



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

**EXTRAORDINARY GENERAL MEETING OF
THE JOINT-STOCK COMPANY CINKARNA CELJE, d.d.**

**which will be held on Tuesday, 13 February 2024, at the company's headquarters at
Kidričeva ulica 26, Celje, in the premises of the multi-purpose building, starting at 2
p.m.**

**AGENDA AND DRAFT RESOLUTIONS
WITH RATIONALES**



1. Opening of the General Meeting, election of the working bodies and determination of attendance.

DRAFT RESOLUTION no. 1.:

The lawyer Stojan Zdolšek is elected as the Chairman of the General Meeting and the IXTLAN FORUM, d.o.o. company is elected as the Teller.

Rationale:

The Management Board proposes to the General Meeting the election of the working bodies of the General Meeting, i.e. the Chairman and the teller. The Chairman of the General Meeting shall be elected for each General Meeting separately. The company IXTLAN FORUM, d.o.o., Ljubljana, which has been selected on the basis of good records and has successfully led the voting and counting of votes at the General Meetings of Cinkarna Celje, d.d. in the past, has been proposed as the teller. The election of the working bodies will ensure a legitimate holding of the General Meeting.

Chairman of the Supervisory Board
Mario Gobbo

Chairman of the Management Board
Aleš Skok

2. Adoption of the Resolution on the Allocation of Accumulated Profit for 2022.

DRAFT RESOLUTION no. 2.:

According to the audited accounts of the company as of 31 December 2022, the accumulated profit amounts to EUR 25.014.391,39, of which:

- **Unallocated accumulated profit generated from profits made in the previous years, up to and including 2021, amounts to EUR 84.158,59;**
- **Accumulated profit generated from profit made in 2022 amounts to EUR 24.930.232,80.**

The accumulated profit in the amount of EUR 25.014.391,39 is used for the following purposes:

- **Part of the accumulated profit in the amount of EUR 21.647.882,40 is used for dividend payments in the gross value of EUR 2,77 per share;**
- **The remaining accumulated profit in the amount of EUR 3.366.508,99 shall remain unallocated.**

The company will pay dividends on 23 February 2024, namely to shareholders registered with KDD on 22 February 2024.

Rationale:

In 2023, the company was the recipient of aid in accordance with the Slovenian Act Determining the Aid to the Economy to Mitigate the Consequences of the Energy Crisis (ZPGOPEK), according to which the consequences apply to the cases set forth in Paragraph 12 of Article 16. The cited provision states that if a beneficiary (a company) that has applied for aid for the economy under this Act, has distributed the profit, acquired own shares or own shareholdings, or paid bonuses or part of wages for business performance to the management in 2023 or since the entry into force of this Act in 2023, it shall notify the competent authority no later than within two months after such payment. Thereupon, it shall recover the aid received within 30 days after the notification of a decision issued by the competent authority, including the statutory late payment interest set forth in the Act governing the prescribed rate for the late payment interest, for the period from the expiry of the deadline for the recovery of the aid received to the day of recovery.

Due to the fact that the loss of aid would represent a larger material damage to the Company (projected amount of annual aid amounts to EUR 5-7 million), the Management Board and the Supervisory Board have proposed to the general meeting of shareholders, which was convened on 14.6.2023, that the accumulated profit shall remain unallocated.

Payment of profit for 2022 is not possible in 2023, but it is possible in later years. At the 27th general meeting of shareholders, no resolution was adopted on the Allocation of Accumulated Profit for 2022. As a result, the latter remained unassigned.

The Management Board and the Supervisory Board publicly communicated even before the regular general meeting on 14. 06. 2023 that, the Management Board and the Supervisory Board will endeavour to propose to the 2024 General Meeting, taking into account the business and financial circumstances, that a dividend be paid from the 2022 accumulated profit in accordance with the dividend policy, enabling the fulfilment of the shareholders' interest to the dividend from the 2022 accumulated profit.

The proposal for the General Meeting resolution thus follows the public announcements of the Management Board and the Supervisory Board to enable the realization of the shareholders' interest in the dividend from the balance sheet profit in 2022. In accordance with the dividend policy, the proposal envisages the allocation of 50% of the net profit for payment in the form of dividends, while the rest of the balance sheet profit remains unallocated.



Chairman of the Supervisory Board
Mario Gobbo

Chairman of the Management Board
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