108 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,303 % of the share capital. There were 4.953.108 votes in favour of the proposed resolutions representing 100,000 % of all votes cast. There were 6.384 abstentions.

**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.**

The resolution was adopted.

There were 4.959.492 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,382 % of the share capital. There were 4.959.492 votes in favour of the proposed resolutions representing 100,000 % of all votes cast. There were no abstentions.

**PROPOSED RESOLUTION No. 5.3 (proposer Stojan Zdolšek)**

The proposed resolution no. 5.3 shall be amended in the following parts:

- after the phrase "MANUFACTURE OF CHEMICALS", the comma is replaced by the phrase "and";
- the wording "23.620 Production of plaster" has been replaced by the wording "23.520 Production of lime and plaster";
- the phrase "BROKERING AND WHOLESALE (in Slovene: POSREDNIŠTOV IN TRGOVINA NA DEBELO)" shall be replaced by the phrase "WHOLESALE"(in Slovene: TRGOVINA NA DEBELO);
- the wording »Service activities incidental to land transportation« is replaced by the wording »Service activities incidental to land transportation«;(in Slovene word "promet" is replaced by "prevoz")
- the wording "ACCOMMODATION AND CATERING ACTIVITY" shall be replaced by the wording "ACCOMMODATION AND CATERING ACTIVITIES";
- the wording "FOOD AND BEVERAGE SERVICE ACTIVITIES" is replaced by the wording "FOOD AND BEVERAGE SERVICE ACTIVITY";
- the wording "Contractual preparations and delivery of food and other food supply" shall be replaced by the wording "Contractual preparation and delivery of food and other food supply";
- the wording "70.220 Other business and management consultancy activities" is replaced by the wording "70.200 Other business and management consultancy activities ".

**Article 2 of the Articles of Association shall be amended to read as follows in the clean copy::**

**The company's activity is:**

<b>SKD 2025</b>	<b>Name of activity (Standard Classification of Activities)</b>
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<b>C</b>	<b>MANUFACTURING</b>
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<b>C/18</b>	<b>PRINTING AND REPRODUCTION OF RECORDED MEDIA</b>
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18.120	Other printing
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**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**

- 23.520 Manufacture of lime and 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

<b>E</b>	<b>WATER SUPPLY; SEWERAGE, WASTE MANAGEMENT AND REMEDIATION ACTIVITIES</b>
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<b>E/36</b>	<b>WATER COLLECTION, TREATMENT AND SUPPLY</b>
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36.000	Water collection, treatment and supply
37.000	Sewerage

<b>E/38</b>	<b>WASTE COLLECTION, RECOVERY AND DISPOSAL ACTIVITIES</b>
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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

<b>F</b>	<b>CONSTRUCTION</b>
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<b>F42</b>	<b>CIVIL ENGINEERING</b>
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42.990	Construction of other civil engineering projects n.e.c.
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<b>G</b>	<b>WHOLESALE AND RETAIL TRADE</b>
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<b>G/46</b>	<b>WHOLESALE TRADE</b>
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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

<b>G/47</b>	<b>RETAIL TRADE</b>
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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

<b>H</b>	<b>TRANSPORTATION AND STORAGE</b>
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<b>H/49</b>	<b>LAND TRANSPORT AND TRANSPORT VIA PIPELINES</b>
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49.410	Freight transport by road
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**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**

70.200      Other business and management consultancy activities

**N/71      ARCHITECTURAL AND ENGINEERING ACTIVITIES;  
TECHNICAL TESTING AND ANALYSIS**

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.

The resolution was adopted.

There were 4.510.170 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 55,821 % of the share capital. There were 4.510.170 votes in favour of the proposed resolutions representing 100,000 % of all votes cast. There were 449.322 abstentions.

#### **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.**

The resolution was adopted.

There were 4.957.892 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,362 % of the share capital. There were 4.957.892 votes in favour of the proposed resolutions representing 100,000 % of all votes cast. There were 1.600 abstentions.

#### **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 the Workers' Director.**

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**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.**

The resolution was adopted.

There were 4.959.492 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,382 % of the share capital. There were 4.953.108 votes in favour of the proposed resolutions representing 99,871 % of all votes cast. There were 6.384 votes against the proposed resolutions representing 0,129 % of all votes cast. There were no abstentions.

#### **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.**

The resolution was adopted.

There were 4.959.492 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,382 % of the share capital. There were 4.953.108 votes in favour of the proposed resolutions representing 99,871 % of all votes cast. There were 6.384 votes against the proposed resolutions representing 0,129 % of all votes cast. There were no abstentions.

#### **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**

The resolution was adopted.

There were 4.935.362 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,083 % of the share capital. There were 4.928.978 votes in favour of the proposed resolutions representing 99,871 % of all votes cast. There were 6.384 votes against the proposed resolutions representing 0,129 % of all votes cast. There were 24.130 abstentions.

#### **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.**

The resolution was adopted.

There were 4.957.892 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,362 % of the share capital. There were 4.951.508 votes in favour of the proposed resolutions representing 99,871 % of all votes cast. There were 6.384 votes against the proposed resolutions representing 0,129 % of all votes cast. There were 1.600 abstentions.

#### **PROPOSED RESOLUTION No. 5.9:**

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

The resolution was adopted.

There were 4.959.492 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,382 % of the share capital. There were 4.953.108 votes in favour of the proposed resolutions representing 99,871 % of all votes cast. There were 6.384 votes against the proposed resolutions representing 0,129 % of all votes cast. There were no abstentions.

#### **PROPOSED RESOLUTION No. 5.10:**

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

The resolution was adopted.

There were 4.959.492 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,382 % of the share capital. There were 4.928.978 votes in favour of the proposed resolutions representing 99,385 % of all votes cast. There were 30.514 votes against the proposed resolutions representing 0,615 % of all votes cast. There were no abstentions.

### **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.**

The resolution was adopted.

There were 4.959.492 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,382 % of the share capital. There were 4.935.362 votes in favour of the proposed resolutions representing 99,513 % of all votes cast. There were 24.130 votes against the proposed resolutions representing 0,487 % of all votes cast. There were no abstentions.

### **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.**

The resolution was adopted.

There were 4.959.492 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,382 % of the share capital. There were 4.959.492 votes in favour of the proposed resolutions representing 100,000 % of all votes cast. There were no abstentions.

**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.**

The resolution was adopted.

There were 4.959.492 votes cast on the proposed resolution, equivalent to the same number of shares, which represents 61,382 % of the share capital. There were 4.959.492 votes in favour of the proposed resolutions representing 100,000 % of all votes cast. There were no abstentions.

**Announced contested lawsuits**

No contested lawsuits were announced.

Major shareholders present or represented at the General Meeting:

	Shareholder	No. of votes	Percentage
1.	SDH, d.d., Mala ulica 5, 1000 Ljubljana	1.974.540	25,39 %
2.	Modra zavarovalnica, d.d., Dunajska cesta 119, 1000 Ljubljana	1.629.630	20,96 %
3.	OTP BANKA d.d. – fiduciarni račun, Domovinskog rata 61, 21000 Split	368.953	4,74 %
4.	TR5 d.o.o., Trnovec 024A, 1215 Medvode	364.943	4,69 %
5.	Kritni sklad Prvega pokojninskega sklada, Dunajska cesta 119, 1000 Ljubljana	167.050	2,15 %

Notice of General Meeting resolutions will also be published on the company's official website [www.cinkarna.si](http://www.cinkarna.si) on 21 May 2025 and shall be available for at least 5 years.

Management Board of  
CINKARNA Celje, d.d.