

Uprava delniške družbe Kemofarmacija, veletrgovina za oskrbo zdravstva, d.d., Cesta na Brdo 100, 1000 Ljubljana, Ljubljana (v nadaljevanju: KEMOFARMACIJA d.d. ali družba), v skladu z 295. členom Zakona o gospodarskih družbah (v nadaljevanju: ZGD-1) sklicuje

35. skupščino delniške družbe KEMOFARMACIJA d.d., ki bo dne 5.4.2024 ob 10. uri v prostorih Kemofarmacije d.d., Cesta na Brdo 100, v Ljubljani,

z naslednjim

DNEVNIM REDOM IN PREDLOGI SKLEPOV

1. Otvoritev skupščine, ugotovitev sklepščnosti, izvolitev delovnih organov ter potrditev dnevnega reda

Predlogi sklepov uprave:

- 1.1. Za predsednika skupščine se imenuje odvetnica Lidija Virant.
- 1.2. Za preštevalca glasov se imenuje ga. Vesna Bregar.
- 1.3. Na skupščini bo navzoč vabljeni notar Jernej Jeromen.
- 1.4. Potrdi se predlagani dnevni red skupščine.

2. Seznanitev s potrjenim revidiranim letnim poročilom družbe Kemofarmacija d.d. za poslovno leto 2023 in s poročilom nadzornega sveta o delu nadzornega sveta in potrditvi letnega poročila družbe za poslovno leto 2023

Predlog sklepa uprave in nadzornega sveta:

- 2.1. Skupščina se seznani s potrjenim revidiranim letnim poročilom družbe za poslovno leto 2023 (ki je trajalo od 1.4.2022 do 31.3.2023) in s poročilom nadzornega sveta o delu nadzornega sveta in potrditvi letnega poročila družbe za poslovno leto 2023.

3. Uporaba bilančnega dobička za poslovno leto 2023 in podelitev razrešnice upravi in nadzornemu svetu

Predlogi sklepov uprave in nadzornega sveta:

- 3.1. Bilančni dobiček poslovnega leta 2023, ki na dan 31.3.2023 znaša 5.681.546 EUR in je sestavljen iz čistega dobička poslovnega leta 2023 v znesku 5.329.921 EUR čistega dobička in iz ostanka prenesenih dobičkov iz preteklih poslovnih let v znesku 351.625 EUR, se uporabi na naslednji način:

- a. del bilančnega dobička v znesku 5.370.637,65 EUR se uporabi za izplačilo dividend. Dividenda znaša 6,45 EUR bruto na delnico in se izplača 31.5.2024 delničarjem, ki bodo vpisani v delniško knjigo na dan 30.5.2024.
 - b. preostanek bilančnega dobička predstavlja preneseni dobiček, o uporabi katerega bo skupščina odločala v naslednjih letih.
- 3.2. Skupščina podeljuje razrešnico predsedniku uprave in članu uprave družbe za poslovno leto 2023.
 - 3.3. Skupščina podeljuje razrešnico članom nadzornega sveta družbe za poslovno leto 2023.

4. Imenovanje revizorja družbe za poslovna leta 2025, 2026 ter 2027

Predloga sklepov nadzornega sveta:

- 4.1. Za revizorja družbe za poslovna leta 2025, 2026 ter 2027 se imenuje revizijska družba Ernst&Young iz Ljubljane.
- 4.2. Glede na sklep pod točko 4.1. revizijska družba Deloitte Revizija d.o.o., Ljubljana, ki je bila s sklepom skupščine z dne 19.12.2022 imenovana za revidiranje letnega poročila družbe za poslovna leta 2023, 2024 in 2025, ne bo opravila revidiranja letnega poročila družbe za poslovno leto 2025, zaradi česar se pogodba o reviziji, ki je sklenjena z revizijsko družbo Deloitte Revizija d.o.o., Ljubljana, sporazumno prekine.

5. Odpoklic članov nadzornega sveta in imenovanje novih članov nadzornega sveta

Predlogi sklepov nadzornega sveta:

- 5.1. Z dnem zasedanja skupščine, t.j. **05.04.2024**, se z mesta člana nadzornega sveta odpokliče Tilo Albrecht Koester.
- 5.2. Z dnem zasedanja skupščine, t.j. **05.04.2024**, se z mesta člana nadzornega sveta odpokliče Simona Lucia Jipa.
- 5.3. Z dnem zasedanja skupščine, t.j. **05.04.2024**, se na mesto člana nadzornega sveta za mandatno obdobje 4 let, torej do **05.04.2028**, imenuje Sven Seidel.
- 5.4. Z dnem zasedanja skupščine, t.j. **05.04.2024**, se na mesto člana nadzornega sveta za mandatno obdobje 4 let torej do **05.04.2028**, imenuje dr. Carsten Sauerland.

Informacije za delničarje

Gradivo s predlogi sklepov in utemeljitvami le-teh, letno poročilo družbe za poslovno leto 2023 in poročilo nadzornega sveta o delu nadzornega sveta in potrditvi letnega poročila družbe za poslovno leto 2023 je delničarjem na vpogled v tajništvo družbe v Ljubljani, Cesta na Brdo 100, vsak delovnik od 10. do 12. ure v času od dneva objave sklica skupščine do dneva zasedanja skupščine.

Delničarji, katerih skupni deleži dosegajo dvajsetino osnovnega kapitala, lahko po objavi sklica skupščine pisno zahtevajo dodatno točko dnevnega reda. Zahtevi morajo v pisni obliki priložiti predlog sklepa, o katerem naj skupščina odloča, ali če skupščina pri posamezni točki dnevnega reda ne sprejme sklepa, obrazložitev dnevnega reda. Delničarji, ki izpolnjujejo pogoje za vložitev zahteve za dodatno točko dnevnega reda, morajo zahtevo poslati družbi najpozneje sedem dni po objavi sklica skupščine.

Delničarji lahko k vsaki točki dnevnega reda v pisni obliki dajejo pisne predloge sklepov, ki jih pošljejo upravi v roku sedmih dni po sklicu skupščine. Ti predlogi se objavijo in sporočijo v skladu s 296. členom ZGD-1 le, če bo delničar v sedmih dneh po objavi sklica skupščine družbi poslal predlog za objavo v skladu s 300. oziroma 301. členom ZGD-1. Predlogi delničarjev, ki ne bodo poslani v postavljenem roku in so dani najpozneje na sami seji skupščine, se obravnavajo na skupščini.

Skupščine se lahko udeležijo in na njej uresničujejo glasovalno pravico imetniki navadnih delnic, njihovi pooblaščenec ali zastopniki, ki so najpozneje do konca četrtega dne pred zasedanjem skupščine, t.j. do **01.04.2024**, prijavili svojo udeležbo pri družbi in ki so kot imetniki delnic vpisani v centralnem registru nematerializiranih vrednostnih papirjev pri KDD Centralni klirinško depotni družbi d.d. Ljubljana konec sedmega dne pred zasedanjem skupščine (presečni dan), to je dne **29.03.2024**. Prijava se pošlje na naslov: Kemofarmacija d.d. Ljubljana, Cesta na Brdo 100, Ljubljana, tajništvo družbe. Pooblaščenec delničarja mora prijavi udeležbe priložiti tudi pooblastilo, ki mora biti pisno in ves čas trajanja pooblastilnega razmerja shranjeno na sedežu družbe.

Vsak delničar lahko na skupščini uresničuje svojo pravico do obveščeniosti iz prvega odstavka 305. člena ZGD-1. V skladu z navedeno določbo je delničar upravičen do zanesljivih podatkov o zadevah družbe, če so potrebni za presojo točk dnevnega reda. Na vprašanja delničarjev z isto vsebino lahko da podatke v skupnem odgovoru. Pravica do obveščeniosti velja tudi za pravna in poslovna razmerja družbe s povezanimi družbami.

Če skupščina ne bo sklepčna, bo ponovno zasedanje istega dne eno uro kasneje, v istih prostorih. Skupščina bo takrat veljavno odločala ne glede na višino zastopanega osnovnega kapitala.

Družba ima na dan sklica skupščine, t.j. **4.3.2024** izdanih skupno 881.240 navadnih kosovnih delnic ter je tudi imetnica 48.583 lastnih delnic. V skladu s statutom družbe ima vsaka delnica en glas, razen lastnih delnic, ki na podlagi zakona nimajo glasovalne pravice. Število vseh glasovalnih pravic na dan sklica skupščine je **4.3.2024** 832.657.

To vabilo na skupščino s predlogi sklepov je objavljeno na spletni strani AJ PES in na spletni strani <https://www.kemofarmacija.si/>.



Predsednik Uprave
Davorin Poherc, mag. farm.

The management of the joint-stock company Kemofarmacija, veletrgovina za oskrbo zdravstva, d.d., Cesta na Brdo 100, 1000 Ljubljana, Slovenia, (hereinafter: »KEMOFARMACIJA d.d.« or the »company«), in accordance with Article 295 of the Companies Act (hereinafter: ZGD-1), convenes

the 35th General Meeting of the joint-stock company KEMOFARMACIJA d.d., to be held on 5.4.2024 at 10:00 am at the premises of Kemofarmacija d.d., Cesta na Brdo 100, Ljubljana,

with the following

AGENDA AND PROPOSED RESOLUTIONS

1. Opening of the General Meeting, establishment of quorum, election of working bodies, and approval of the agenda

Proposals of the resolutions of the Management Board:

- 1.1. Lidija Virant, Attorney-at-law from Ljubljana, is appointed for the president of the General Meeting.
- 1.2. Ms. Vesna Bregar is appointed as the vote counter.
- 1.3. Notary Jernej Jeromen shall be present at the General Meeting.
- 1.4. The proposed agenda of the General Meeting is approved.

2. Presentation of the approved audited annual report of the company Kemofarmacija d.d. for the business year 2023 and the Report of the Supervisory Board on the activities of the Supervisory Board and the approval of the company's annual report for the business year 2023

Proposal of the resolution of the Management Board and the Supervisory Board:

- 2.1. The General Meeting is informed about the approved and audited annual report of the company for the business year 2023 (covering the period from April 1, 2022, to March 31, 2023) and the report of the Supervisory Board on the activities of the Supervisory Board and the approval of the company's annual report for the business year 2023.

3. Allocation of the distributable profit for the business year 2023 and granting a discharge to the Management Board and the Supervisory Board

Proposals of the resolutions of the Management Board and the Supervisory Board:

- 3.1. The distributable profit for the business year 2023, amounting to EUR 5,681,546 as of March 31, 2023, which consists of the net profit for the business year 2023 in the amount of EUR 5,329,921 and the remainder of distributable profit from previous business years in the amount of EUR 351,625, is used as follows:
 - a. A part of the distributable profit in the amount of EUR 5,370,637.65 is used for the payment of dividends. The dividend amounts to EUR 6.45 gross per share and will

be paid on May 31, 2024, to shareholders registered in the share register on May 30, 2024.

b. The remainder of the distributable profit represents accumulated profits, the utilization of which will be decided by the General Meeting in the following years.

3.2. The General Meeting grants a discharge to the President of the Management Board and to the Member of the Management Board for the business year 2023.

3.3. The General Meeting grants a discharge to the members of the Supervisory Board for the business year 2023.

4. Appointment of the auditor of the company for the business years 2025, 2026, and 2027

Proposals of the Supervisory Board:

4.1. Ernst & Young, Ljubljana, is appointed as the auditor of the company for the business years 2025, 2026, and 2027.

4.2. In accordance with the resolution under point 4.1, Deloitte Revizija d.o.o., Ljubljana, which was appointed with the resolution of the General Meeting on December 19, 2022, for the audit of the company's annual report for the business years 2023, 2024, and 2025, will not audit the company's annual report for the business year 2025. Therefore, the audit contract with Deloitte Revizija d.o.o., Ljubljana, shall be terminated by mutual agreement.

5. Recall of members of the Supervisory Board and appointment of new members of the Supervisory Board

Proposals of the Supervisory Board:

5.1. Tilo Albrecht Koester is recalled as a member of the Supervisory Board effective from the date of the General Meeting, i.e., **05.04.2024**.

5.2. Simona Lucia Jipa is recalled as a member of the Supervisory Board effective from the date of the General Meeting, i.e., **05.04.2024**.

5.3. Sven Seidel is appointed as a member of the Supervisory Board for a term of 4 years, **until 05.04.2028**, effective from the date of the General Meeting, i.e., **05.04.2024**.

5.4. Dr. Carsten Sauerland is appointed as a member of the Supervisory Board for a term of 4 years, **until 05.04.2028**, effective from the date of the General Meeting, i.e., **05.04.2024**.

Information for shareholders:

The material for the General Meeting with proposed resolutions and their justifications, the annual report of the company for the business year 2023, and the report of the Supervisory Board on the activities of the Supervisory Board and the approval of the company's annual report for the business year 2023 are available for inspection by shareholders at the company's secretariat in Ljubljana, Cesta na Brdo 100, every working day from 10:00 am to 12:00 pm from the day of the announcement of the General Meeting until the day of the General Meeting.

The shareholders whose combined stakes amount for one-twentieth of the share capital may, after the announcement of the General Meeting, submit a written request for an additional item on the agenda. The request must be accompanied by a proposal for a resolution on the matter to be decided by the General Meeting, or if the General Meeting does not adopt a resolution on the individual item on the agenda, an explanation of the agenda item. Shareholders who meet the requirements for submitting a request for an additional item on the agenda must send the request to the company no later than seven days after the announcement of the General Meeting.

Shareholders may submit written proposals for resolutions in relation to each item on the agenda within seven days after the announcement of the General Meeting. These proposals are published and communicated in accordance with Article 296 of the Companies Act only if the shareholder submits a request to the company within seven days after the announcement of the General Meeting for publication in accordance with Articles 300 or 301 of the Companies Act. Proposals of shareholders that are not submitted within the specified period and are submitted no later than at the General Meeting are considered at the General Meeting.

Shareholders, their proxies, or representatives who have registered for the General Meeting with the company by the end of the fourth day prior to the General Meeting, i.e. by **01.04.2024** and are registered as shareholders in the Central Securities Clearing Corporation's Central Securities Registry at the end of the seventh day prior to the General Meeting (cut-off date), i.e., on **29.03.2024**, are entitled to attend and exercise voting rights at the General Meeting. Registration should be sent to: Kemofarmacija d.d. Ljubljana, Cesta na Brdo 100, Ljubljana, company secretariat. The proxy holder must also attach a written authorization to the registration, which must be kept in writing throughout the duration of the proxy relationship at the company's registered office.

Each shareholder may exercise their right to information at the General Meeting in accordance with the first paragraph of Article 305 of the Companies Act. In accordance with the said provision, the shareholder is entitled to reliable information about the company's matters necessary for the assessment of items on the agenda. Similar inquiries from shareholders may be addressed collectively. The right to information also applies to the legal and business relationships of the company with related companies.

If the General Meeting does not have a quorum, a new meeting will be held on the same day, one hour later, at the same venue. The General Meeting will validly decide at that time regardless of the amount of represented share capital.

As of the date of the General Meeting, i.e., **4.3.2024**, the company has issued a total of 881,240 ordinary share units and also holds 48,583 treasury shares. In accordance with the company's Articles of Association, each share carries one vote, except for treasury shares, which do not carry voting rights. The total number of voting rights as of the date of the General Meeting is **4.3.2024**, amounting to 832,657.

This invitation to the General Meeting with proposed resolutions is published on the AJPES website and on the website <https://www.kemofarmacija.si/>.



President of the Management Board
Davorin Poherc, mag. pharm.