



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

Pursuant to the Articles of Association of the Company CINKARNA, kemična industrija Celje, d.d., these Rules of Procedure were adopted by the General Meeting on 21 May 2025.

## **Rules of Procedure for the General Meeting of Shareholders of CINKARNA, kemična industrija Celje, d.d.**

### **I. GENERAL PROVISIONS**

#### Article 1

These Rules of Procedure govern the manner and organisation of the work of the General Meeting of the Company and all other matters relevant to the conduct and decision-making at the General Meeting.

#### Article 2

The provisions of these Rules of Procedure shall be binding on all shareholders, their legal representatives and proxies, as well as other persons attending and participating in the work of the General Meeting.

The Management Board and the Supervisory Board shall be invited to attend each session of the General Meeting.

### **II. CHAIRPERSON OF THE GENERAL MEETING AND SHAREHOLDERS**

#### Article 3

The Chairperson of the General Meeting shall, in particular, have the following rights and duties:

- to ascertain whether the General Meeting has been duly convened;
- to ensure that only those invited are present at the General Meeting;
- to sign the list of shareholders present, which shall be made available for inspection to all shareholders at the General Meeting; to chair the session and coordinate its proceedings;
- to sign resolutions, minutes, and general acts of the General Meeting;
- to ensure the proper application and implementation of the applicable legislation, the Articles of Association, and these Rules of Procedure.

#### Article 4

Shareholders shall, in particular, have the following rights and duties:

- to ensure the accuracy of their address recorded in the share register;
- to review the proposed resolutions and materials of the General Meeting and to make necessary preparations in accordance with statutory deadlines;



- their legal representatives and proxies shall review the materials and obtain voting instructions from the shareholders they represent;
- to submit additional or counterproposals for the agenda items or amendments to proposed resolutions within the statutory or Articles of Association deadlines in the prescribed manner;
- to give timely notice of their attendance at the General Meeting;
- to be informed of the work and business performance of the Company;
- to vote on each resolution to be decided upon by the General Meeting;
- to maintain the confidentiality of information of a confidential or business secret nature;
- to notify the vote counters of their arrival at and departure from the session;
- to observe the provisions of these Rules of Procedure.

### **III. THE GENERAL MEETING SESSION**

#### Article 5

The General Meeting shall perform its duties within its competence at its sessions.

#### **1. Convening the Session and List of Participants**

#### Article 6

The General Meeting shall be convened by the Management Board, the Supervisory Board, or minority shareholders in accordance with the law and the Articles of Association. Others may convene the General Meeting pursuant to the law and the Articles of Association. If an item is included on the agenda at the request of individual shareholders, they must submit appropriate materials for discussion and decision-making to the Management Board in a timely manner and within the statutory deadline.

#### Article 7

Based on the notifications of attendance, the Management Board shall prepare the list of registered shareholders prior to the General Meeting and shall ensure the required number of voting ballots or devices. If an electronic General Meeting is to be held, shareholders shall indicate in their registration whether they intend to attend without physical presence.

A shareholder who fails to properly or timely register shall not be allowed to attend or vote at the General Meeting. The Chairperson of the General Meeting may allow such shareholder to attend as an observer.

Shareholders attending the session must sign the attendance list prior to the beginning of the General Meeting.

By signing the list of registered shareholders, attendees confirm their presence and receive their voting ballots or devices. The list of present or represented shareholders and their proxies shall include the name or company name, registered office or permanent address, and the amount and class of shares held. The list shall be prepared based on submitted shares or certificates of ownership or proxies. Identity verification shall also be conducted, and presence shall be confirmed for shareholders attending via audio-visual transmission.



The list shall be available for inspection to all attendees at the meeting venue.

If a shareholder leaves the meeting room during the session, they must deposit their voting ballots or device with the reception desk supervised by the vote counters. Upon return, the shareholder shall retrieve their voting materials. The vote counters shall monitor the presence of shareholders in the meeting room.

## **2. Course of the Session**

### Article 8

The General Meeting shall be opened by the president or by a member of the Management Board. The Management Board shall propose a candidate for Chairperson and vote counters.

The Management Board shall conduct the vote and announce the results of the election of the working bodies. The attendance list shall be handed to the vote counters.

### Article 9

The General Meeting shall determine the agenda based on the proposal of the Supervisory Board and any timely submitted proposals for amendments.

### Article 10

In the case of an extensive or complex agenda, the Chairperson may limit the time allocated for individual presentations and discussion.

The rapporteur for an individual item may speak for a maximum of five minutes. Each shareholder may speak for up to three minutes per item or amendment proposal. Replies may last no longer than three minutes.

### Article 11

The General Meeting shall proceed according to the agenda items as announced by the Chairperson. Rapporteurs for each item are the proponents of the resolutions. At the start of the discussion on each item, the rapporteur shall normally present a brief oral explanation of the proposed resolution.

### Article 12

After the oral explanation by the rapporteur, the floor shall be opened for discussion, with shareholders speaking in the order in which they registered.

### Article 13

Participants must confine their remarks to the substance of each agenda item. If a speaker digresses, the Chairperson shall issue a warning. The Chairperson shall ensure that speakers are not interrupted. Only the Chairperson may interrupt or withdraw the floor from a speaker, particularly if the speaker is clearly off-topic and thereby obstructing the work of the General Meeting.



### **3. Decision-Making**

#### Article 14

Shareholders shall vote using ballots, voting devices, by show of hands, or by other means, on each agenda item or proposed resolution, and in accordance with the number of shares they hold.

#### Article 15

If a shareholder disagrees with a proposed resolution, they may express their views in accordance with the provisions of Article 12 of these Rules.

If a counterproposal has been submitted, the proponent shall first be heard. A vote shall then be taken on the counterproposal, followed by the original proposal of the Management Board and the Supervisory Board or that of the convener of the General Meeting.

#### Article 16

If several proposals are submitted for a single item and none receives the required majority, it shall be deemed that the General Meeting has not adopted a resolution.

#### Article 17

Once the Chairperson announces the validity of a resolution, the discussion and decision-making on that agenda item shall be deemed concluded.

#### Article 18

The Chairperson shall call a vote on a resolution as soon as it is determined that no further discussion is requested.

#### Article 19

Each resolution shall be voted on separately.

Votes shall be cast "in favour" or "against". Abstentions and invalid votes shall be recorded separately as non-cast votes.

### **4. Maintaining Order at the Session**

#### Article 20

Order at the session shall be maintained by the Chairperson of the General Meeting. The Chairperson shall issue a warning to any shareholder or other participant who disrupts the proceedings or fails to comply with these Rules of Procedure.

If the shareholder continues to disrupt the work of the General Meeting after being warned, the Chairperson may order their removal from the meeting room.



#### IV. MINUTES OF THE GENERAL MEETING

##### Article 21

Minutes shall be taken at each session of the General Meeting and certified by a notary. The minutes shall include:

- the sequential number of the session and indication whether it is a regular or extraordinary session;
- the place and date of the session;
- the Chairperson of the General Meeting, vote counters, notary, and minute-taker;
- the agenda of the session;
- the content of the proposed resolutions and the content of adopted resolutions along with the voting results;
- names of speakers at the session and a summary of their contributions;
- statements and objections of individual shareholders or their proxies, members of the Management Board or the Supervisory Board, as requested for entry into the minutes;
- the Chairperson's declaration on the adoption of resolutions;
- any adjournments or continuation of the session;
- other important information.

Only those resolutions recorded in the minutes of the General Meeting shall be legally valid.

##### Article 22

The minutes shall be accompanied by documentation relating to the convening of the session or other documents, if required by law.

The minutes shall also include the list of present or represented shareholders and their proxies, including names, addresses, and the number and class of shares held by each. The minutes shall be signed by the Chairperson of the General Meeting and the notary.

##### Article 23

Minutes shall be labelled with sequential numbers according to the sessions of the General Meeting.

A notarised copy of the minutes must be submitted by the Management Board to the competent court within the statutory deadline.

Shareholders or their proxies may inspect the minutes at the Company's registered office. Comments on the minutes may be submitted only by those who attended the session and held voting rights. The General Meeting shall consider such comments at its next session.

##### Article 24

The Management Board shall retain the originals of the minutes and resolutions of the General Meeting, the complete materials for each session, the attendance lists, and submitted voting ballots.

##### Article 25

The minutes shall become valid upon certification by the notary and signature by both the notary and the Chairperson of the General Meeting.



#### Article 26

The organisational, administrative, and technical arrangements necessary for the smooth conduct of the General Meeting shall be organised by the Management Board in a timely and professionally diligent manner.

### **V. FINAL PROVISIONS**

#### Article 27

These Rules of Procedure shall enter into force upon their adoption by the General Meeting.

#### Article 28

Amendments to these Rules of Procedure shall be adopted by the General Meeting.

#### Article 29

Matters relating to the functioning of the General Meeting not regulated by these Rules shall be decided by the General Meeting by a special resolution.

Notary

Chairperson of the General Meeting