

Novo mesto, 16 May 2024

Based on Item 6.20 of the *Articles of Association* of Krka, tovarna zdravil, d. d., Novo mesto, Šmarješka cesta 6, Novo mesto, the Management Board of the Company convenes

**The 30th Annual General Meeting of  
Krka, tovarna zdravil, d. d., Novo mesto on**

**Thursday, 11 July 2024 at 1:00 p.m. at  
Hotel Šport in Otočec**

A notary public, Darja Jarnovič, from Novo mesto shall attend the Annual General Meeting (AGM).

**Agenda and proposed resolutions**

**1 Opening of the AGM and election of working bodies**

Proposed resolution

The attorney Stojan Zdolšek is appointed as the Chair of the AGM, and Ixtlan Forum, d. o. o., Ljubljana as the vote enumerator.

**2 Presentation of the 2023 Annual Report drawn up by the Management Board, including the auditor's report and the Supervisory Board report on its verification and approval of the 2023 Annual Report, the Report on remuneration of Management and Supervisory Board members of Krka, d. d., Novo mesto in 2023, the adoption of the resolution on the appropriation of 2023 distributable profit, and the discharge of liability for the Management and Supervisory Boards for 2023**

Proposed resolutions

2.1 The AGM is briefed about the *2023 Annual Report* of the Management Board, including the auditor's report and the Supervisory Board report on its verification and approval of the *2023 Annual Report*.

2.2 The AGM is briefed about and endorses the *Report on remuneration of Management and Supervisory Board members of Krka, d. d., Novo mesto in 2023*.

2.3 Distributable profit for 2023 totalling €381,939,946.00 is appropriated as follows:

- |                                     |                  |
|-------------------------------------|------------------|
| • Dividends (€7.50 gross per share) | €230,933,392.50; |
| • Other profit reserves             | €75,503,276.75;  |
| • Retained earnings                 | €75,503,276.75.  |

*This translation is for convenience purposes only.*

Dividend payout commences on 25 July 2024. The shareholder records in the shareholder register at KDD – Centralna klirinško depotna družba (Central Securities Clearing Corporation), d. d., Ljubljana as at 24 July 2024 apply for dividend payout.

2.4 The AGM approves and gives its consent to the work of the Management Board for the financial year 2023 and discharges it of liability for performing its duties.

2.5 The AGM approves and gives its consent to the work of the Supervisory Board for the financial year 2023 and discharges it of liability for performing its duties.

### **3 Appointment of a Supervisory Board member – shareholder representative**

Proposed resolution

Mojca Osolnik Videmšek is appointed to the Supervisory Board of Krka, d. d., Novo mesto as a shareholder representative for a five-year term of office commencing on 12 July 2024.

### **4 Information to the AGM on the appointment of new Supervisory Board members – employee representatives**

The AGM is informed that, at the 11th meeting of the Works Council of 20 March 2024, the Works Council elected Tomaž Sever, Mateja Vrečer, and Mari Božič as employee representatives to the Supervisory Board for a five-year term commencing on 21 June 2024.

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## **Materials for the Annual General Meeting**

Shareholders can review the complete materials for the AGM from the day of the AGM notice release on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (Agencija Republike Slovenije za javnopravne evidence in storitve, AJPES), the Ljubljana Stock Exchange electronic information dissemination system <http://seonet.ljse.si>, and on the Krka website [www.krka.si](http://www.krka.si) until including the day of the AGM at the Company's registered office address at Šmarješka cesta 6, Novo mesto, every working day from 10:00 a.m. to 1:00 p.m. The AGM notice and complete materials, including the agenda and proposed resolutions, are also published on the Krka website [www.krka.si](http://www.krka.si).

## **Additional items to the agenda**

Shareholders jointly representing at least the twentieth part of total share capital may file a written request for an additional item to be added to the agenda within seven days of the release of the AGM notice. A written proposal of the resolution on which the AGM should decide must be attached to the request, or an explanation of the agenda if no resolution is to be passed for a particular agenda item. In compliance with Paragraph 3, Article 298 of the *Companies Act*, the Management Board of the Company shall publish any additional agenda items requested by shareholders if sent to the Company

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no later than within seven days of the release of this AGM notice. A shareholder can submit a request for an additional agenda item in writing by mail to Krka, d. d., Novo mesto, Šmarješka cesta 6, 8501 Novo mesto, Slovenia; or fax to 00386 (0)7 332 15 37; or e-mail to [skupscina@krka.biz](mailto:skupscina@krka.biz). The request sent by e-mail must be signed with a qualified electronic signature of a natural person, with a qualified electronic signature of the entity's representative if submitted by a legal entity, and a seal if the legal entity uses it.

### **Shareholder proposals**

In accordance with Paragraph 1, Article 300 and Article 301 of the *Companies Act*, shareholders are entitled to submit written proposals concerning each agenda item. The Company's Management Board publishes shareholders' proposals in the same manner as this notice under conditions as follows:

- Proposals are sent within seven days of the release of this AGM notice;
- Proposals are reasonably substantiated;
- Shareholders initiating proposals file a notice stating that they plan to oppose the proposal made by the Management or Supervisory Boards and that they shall prevail upon other shareholders to vote for their counterproposal.

Irrespective of the above, a shareholder's voting proposal does not have to be substantiated in accordance with Article 301 of the *Companies Act*.

The shareholder's proposal is published and released in accordance with Article 296 of the *Companies Act*, only if the shareholder files a reasonably substantiated proposal within seven days of the release of the AGM notice. The shareholder can submit proposals by mail to Krka, d. d., Novo mesto, Šmarješka cesta 6, 8501 Novo mesto, Slovenia; or fax to 00386 (0)7 332 15 37; or e-mail to [skupscina@krka.biz](mailto:skupscina@krka.biz). Any proposal sent by e-mail must be signed with a qualified electronic signature of a natural person, and with a qualified electronic signature of the entity's representative if submitted by a legal entity and a seal if the legal entity uses it.

### **Right to be informed**

In compliance with Paragraph 1, Article 305 of the *Companies Act*, shareholders are entitled to pursue their right to be informed by attending the AGM. Detailed information on shareholders' rights according to Paragraph 1, Article 298; Paragraph 1, Article 300; and Articles 301 and 305 of the *Companies Act* is available on the Company website [www.krka.si](http://www.krka.si).

### **Right to attend AGM and participate in voting**

The right to attend the AGM and participate in voting applies to shareholders recorded in the central register of securities at KDD – Centralna klirinško depotna družba, d. d., Ljubljana at the end of the seventh day before the AGM is due to convene (record date), i.e. on 4 July 2024.

Shareholders can attend the AGM and participate in voting either in person or by proxy if they notify the Management Board of their presence in writing or at the Company's registered office no later than by the end of the fourth day before the AGM is due to convene. A written application for participation must arrive at the Company's registered office no later than by 7 July 2024. Proxies must submit their proxy statements no later than upon the registration for the AGM. The address for sending shareholder

participation applications and any proxy statements by mail is Krka, d. d., Novo mesto, Šmarješka cesta 6, 8501 Novo mesto, Slovenia; or fax number 00386 (0)7 332 15 37.

A shareholder can submit a proxy statement also by e-mail to [skupscina@krka.biz](mailto:skupscina@krka.biz). The proxy statement sent by e-mail must be signed with a qualified electronic signature of a natural person, and with a qualified electronic signature of the entity's representative if submitted by a legal entity and a seal if the legal entity uses it.

Complete participation applications sent in the standardised form through the KDD – Centralna klirinško depotna družba, d. d., which are received by KDD via the intermediary chain no later than on 7 July 2024, shall also be deemed valid.

Proxy statements must be submitted in writing and include general data (full name, address, personal ID number or company name, registered office and company ID number, and scope of representation) of the party granting a proxy and the party holding the proxy, and the signature of the party granting the proxy.

The proxy statement template is available on the Company website [www.krka.si](http://www.krka.si).

The Company reserves the right to verify the identity of each shareholder or the party that submits a proxy statement. If so requested, shareholders or their legal representatives or proxies must identify themselves at the AGM by presenting their ID and a written proxy statement, while legal representatives and proxies of legal entities must also present an extract from the register of companies.

If an intermediary who is not an ultimate shareholder is entered in the central register as the holder of rights, shareholders may exercise their voting right based on an evidence as per Paragraph 2, Article 235 č of the *Companies Act*, which stipulates who the ultimate shareholder is on the record date.

Intermediaries can exercise or entrust the exercise of voting rights arising from shares they do not own only if granted a written proxy statement to do so. An intermediary saves the proxy statement so that its verifiability is guaranteed. A proxy statement may be granted to an individual intermediary and can be revoked at any time. The intermediary may grant proxy statements to persons who are not the intermediary's employees only if this is explicitly permitted in the proxy statement. If an intermediary exercises a voting right on behalf of a shareholder based on a proxy statement, the document which includes such authorisation is submitted to and stored by the Company. The intermediary must ask the shareholder for instructions on how to exercise voting rights and notify them that if instructions are not given, the intermediary can exercise voting rights at personal discretion communicated to the shareholder, unless the intermediary presumed that the shareholder would approve of a different decision if they knew the actual situation. The provisions of this paragraph apply reasonably also to fiduciary account holders with regard to shares they do not own, to voting advisers, and to other persons exercising a voting right on behalf of a shareholder based on a proxy statement as their activity.

Processing personal data submitted upon the AGM registration or in proxy statements together with data from the shareholder register is mandatory for the organisation of the AGM. Krka, d. d., Novo mesto processes the data in accordance with the *General Data Protection Regulation (GDPR)* and keeps the data in compliance with the relevant statutory retention period. External processors only receive the part of data required for technical support and organisation of the AGM. These external service providers process the data received solely in accordance with the instructions of Krka, d. d., Novo mesto. The

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Company's policy on personal data protection and the rights of individuals are available on the Company website ([www.krka.biz](http://www.krka.biz)).

### **Invitation to major shareholders for public disclosure of their policies**

In line with Item 8.2 of the *Corporate Governance Code for Listed Companies*, the Company encourages all major shareholders, in particular institutional investors and the state, to publicly disclose investment policies relevant for the stakes they hold in the Company. The information may comprise, for example, the voting policy, the type and frequency of engagement in the Company's governance, and the dynamics of communication with the Company's management and supervisory bodies.

### **Other notifications**

We would like to ask the participants to arrive an hour before the start of the AGM for registration purposes and collection of voting tools.

The Company informs shareholders that, in accordance with the valid legislation, it will arrange collection of proxy authorisations for exercising voting rights to enable them to vote at the AGM also if not present in person.

A handwritten signature in blue ink, appearing to read 'Jože Colarič', written over a light blue horizontal line.

Jože Colarič  
President of the Management Board and CEO

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### Information to shareholders

The AGM is called by the Company's Management Board. The Management Board proposes the resolution under Item 1. The Management and Supervisory Boards jointly propose the resolutions under Item 2. The Supervisory Board proposes the resolution under Item 3.

#### *Information on Krka, d. d., Novo mesto as at 14 May 2024*

Total number of shares issued:	32,793,448
Total number of shares carrying the voting right:	30,791,119
Total number of treasury shares:	2,002,329

#### *Major shareholders (exclusive of treasury shares)*

	Shareholder	No. of shares
1.	Kapitalska družba, d. d. (Pension Fund Management)	3,493,030
2.	Slovenski državni holding, d. d. (SDH, Slovenian Sovereign Holding)	2,949,876
3.	Republic of Slovenia	2,366,141
4.	OTP banka d.d. – Client account	1,477,348
5.	Erste Group Bank AG – PBZ Croatia Osiguranje	1,331,938

Krka, d. d., Novo mesto  
[skupscina@krka.biz](mailto:skupscina@krka.biz)  
[www.krka.si](http://www.krka.si)