

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 25th Annual General Meeting of KRKA, tovarna zdravil, d. d., Novo mesto

On Thursday, 4 July 2019 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 Zdošek shall be appointed as the Chair of the AGM, and IXTLAN FORUM, d. o. o., Ljubljana as the vote enumerator.

#### 2. Presentation of the *2018 Annual Report* prepared by the Management Board, including the information on remuneration of members of the Management and Supervisory Boards, the Auditor's Report, and the Supervisory Board report on its verification and approval of the *2018 Annual Report*, adoption of the resolution on the allocation of the 2018 accumulated profit, and the discharge of liability for the Management and Supervisory Boards for 2018

Proposed resolutions

2.1. The AGM shall be informed about the Annual Report of the Management board for the financial year 2018, including the remuneration of Management and Supervisory Board members, the Auditor's Report, and the report of the Supervisory Board on its verification and approval of the *2018 Annual Report*.

2.2. Accumulated profit for 2018 in the amount of €189,467,357.33 shall be allocated as follows:

– dividends (€3.20 gross per share)	€101,835,696.00
– other revenue reserves	€43,815,830.66
– retained earnings	€43,815,830.67

The payout of dividends shall commence on 18 July 2019. The shareholder records in the share register at KDD – Centralna klirinško depotna družba (Central Securities Clearing Corporation), d. d., Ljubljana as at 17 July 2019 shall apply for the dividend payout.

2.3. The AGM approves and gives its consent to the work of the Management Board for the financial year 2018 and discharges it from liability for performance of its duties.

2.4. The AGM approves and gives its consent to the work of the Supervisory Board for the financial year 2018 and discharges it from liability for performance of its duties.

### **3. Informing the AGM on the resignation of Hans-Helmut Fabry from his position as a Supervisory Board member and appointment of a Supervisory Board member, shareholder representative**

The AGM is informed that Hans-Helmut Fabry resigned from his position as a Supervisory Board member effective 12 March 2019.

Proposed resolution

Ms Mojca Osolnik Videmšek is elected a member of the Supervisory Board of Krka, d. d., Novo mesto for a five-year term starting on 5 July 2019.

### **4. Appointment of the auditor for the financial years 2019, 2020 and 2021**

Proposed resolution

Ernst & Young Revizija, poslovno svetovanje, d. o. o., Dunajska cesta 111, 1000 Ljubljana shall be appointed the auditor for the financial years 2019, 2020 and 2021.

### **5. Informing the AGM on the appointment of new Supervisory Board members – employee representatives**

The AGM is informed that, at the 2nd meeting of the Works Council on 18 February 2019, the Works Council elected Tomaž Sever, Franc Šašek and Mateja Vrečer as employee representatives in the Supervisory Board for a five-year term starting on 21 June 2019.

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

The shareholders may review the complete materials for the AGM from the day of the AGM notice release in the newspaper *Delo*, e-information system of the Ljubljana Stock Exchange <http://seonet.ljse.si>, and on the Krka website [www.krka.si](http://www.krka.si) until including the day of the AGM, and at the company's registered office address at Šmarješka cesta 6, Novo mesto each 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 5% of total share capital may file a written request for an additional item to be added to the agenda within seven (7) 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 the explanation of the agenda if no resolution is to be passed for a particular agenda item. In

compliance with Paragraph 3 of Article 298 of the *Companies Act (ZGD-1)*, the Management Board of the company shall publish those additional items to the agenda required by shareholders not later than within seven days after the release of this notice. Shareholders may submit their requests for additional agenda items to the company by fax at +386 7 332 15 37.

### **Proposals by shareholders**

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

- the proposals must be sent within seven (7) days after the release of this AGM notice;
- the proposals must be reasonably substantiated;
- the 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 will prevail upon other shareholders to vote for their counterproposal.

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

Shareholders' proposals shall be published and released in accordance with Article 296 of the *Companies Act* only if shareholders file a reasonably substantiated proposal within seven (7) days from the AGM notice. Shareholders may submit their proposals for resolutions 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 *Companies Act*, 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, Articles 301 and 305 of the *Companies Act* is available on the company website, [www.krka.si](http://www.krka.si).

### **The right to attend the AGM and participate in voting**

The right to attend the AGM and participate in voting applies to shareholders recorded in the shareholder register at KDD – Centralna klirinško depotna družba, d. d., Ljubljana as at the end of the fourth (4th) day before the AGM is due to convene (record date), i.e. on 30 June 2019.

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 not later than by the end of the fourth (4th) day before the AGM is due to convene, i.e. on 30 June 2019, and proxies file their proxy statements upon the registration procedure at the AGM at the latest.

Proxy statements must be filed in writing and include generally applicable data such as full name, address, personal ID number or company name, registered office and company number, scope of the representation, party granting the proxy, and party holding the proxy and 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 shall have the right to verify the identity of the 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 the proxy statement, while legal representatives and proxies of legal entities must present an extract from the register of companies.

The processing of personal data that will be submitted upon registration and on proxy statements with data from the shareholder register is mandatory for the organisation of the AGM. Krka, d. d., Novo mesto will process this data in accordance with the *General Data Protection Regulation* and will keep this data until legally required for this purpose. External processors will receive only the part of data required for technical support and organisation of the AGM. These external service providers will process received data solely in accordance with instructions of Krka, d. d., Novo mesto. The personal data protection policy of Krka and the rights of individuals are available on the Krka website ([www.krka.biz](http://www.krka.biz)).

### **Invitation to major shareholders to publicly disclose their management policies**

In accordance with Item 6.2 of the *Corporate Governance Code*; Krka, d. d., Novo mesto encourages all major shareholders to publicly disclose their investment policies with respect to the stakes they hold in Krka, d. d., Novo mesto. The information may comprise, for example, their voting policy, the type and frequency of their engagement in the governance of the company, and dynamics of their communication with the managerial or supervisory bodies of the company.

### **Other notifications**

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

Novo mesto, 24 May 2019

A handwritten signature in blue ink, consisting of a large, stylized loop followed by a horizontal line that tapers to the right.

Jože Colarič  
President of the Management Board and Chief Executive

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### Information to shareholders

The Annual General Meeting is called by the Management Board of the company. 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 resolutions under Items 3 and 4.

### Information on Krka, d. d., Novo mesto as at 22 May 2019

Total number of shares issued: 32,793,448

Total number of shares carrying the voting right: 31,823,655

Total number of treasury shares: 969,793

### Major shareholders (exclusive of treasury shares)

	Shareholder	Number of shares
1.	KAPITALSKA DRUŽBA, D. D.	3,493,030
2.	SDH, D. D.	2,949,876
3.	REPUBLIKA SLOVENIJA	2,366,016
4.	OTP BANKA D. D.	1,539,995
5.	ADDIKO BANKA D. D.	1,196,138

Krka, d. d., Novo mesto  
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