



## NOTICE OF GENERAL MEETING RESOLUTIONS

According to Sections 124 and 130 of the Market and Financial Instruments Act (ZTFI-1), and Articles 7 and 17 of the Regulation (EU) No 596/2014/EU (MAR Regulation), the Management Board of Cinkarna Celje, d.d., Kidričeva ulica 26, 3000 Celje, company reg. no. 5042801000, tax no. SI 15280373, publishes the resolutions of the 25<sup>th</sup> General Meeting of Cinkarna Celje, d.d. of 15 June 2021.

Upon first check, there were 515,607 shares present at the General Meeting, representing 65.88% of the company's shares with voting rights. Following the vote on the draft resolution no. 1, 515,626 shares were present at the General Meeting, which represents 65.88% of the company's shares with voting rights.

### Adopted General Meeting resolutions

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.**

515,607 shares voted on the draft resolution, which represents 63.815% of the share capital. In favour of the resolution voted 515,306 cast votes, 301 cast votes voted against the resolution, and there were no abstentions. The resolution was adopted as proposed.

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.**

There was no vote on item 2.1, as the resolution is of an informative nature.

On other items, the voting was performed separately for each individual part as follows:

#### **RESOLUTION PROPOSAL No. 2.2 (Counterproposal of the shareholder Envestor d.o.o.):**

**The company's accumulated profit of EUR 16,522,136 is to be used in the following manner:**



- **portion of the accumulated profit in the amount of EUR 16,435,902.00 EUR shall be used for the payment of dividends in the gross value of EUR 21.00 per share,**
- **the remaining part of the accumulated profit in the amount of EUR 116,234.00 shall be transferred for decision-making 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.**

512,057 shares voted on the resolution proposed, which represents 63.375% of the share capital. 504,664 of votes cast voted in favour, 7,393 of votes cast voted against the resolution, and there were 3,569 abstentions.

The resolution was adopted as proposed.

#### **RESOLUTION PROPOSAL No. 2.3:**

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

515,626 shares voted on the resolution proposed, which represents 63.817% of the share capital. 515,031 of votes cast voted in favour, 595 of votes cast voted against the resolution, and there were no abstentions.

The resolution was adopted as proposed.

#### **RESOLUTION PROPOSAL No. 2.4:**

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

515,626 shares voted on the resolution proposed, which represents 63.817% of the share capital. 515,236 of votes cast voted in favour, 390 of votes cast voted against the resolution, and there were no abstentions.

The resolution was adopted as proposed.

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

The voting was performed separately for each individual part as follows:

#### **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.«**

514,718 shares voted on the resolution proposed, which represents 63.705% of the share capital. 514,042 of votes cast voted in favour, 676 of votes cast voted against the resolution, and there were 908 abstentions.

The resolution was adopted as proposed.

#### **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.«**

511,968 shares voted on the resolution proposed, which represents 63.364% of the share capital. 511,452 of votes cast voted in favour, 516 of votes cast voted against the resolution, and there were 3,658 abstentions.

The resolution was adopted as proposed.

#### **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.«**



512,109 shares voted on the resolution proposed, which represents 63.382% of the share capital. 511,433 of votes cast voted in favour, 676 of votes cast voted against the resolution, and there were 3,517 abstentions.  
The resolution was adopted as proposed.

The resolution proposal under item 3.1 was withdrawn by the proposer, therefore, it was not voted on.

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.**

515,377 shares voted on the resolution proposed, which represents 63.786% of the share capital. 274,931 of votes cast voted in favour, 240,446 of votes cast voted against the resolution, and there were 249 abstentions.  
The resolution was adopted as proposed.

5. Remuneration 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. 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.

515,377 shares voted on the resolution proposed, which represents 63.786% of the share capital. 514,694 of votes cast voted in favour, 683 of votes cast voted against the resolution, and there were 249 abstentions.

The resolution was adopted as proposed.



6. Power of Attorney to obtain own shares

**RESOLUTION PROPOSAL No. 6 (Counterproposal of the shareholder Modra zavarovalnica d.d.):**

**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 (80,797 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.**

508,210 shares voted on the resolution proposed, which represents 62.899% of the share capital. 481,345 of votes cast voted in favour, 26,865 of votes cast voted against the resolution, and there were 7,416 abstentions.  
The resolution was adopted as proposed.

7. Report on the acquisition of own shares

**RESOLUTION PROPOSAL No. 7:**

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

There was no vote on this item, as the resolution is of an informative nature.

8. Application of 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.**

There was no vote on this item, as the resolution is of an informative nature.

**Announced contested lawsuits**

There are no announced contested lawsuits.



Major shareholders present or represented at the General Meeting:

	Shareholder	No. of votes	Percentage
1.	Modra zavarovalnica d.d., Dunajska cesta 119, 1000 Ljubljana	162,963	20.82%
2.	DUTB d.d., Davčna ulica 1, 1000 Ljubljana	104,504	13.35%
3.	SDH d.d., Mala ulica 5, 1000 Ljubljana	92,950	11.88%
4.	TR5 d.o.o., Trnovec 24a, 1215 Medvode	25,578	3.27%
5.	Kritni sklad prvega pokojninskega sklada, Dunajska 119, 1000 Ljubljana	16,705	2.13%

Notice of General Meeting resolutions will also be published on the company's official website [www.cinkarna.si](http://www.cinkarna.si) on 15 June 2021 and shall be available for at least 5 years.

Management Board of  
Cinkarna Celje, d.d.