

On the basis of 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 28th Annual General Meeting of Krka, tovarna zdravil, d. d., Novo mesto**

**On Thursday, 7 July 2022 at 1:00 p.m.**  
At Hotel Šport in Otočec

The Annual General Meeting (AGM) shall be attended by a notary public, Darja Jarnovič, from Novo mesto.

### **Agenda and proposed resolutions**

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

Proposed resolution

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

#### **2 Presentation of the 2021 Annual Report prepared by the Management Board, including the auditor's report and the Supervisory Board's report on its verification and approval of the 2021 Annual Report, report on remuneration of Management and Supervisory Board members in 2021, adoption of the resolution on the appropriation of 2021 distributable profit, and discharge of liability for the Management and Supervisory Boards for 2021**

Proposed resolutions

2.1 The AGM shall be informed about the *2021 Annual Report* of the Management Board, including the auditor's report and the report of the Supervisory Board on its verification and approval of the *2021 Annual Report*.

2.2 The AGM shall be informed about and adopt the *Report on Remuneration of Management and Supervisory Board members of Krka, d. d., Novo mesto in 2021*.

2.3 Distributable profit for 2021 totalling €318,625,126.16 shall be appropriated as follows:

- Dividends €175,024,601.13 or €5.63 gross per share;
- Other profit reserves €71,800,262.52;
- Retained earnings €71,800,262.51.

Dividend payout shall commence on 21 July 2022. The shareholder records in the share register at KDD – Centralna klirinško depotna družba (Central Securities Clearing Corporation), d. d., Ljubljana as at 20 July 2022 shall apply for dividend payout.

2.4 The AGM approves and gives its consent to the work of the Management Board for the financial year 2021 and discharges it of liability for performance of its duties.

2.5 The AGM approves and gives its consent to the work of the Supervisory Board for the financial year 2021 and discharges it of liability for performance of its duties.

### **3 Approval of the *Remuneration Policy for Management and Supervisory Bodies of Krka, d. d., Novo mesto***

Proposed resolution

The AGM shall be informed about and adopt the *Remuneration Policy for Management and Supervisory Bodies of Krka, d. d., Novo mesto*.

### **4 Appointment of a Supervisory Board member**

Proposed resolution

Borut Jamnik shall be appointed a Supervisory Board member of Krka, d. d., Novo mesto – shareholder representative, for a five-year term of office commencing on 8 July 2022.

### **5 Appointment of the auditor for financial years 2022, 2023, and 2024**

Proposed resolution

The audit firm KPMG SLOVENIJA, podjetje za revidiranje, d. o. o., Železna cesta 8a, 1000 Ljubljana shall be appointed as the auditor for financial years 2022, 2023, and 2024.

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### **Materials for the AGM**

The shareholders may 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 javnopравne evidence in storitve, AJPES), the Ljubljana Stock Exchange electronic information dissemination system <https://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 after 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 (ZGD-1)*, the Management Board of the company shall publish those additional agenda items required by shareholders no later than within seven days after the release of this AGM notice. Shareholders may submit their requests for additional agenda items to the company also by fax at +386 7 332 15 37.

### **Proposals by shareholders**

Shareholders are entitled to submit written proposals to each agenda item in accordance with Paragraph 1, Articles 300 and 301 of the ZGD-1. The company's Management Board shall also publish all shareholders' proposals that comply with the following conditions in the same manner as this notice:

- The proposals must be sent within seven days of the release of this AGM notice;
- The proposals must be reasonably substantiated;
- The shareholders who initiate proposals must 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 ZGD-1.

The shareholder's proposal shall be published and released in accordance with Article 296 of the ZGD-1 only if the shareholder files a reasonably substantiated proposal within seven days after the AGM notice. Shareholders may submit their resolution proposals and voting proposals also by fax at +386 7 332 15 37.

### **The right to be informed**

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

### **The 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 30 June 2022.

Shareholders may attend the AGM and participate in voting either in person or by proxy if they notify the Management Board of their presence in writing 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 registration for participation must be received by the company's registered office no later than by 3 July 2022. Proxies must submit their proxy statements no later than at the registration for the AGM. Shareholders shall send their registrations and proxy statements by mail to the following address: Krka, d. d., Novo mesto, Šmarješka cesta 6, Novo mesto or by fax at: +386 7 332 15 37.

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 the proxy and the party holding the proxy, and the signature of the party granting the proxy.

The proxy statements 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 granting the proxy. 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, the shareholders can exercise their voting rights based on the evidence as per Paragraph 2, Article 235 č of the ZGD-1, which stipulates who the ultimate shareholder is on the record date.

An intermediary can only exercise or entrust the exercise of voting rights arising from shares they do not own if they have been granted a written proxy authorisation to do so. An intermediary shall store their proxy authorisation to allow for verifiability. The proxy authorisation may be granted to an individual intermediary and may be revoked at any time. An intermediary may grant authorisation to a person not employed by them for carrying out the proxy authorisation only if this is expressly permitted in the proxy authorisation. If an intermediary exercises a voting right on behalf of a shareholder based on a proxy authorisation, the document which includes such authorisation shall be submitted to and stored by the company. An intermediary shall call upon the shareholder to provide them with instructions for exercising their voting rights. Their potential failure to provide instructions for exercising the voting rights shall result in the voting rights being exercised under the intermediary's own proposals, which shall be communicated to the shareholder, unless it can be presumed that the shareholder would approve of their different decision were they aware of the state of the facts. The provisions of this paragraph shall apply reasonably also to fiduciary account holders with regard to shares they do not own, to voting advisers, and to other persons that exercise voting rights on behalf of shareholders based on a proxy as their activity.

Processing of personal data submitted upon the AGM registration or on proxy statements together with data from the shareholder register is mandatory for the organisation of the AGM. Krka, d. d., Novo mesto processes this data in accordance with the *General Data Protection Regulation* (GDPR) and keeps the data in compliance with the statutory retention period for such data. 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 instructions of Krka, d. d., Novo mesto. The company's policy on personal data protection and the rights of individuals are available on the company website ([www.krka.si](http://www.krka.si)).

### **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 significant shareholders, institutional investors, and the state in particular, to publicly disclose their investment policy with respect to the stake they hold in the company concerned. The information may comprise, for example, their voting policy, the type and frequency of their engagement in the company's governance, and the dynamics of their communication with the respective 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.

We would like to inform our shareholders that, in accordance with valid legislation, we are organising collection of proxy statements for the exercise of voting rights at this 28th AGM to enable voting also to those not present at the AGM in person.

Novo mesto, 19 May 2022

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 Annual General Meeting is called by the company's Management Board. The Management Board proposes resolution under Item 1. The Management and Supervisory Boards jointly propose resolutions under Items 2 and 3. The Supervisory Board proposes resolutions under Items 4 and 5.

#### *Information on Krka, d. d., Novo mesto as at 17 May 2022*

Total number of shares issued: 32,793,448

Total number of shares carrying the voting right: 31,087,851

Total number of treasury shares: 1,705,597

#### *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)	2,979,876
3	Republic of Slovenia	2,366,105
4	OTP banka d.d. – Client account	1,547,420
5	Erste Group Bank AG – PBZ Croatia Osiguranje	1,204,638

Krka, d. d., Novo mesto

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[www.krka.si](http://www.krka.si)