

Explanation of proposed resolutions for The 30th Annual General Meeting of Krka, d. d., Novo mesto due on 11 July 2024

The Management and Supervisory Boards of Krka, d. d., Novo mesto (also Krka or the Company) deliberated on the materials for the 30th Annual General Meeting (AGM) at several meetings, and drafted the Agenda and the proposal of resolutions as follows:

Add 1

The Chair of the AGM is elected for each meeting separately. Ixtlan Forum, d. o. o., Ljubljana is proposed as the vote enumerator based on its good references. This company has conducted voting and vote enumerating procedures at Krka AGMs for years.

Add 2

The Supervisory Board reviewed the *2023 Annual Report* of Krka, d. d., Novo mesto and the Krka Group. As board members had no comments or reservations, they approved the report unanimously, making the *2023 Annual Report of Krka, d. d., Novo mesto and the Krka Group* adopted. The Supervisory Board also deliberated on the auditor's report and the work of the certified auditor and had no comments on either of them.

In accordance with the provisions of the *Companies Act*, the Company drew up the *Report on Remuneration of Management and Supervisory Board Members of Krka, d. d., Novo mesto in 2023* (hereinafter the *Remuneration Report*). It comprises a comprehensive overview of the remunerations, including bonuses and benefits of any kind that the Company provided or owed to an individual member of the Management and Supervisory Boards in the past financial year. The *Remuneration Report* contains all elements specified in Paragraph 2, Article 294 b of the *Companies Act*. The auditor reviewed the *Remuneration Report* and prepared a report, which is attached to the *Remuneration Report*. The *Remuneration Report* is to be submitted to the AGM in the same manner as the annual report. The AGM has the right to an advisory vote on the *Remuneration Report* for the past financial year. After AGM voting, the Company must with no delay publish the *Remuneration Report* on its website, where it must remain publicly available free of charge for at least ten years.

The Management Board has drafted a proposal for appropriation of the 2023 distributable profit in total of €381,939,946.00. The Supervisory Board endorses the proposal. The Management and Supervisory Boards jointly propose that the AGM adopt the resolution on the appropriation of distributable profit. The proposal is based on the Company's strategic guidelines concerning the dividend policy. Also, the Boards propose that the AGM confirm and approve the work of the Management and Supervisory Boards in the financial year 2023.

Attachments

- *2023 Annual Report*
(available at https://seonet.ljse.si/default.aspx?doc=SEARCH&doc_id=89816)

This translation is for convenience purposes only.

- *2023 Supervisory Board Report of Krka, d. d., Novo mesto* (available at https://seonet.ljse.si/default.aspx?doc=SEARCH&doc_id=89817)
- *Report on Remuneration of Management and Supervisory Board Members of Krka, d. d., Novo mesto in 2023.*

Add 3

Mojca Osolnik Videmšek, born in 1966, holds a university degree in economics. She has graduated from Faculty of Economics at the University of Ljubljana. She is a citizen of the Republic of Slovenia.

Since March 2022, she has been a member of the Management Board of Gorenjska banka, d. d. charged with risk management, internal auditing, compliance, and sustainable development. The AGM of Krka elected Mojca Osolnik Videmšek to the Supervisory Board for a five-year term of office on 4 July 2019.

She started her banking career at Gorenjska banka in 2014 as a member of the Management Board in charge of risk management, finance management, accounting, back office, property management, legal affairs, internal auditing, and business compliance for one term in office.

She was a management member at GB Leasing in charge of finance, support services, and risk management from 2019 to 2022, and was reappointed to the Management Board of Gorenjska banka afterwards.

Before her employment at Gorenjska banka, she worked at a Slovenian bank NLB, d. d., holding many responsible jobs in corporate governance and capital investment management. She also directed the Management Board Office and afterwards worked as Secretary General in charge of human resource management, public relations, and corporate communications. In charge of the department for capital investments management and control, she broadened her experience in the NLB Group governance.

She also has experience in demanding tasks in public administration. Between 2001 and 2003, she was Director of the Administrative Office of the Prime Minister of the Republic of Slovenia and, for a short period of time in 2000, Secretary General at the Ministry of Foreign Affairs. From September 1994 until April 1999, she worked as Head of the Office of the Prime Minister of the Republic of Slovenia.

She has considerable experience in corporate management and control. She presides the Audit Committee as one of the Krka's Supervisory Board members. Osolnik Videmšek used to sit on the Supervisory Board of KAD, d. d., Ljubljana in the past. While managing NLB Group, she sat on many supervisory boards in Slovenia and abroad and directed audit committees in banks and subsidiaries dealing with fund management, debt redemption, insurance and pension fund management. She was a Supervisory Board member at NLB Funds; sat on the Supervisory Board and chaired the Audit Committee of NLB Vita; sat on the Supervisory Board and chaired the Audit Committee of Skupna pokojninska družba pension fund; acted as the authorised representative of the AGM of Prvi faktor; was a Supervisory Board member of Bankart; and chaired AGMs of NLB Propria and NLB Prospera. Her jobs abroad included management memberships at Euromarket banka and NLB Montenegrobanka in Podgorica (Montenegro); chairs of the Management Board at NLB Nove penzije Beograd and NLB Srbija (Serbia); and management memberships at NLB Nov penziski fond, Skopje (North Macedonia) and NLB Interfinanz AG, Zurich (Switzerland).

She holds *Certifikat ZNS Plus*, (SDA Certificate Plus), a certificate granted by the Slovenian Directors' Association (SDA). From 2008 to 2020, she acted as a member and vice-chair of the SDA's Management Board.

This translation is for convenience purposes only.

Osolnik Videmšek is independent in relation to Krka and her membership on the Supervisory Board of Krka does not form grounds for any conflict of interests as per *Corporate Governance Code for Listed Companies*, which she declared in a written statement.

At their meeting of 3 April 2024, members of the Supervisory Board of Krka specified nomination procedures, the required competences, and the nominee documentation in order to draw up the proposal on time.

At their meeting of 15 May 2024, the Human Resource Committee of the Supervisory Board unanimously drew up a proposal for the AGM to elect Osolnik Videmšek and submitted the proposal to the Supervisory Board on the same day. During the candidacy evaluation, members of the Human Resource Committee and the Supervisory Board took into account the fulfilment of legal and statutory requirements, competency criteria, and conditions set out in the *Rules of Procedure of the Supervisory Board* and *Corporate Governance Code*. The candidate complies with Krka's policy of management and supervisory bodies' diversity policy. The Supervisory Board obtained declarations and evidence of suitability and references for membership on the Supervisory Board of Krka from Osolnik Videmšek.

Add 4

In compliance with the valid *Articles of Association*, nine members sit on the Supervisory Board, of whom Works Council elects three employee representatives.

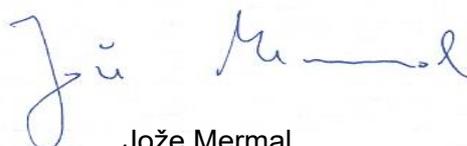
The five-year term of office expires for Tomaž Sever, Mateja Vrečer, and Franc Šašek on 21 June 2024. The AGM receives information that Works Council at their 11th meeting of 20 March 2024 elected three employee representatives Tomaž Sever, Mateja Vrečer, and Mari Božič for the upcoming five-year term of office commencing on 21 June 2024.

Tomaž Sever and Mateja Vrečer, former members of the Supervisory Board, were reappointed employee representatives for another five-year term. Mari Božič was appointed to the Supervisory Board as an employee representative for the first time.

This item is of informative nature. The AGM does not vote on this resolution.



Jože Colarič
President of the Management Board and CEO



Jože Mermal
President of the Supervisory Board