



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

**Amendment and Clean Copy of the Agenda of the 28th Ordinary General Meeting of Shareholders of Cinkarna Celje, d.d.**

to be held on Wednesday, 19 June 2024, at the Company's registered office at 26 Kidričeva ulica, Celje, in the premises of the multi-purpose building, starting at 3 p.m., the meeting notice of which was published on 17 Maj 2024 on the website of the Ljubljana Stock Exchange, d.d., via SEOnet information system (<http://seonet.ljse.si>), on the AJPES website (<http://www.ajpes.si>) and on the Company's website (<http://www.cinkarna.si/en>).

On 27 May 2024, Cinkarna Celje, d.d. received from its shareholder Modra zavarovalnica, d.d., Dunajska cesta 119, 1000 Ljubljana (hereinafter: the Proponent) a request for the amendment of the agenda of the 28<sup>th</sup> Ordinary General Meeting of Shareholders of Cinkarna Celje, d.d. to be held on 19. June 2024.

The Proponent filed its request for an amendment of the agenda on its behalf and on its account and on behalf of and for the account of Kritni sklad Prvega pokojninskega sklada, which together accounts for 22,05 % of the share capital of Cinkarna Celje, d.d.

Based on the stated above, the management board of Cinkarna Celje, d.d. hereby amends the agenda of the 28th Ordinary General Meeting of Shareholders of Cinkarna Celje, d.d. by placing two more items on the Agenda with proposed resolutions worded as follows:

**8. Removal of a member of the Supervisory Board**

Proposed resolution:

"Effective from the date of adoption of this resolution at the General Meeting David Kastelic is removed as a member of the Supervisory Board – a representative of the shareholders."

**9. Appointment of a new member of the Supervisory Board**

Proposed resolution:

"The General Meeting appoints Tomaž Berločnik as a member of the Supervisory Board - a representative of the shareholders, for a five-year term of office, effective 20 June 2024.

\*\*\*

Based on the above amendment of the agenda of the 28<sup>th</sup> General Meeting of Shareholders of Cinkarna Celje, d.d., the clean copy of the agenda of the 28<sup>th</sup> General Meeting of Shareholders of Cinkarna Celje, d.d., reads as follows:



## **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. Presentation to the General Meeting of the audited annual report for the financial year 2023, the auditor's report and the Supervisory Board's report for the financial year 2023, the remuneration report of the management and supervisory bodies of CINKARNA Celje d.d. for the financial year 2023, 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 2023.

### **PROPOSED RESOLUTION No 2.1:**

**The General Meeting takes note of and approves the Remuneration Report of the Management and Supervisory Bodies of CINKARNA Celje d.d. for 2023.**

### **PROPOSED RESOLUTION No 2.2:**

**The balance sheet profit as at 31 December 2023 of EUR 38,374,702.93, consisting of, inter alia, net profits generated before 2023 of EUR 32,047,999.39 and net profit in 2023 of EUR 6,326,703.54, shall be used as follows:**

- **The amount of EUR 6,326,703.54, representing the net profit for 2023, is allocated to other profit reserves and constitutes a separate item within profit reserves which cannot be paid to shareholders;**
- **The part of the balance-sheet profit of EUR 7,033,608.00 arising from net profits generated before 2023 shall be allocated to the distribution to shareholders (EUR 0.90 gross per share);**
- **The remainder of the balance-sheet profit of EUR 25,014,391.39, arising from net profits before 2023, was earmarked for the payment of dividends pursuant to the resolution of the Extraordinary General Meeting of 13 February 2024 and was paid out.**

**The Company shall pay dividends on 28 June 2024 to shareholders registered with the KDD on 27 June 2024.**

### **PROPOSED RESOLUTION No 2.3:**

**The General Meeting hereby discharges the members of the Management Board for the financial year 2023.**

### **PROPOSED RESOLUTION No 2.4:**

**The General Meeting hereby discharges the members of the Supervisory Board for the financial year 2023.**



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

**PROPOSED RESOLUTION No 3:**

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

4. Amendment to the Articles of Association of Cinkarna Celje d.d.

**PROPOSED RESOLUTION No 4.1:**

**The name of the Company shall be amended in the heading of the Company's Articles of Association to read:**

**"CINKARNA, kemična industrija Celje, d.d."**

**Sentence 1 of Article 1 of the Articles of Association shall be amended to read as follows:**

***"Firma družbe je: CINKARNA, kemična industrija Celje, d.d. (v nadaljnjem besedilu statuta: družba)."***

**(The name of the company shall be CINKARNA, kemična industrija Celje, d.d. (hereinafter referred to as the Company).)**

**PROPOSED RESOLUTION No 4.2:**

**Article 27 of the Articles of Association shall be amended to read as follows:**

***"Predsednik uprave lahko ima namestnika, ki je eden izmed članov uprave, vendar ni delavski direktor. Pristojnosti namestnika se določijo v poslovniku o delu uprave."***

**(The President of the Management Board may have a deputy who is one of the members of the Management Board, but who is not a works director. The powers of the deputy shall be laid down in the rules of procedure of the Management Board.)**

**PROPOSED RESOLUTION No 4.3:**

**Article 33 of the Articles of Association shall be amended to read as follows:**

***"Predsednik uprave zastopa in predstavlja družbo v vseh zadevah neomejeno, drugi člani uprave pa v okviru pristojnosti, ki so za vsakega določene v poslovniku o delu uprave. Delavski direktor zastopa družbo skupaj s predsednikom uprave."***

**(The President of the Management Board shall represent and act for the Company in all its affairs without restriction, and the other members of the Management Board shall act within the powers defined for each of them in the Rules of Procedure of the Management Board. The Works Director shall represent the Company jointly with the President of the Management Board.)**

**PROPOSED RESOLUTION No 4.4:**

**Paragraph 1 of Article 76 of the Articles of Association shall be amended to read as follows:**

***"Spremembe statuta začnejo veljati z dnem vpisa sklepa o sprejemu sprememb statuta v sodni register."***



**(Amendments to the Articles of Association shall enter into force on the date on which the decision adopting the amendments to the Articles of Association is entered in the Court Register.)**

5. Authorisation to acquire own shares

**PROPOSED RESOLUTION No 5.1:**

**The General Meeting of Shareholders grants the Company's Management Board the authority to acquire its own shares.**

**The Management Board of the Company shall be authorised to acquire treasury shares so that the aggregate holding of all treasury shares, together with shares already held by the Company, shall not exceed 10% of the share capital of the Company.**

**The authorisation to acquire own shares shall be valid for a period of 12 months from and including 18 June 2024.**

**The Company may acquire its own shares by means of transactions concluded on organised and unorganised securities markets, where the purchase price of the shares may not be lower than EUR 14.00 per share and not higher than EUR 29.00 per share.**

**The Company shall acquire its own shares for the purpose of share buyback, in accordance with the provisions of the law and the Articles of Association on the reduction of share capital.**

**PROPOSED RESOLUTION No 5.2:**

**The General Meeting authorises the Management Board to withdraw its own shares without further decision on the reduction of the share capital.**

6. Notification to the General Meeting of the resignation of a member of the Supervisory Board

**PROPOSED RESOLUTION No 6:**

**The General Meeting takes note of the resignation of the member of the Supervisory Board, Mr Mitja Svoljšak, dated 28 February 2024.**

7. Appointment of new members of the Supervisory Board

**PROPOSED RESOLUTION No 7.1:**

**On a proposal by the Supervisory Board, the General Meeting appoints Melita Malgaj as a member of the Supervisory Board for a five-year term of office, effective 20 June 2024.**

**PROPOSED RESOLUTION No 7.2:**

**On a proposal by the Supervisory Board, the General Meeting appoints Luka Gaberščik as a member of the Supervisory Board for a five-year term of office as of 20 June 2024.**

**PROPOSED RESOLUTION No 7.3:**



**On a proposal from the Supervisory Board, the General Meeting appoints Mario Gobbo as a member of the Supervisory Board for a five-year term of office as of 24 December 2024.**

8. Removal of a member of the Supervisory Board

**PROPOSED RESOLUTION No 8:**

**Effective from the date of adoption of this resolution at the General Meeting David Kastelic is removed as a member of the Supervisory Board – a representative of the shareholders.**

9. Appointment of a new member of the Supervisory Board

**PROPOSED RESOLUTION No 9:**

**The General Meeting appoints Tomaž Berložnik as a member of the Supervisory Board - a representative of the shareholders, for a five-year term of office, effective 20 June 2024.**

The remaining wording of the notice of the 28th General Meeting of Shareholders of Cinkarna Celje, d.d., published 17 May 2024, remains unchanged.

**CINKARNA Celje d.d., Kidričeva ul. 26, Celje  
Management**