

Novo mesto, 18 May 2023

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 29th Annual General Meeting of
Krka, tovarna zdravil, d. d., Novo mesto on**

**Thursday, 6 July 2023 at 1:00 p.m. at
Hotel Šport in Otočec**

The AGM shall be attended by a notary public, Darja Jarnovič, from Novo mesto.

Agenda and proposed resolutions

1 Opening of Annual General Meeting and election of working bodies

Proposed resolution

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

2 Presentation of the 2022 Annual Report prepared by the Management Board, including the auditor's report and the Supervisory Board report on its verification and approval of the 2022 Annual Report, the Report on remuneration of Management and Supervisory Board members of Krka, d. d., Novo mesto in 2022, the adoption of the resolution on the appropriation of 2022 distributable profit, and the discharge of liability for the Management and Supervisory Boards for 2022

Proposed resolutions

2.1 The AGM is briefed about the *2022 Annual Report* of the Management Board, including the auditor's report and the Supervisory Board report on its verification and approval of the *2022 Annual Report*.

2.2 The AGM is briefed about and adopts the *Report on remuneration of Management and Supervisory Board members of Krka, d. d., Novo mesto in 2022*.

2.3 Distributable profit for 2022 totalling €408,163,130.14 is appropriated as follows:

- | | |
|-------------------------------------|------------------|
| • Dividends (€6.60 gross per share) | €204,377,712.00; |
| • Other profit reserves | €101,892,709.07; |
| • Retained earnings | €101,892,709.07. |

This translation is for convenience purposes only.

Dividend payout commences on 20 July 2023. The shareholder records in the share register at KDD – Centralna klirinško depotna družba (Central Securities Clearing Corporation), d. o. o., Ljubljana as at 19 July 2023 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 2022 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 2022 and discharges it of liability for performing its duties.

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

Proposed resolution

The AGM is briefed about and adopts the *Remuneration Policy for Management and Supervisory Bodies of Krka, d. d., Novo mesto*.

4 Remuneration for Supervisory Board members

Proposed resolution

4.1 Supervisory Board members receive an attendance fee of €360.00 gross per member for attending the Supervisory Board meetings. Supervisory Board committee members receive an attendance fee for their participation in committee meetings. The attendance fee for committee meetings accounts for 80% of the attendance fee received for Supervisory Board meetings. The attendance fee for participating in correspondence sessions amounts to 80% of the usual attendance fee. Irrespective of the above and of the number of attendances in a financial year, each member of the Supervisory Board is entitled to receive attendance fees up until the total amount of attendance fees reaches 50% of the basic annual pay for exercising their function on the Supervisory Board. Irrespective of the above and of the number of Supervisory Board and committee meetings attended in a financial year, the Supervisory Board members who are members of one or more Supervisory Board committees are entitled to receive attendance fees up until the total amount of attendance fees received, based either on attending Supervisory Board meetings or Supervisory Board committee meetings, reaches 75% of the basic annual pay for exercising their function.

4.2 In addition to attendance fees, the Supervisory Board members receive a basic annual pay of €21,000.00 gross per member for exercising their function. The President of the Supervisory Board is entitled to additional compensation amounting to 50% of the basic pay for exercising the function of a Supervisory Board member. The Deputy President of the Supervisory Board is entitled to additional compensation totalling 10% of the basic pay for exercising the function of a Supervisory Board member.

- 4.3 Supervisory Board committee members receive additional compensation amounting to 25% of the basic pay for exercising the function of a Supervisory Board member. The presidents of committees are entitled to additional compensation totalling 37.5% of the basic pay for exercising the function of a Supervisory Board member. Every financial year, irrespective of the above and thus of the number of committees where an individual is a committee member or president, each Supervisory Board committee member is entitled to additional compensation for exercising their function up until the total amount of additional compensation reaches 50% of the basic annual pay for exercising the function of a Supervisory Board member. Every financial year, irrespective of the above and thus of the number of committees where an individual is a committee member or president—if the Supervisory Board member's term of office is shorter than the financial year—the Supervisory Board committee member is entitled to additional compensation for executing their function up until the total amount of additional compensation reaches 50% of the basic annual pay for exercising the function of a Supervisory Board member, taking into account payments to which they are entitled for the duration of their term of office in the financial year.
- 4.4 Supervisory Board members are also eligible for additional compensation for special tasks. A task is considered a special task when it is unusual, extends over a longer period of time, is more complex, and generally lasts for at least a month. With the consent of the Supervisory Board member, the Supervisory Board has the authority to assign special tasks to this member, decide on the tasks' duration and on additional compensation for performing special tasks in accordance with the resolution of the AGM. In accordance with this AGM resolution, the Supervisory Board also has the authority to decide on additional compensation for special tasks of Supervisory Board members resulting from objective circumstances at the company. Additional compensation for special tasks is only permitted during the period when special tasks are actually performed. The Supervisory Board is exceptionally allowed to decide on such matter retrospectively (especially with regard to special tasks resulting from objective circumstances at the company), but only for the previous financial year. Members are allowed to receive annual additional compensation for special tasks, which may not exceed 50% of the basic pay for exercising the function of a Supervisory Board member, regardless of the number of special tasks performed. When determining the amount of additional compensation, the complexity of a special task is considered and the related increase in workload and responsibility. Additional compensation is calculated according to the time required to actually perform the special task.
- 4.5 Supervisory Board members receive a basic pay, additional compensation for exercising their function, and additional compensation for performing special tasks in equal monthly payments, to which they are entitled as long as they exercise their function and/or perform a special task. The monthly payment amounts to one twelfth of the above annual amounts.

Depending on circumstances, additional compensation for special tasks may also be paid in a lump sum when the special task is completed.

- 4.6 The limit on total amount of attendance fees or additional compensation paid to Supervisory Board members do not affect, in any way or form, their obligation to actively participate in all Supervisory Board meetings and meetings of the committees of which they are members, and their legal liability.
- 4.7 The Supervisory Board members are entitled to reimbursement of travel and accommodation expenses incurred in connection with their work on the Supervisory Board up to the amount specified in the rules regulating the reimbursement of work-related expenses and other income not included in the tax base (provisions applicable to business travel and overnight accommodation on business trips). The amount that a Supervisory Board member is entitled to in accordance with the above rule has to be grossed-up so that the net payout equals actual travel expenses incurred. Mileage is determined based on distances between places calculated on the website of AMZS (Slovene national automobile association). Accommodation expenses may only be reimbursed if the distance between the permanent or the temporary residence of a Supervisory Board member or a Supervisory Board committee member and their place of work is at least 100 kilometres and if the member is not able to return to their place of residence due to unavailability of public transport or other objective reasons.
- 4.8 This resolution shall enter into force and shall be applied as at the date of the adoption at the Annual General Meeting. The adopted resolution nullifies the resolution No 4 adopted by the 27th Annual General Meeting of 8 July 2021.

5 Authorisation for acquisition of treasury shares

Proposed resolution

The AGM vests power in the Company's Management Board for acquisition of treasury shares:

- a) The Management Board is authorised to acquire treasury shares, provided that total treasury shares, including shares already held by the Company as at the date of the authorisation, do not exceed 10% of the Company's share capital, i.e. 3,279,344 shares.
- b) The authorisation for acquisition of treasury shares remains valid for a period of 36 (thirty-six) months from the date of adoption of this resolution.
- c) The Company can acquire treasury shares on the regulated market at respective market prices. When acquiring treasury shares on the regulated market, the purchase price must not be lower than the share book value based on the latest published audited financial statements of the Krka Group. Furthermore, the purchase price must not exceed 25-

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times earnings per share stated in the latest published audited consolidated income statement of the Krka Group.

- d) In compliance with the Companies Act, Article 381, Paragraphs 3 and 4, the Company can decrease its share capital by cancellation of all treasury shares under a simplified procedure and to debit other profit reserves.

6 The AGM is briefed about the resignation of Borut Jamnik from the position of a Supervisory Board member and appoints a new shareholder representative to the Supervisory Board

The AGM is informed that Borut Jamnik resigns from his position of a Supervisory Board member on 6 July 2023.

Proposed resolution

Luka Cerar is appointed to the Supervisory Board of Krka, d. d., Novo mesto as a member – shareholder representative for a five-year term of office commencing on 7 July 2023.

Materials for Annual General Meeting

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 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 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.

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 the Companies Act, Article 298, Paragraph 3, the Management Board of the Company shall publish 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.

Shareholder proposals

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

- Proposals must be sent within seven days of the release of this AGM notice;
- Proposals must be reasonably substantiated;
- Shareholders initiating 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 the Companies Act, Article 301.

The shareholder's proposal is published and released in accordance with the Companies Act, Article 296 only if the shareholder files a reasonably substantiated proposal within seven days after the release of the AGM notice. Shareholders can submit their proposals for resolutions and voting proposals also by fax at +386 7 332 15 37.

Right to be informed

In compliance with the Companies Act, Article 305, Paragraph 1, shareholders are entitled to pursue their right to be informed by attending the AGM. Detailed information on shareholders' rights according to the Companies Act, Article 298, Paragraph 1; Article 300, Paragraph 1; and Articles 301 and 305 is available on the Company website 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. o. o., Ljubljana at the end of the seventh day before the AGM is due to convene (record date), i.e. on 29 June 2023.

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 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 2 July 2023. Proxies have to submit their proxy statements no later than at the registration for the AGM. The address for sending shareholder participation applications and proxy statements by mail is Krka, d. d., Novo mesto, Šmarješka cesta 6, 8000 Novo mesto, Slovenia, or by fax at +386 7 332 15 37. Complete participation applications sent in the standardised form through

the KDD – Centralna klirinško depotna družba, d. o. o., which are received by KDD via the intermediary chain no later than on 2 July 2023, 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 the 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.

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 the Companies Act, Article 235 č, Paragraph 2, which stipulates who the ultimate shareholder is on the record date.

Intermediaries may only exercise or entrust the exercise of voting rights arising from shares they do not own if they have been 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 may be revoked at any time. An intermediary may grant proxy statements to persons who are not his 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. An intermediary must ask a shareholder for instructions how to exercise the voting rights and notify him that if instructions are not given, the intermediary shall exercise them at his own discretion communicated to the shareholder, unless the intermediary presumed the shareholder would approve of a different decision if he 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 of 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 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.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 voting 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

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, 3 and 5. The Supervisory Board proposes resolutions under Items 4 and 6.

Information on Krka, d. d., Novo mesto as at 16 May 2023

Total number of shares issued:	32,793,448
Total number of shares carrying the voting right:	30,966,320
Total number of treasury shares:	1,827,128

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	2,366,121
4.	OTP banka d.d. – Client account	1,547,420
5.	Erste Group Bank AG – PBZ Croatia Osiguranje	1,331,938

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