



## Statement of independence

### of the Member of the Supervisory Board of NLB d.d.

I, the undersigned, **Primož Karpe**, hereby state, in accordance with Principles 13 and 25 of the Slovenian Corporate Governance Code for Listed Companies, December 2021, (hereinafter: the Code), the second and fourth paragraphs of Article 16 of the Articles of Association of NLB d.d. and Article 274 of the Companies Act (Official Gazette of the RS, no. 42/06 of 19/04/2006, as amended), and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d., that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board, and that I am independent and impartial. Below, I give a statement on potential conflicts of interest as defined in Appendix B to the Code and the provisions of the Articles of Association of NLB d.d.

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Please indicate if the statement is true or false. The accuracy of the statements under items (a) to (h) shall be assessed based on the criteria laid down in Appendix B to the Code: The accuracy of the statements under items (i) and (j) shall be assessed based on the criteria laid down in the second paragraph of Article 20 of the Articles of Association of NLB d.d. For the purpose of this statement, the term "the Company" shall mean NLB d.d.

- a) I am not an executive director or a member of the management board of the Company or an associate thereof, and have not occupied such a position over the past three years.

☒ TRUE

☐ FALSE

- b) I am not an employee of the Company or an associate thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

☒ TRUE

☐ FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the supervisory board or a committee of the supervisory board.<sup>1</sup>

☒ TRUE

☐ FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

☒ TRUE

☐ FALSE

- d) I do not have, and over the past year have not entered into, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or

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<sup>1</sup> Such additional income includes, in particular, any participation in share options or any other performance-related pay schemes.

executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

☒ TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

☒ TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an executive director or member of the management board is a member of the supervisory board of the Company. Furthermore, I am not related in any other way with executive directors or members of the management board on account of cooperating with them in other companies or bodies.

☒ TRUE

FALSE

- g) I have not held the position of a supervisory board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

☒ TRUE

FALSE

- h) I am not a close family member of the members of the management board or persons occupying the positions under items (a) through (g).

☒ TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

☒ TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

☒ TRUE

FALSE

Please also indicate any other relationships that could affect your independent performance of the function (e.g. business relationships with the company or its related company that are not normal market transactions, personal connection with the management board etc.).

- 
- i) I am not and have not been in the past 24 (twenty-four) months before the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding d.d.,



state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

☒ TRUE

☐ FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

☒ TRUE

☐ FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

**Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?**

☒ NO

☐ YES

If you answered YES, please explain:

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A dependence of a candidate or member of the supervisory board and committee shall exist if the conflict of interest pursuant to Appendix B to the Code and in accordance with the criteria laid down in the second paragraph of Article 16 of the Articles of Association of NLB d.d. is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the management board and the Company's operations.

The circumstances specified above (Appendix B of the Code, and the second paragraph of Article 16 of the Articles of Association of NLB d.d.) shall, in any case, result in an assumption of dependence. Such assumptions may be contested if the member of the supervisory board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.



Considering the statement on the potential conflicts of interest, I declare myself to be:

*Please circle as appropriate.*

- a)** An independent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

*Please circle as appropriate.*

- a1)** I meet all the criteria of independence and all the statements made above are true.

**a2)** The criteria \_\_\_\_\_ are untrue:

*(Please circle the reasons)*

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- it is neither permanent nor relevant,

An additional explanation concerning the permanence and relevance of the criterion \_\_\_\_:

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- b)** A dependent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

**Date:** *see the date at signature*

**Signature:** \_\_\_\_\_

Digitalno podpisal  
PRIMOZ  
KARPE  
18. 01. 2024 08:00:58



## Statement of independence

### of the Member of the Supervisory Board of NLB d.d.

I, the undersigned, **Shrenik Davda**, hereby state, in accordance with Principles 13 and 25 of the Slovenian Corporate Governance Code for Listed Companies, December 2021, (hereinafter: the Code), the second and fourth paragraphs of Article 16 of the Articles of Association of NLB d.d. and Article 274 of the Companies Act (Official Gazette of the RS, no. 42/06 of 19/04/2006, as amended), and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d., that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board, and that I am independent and impartial. Below, I give a statement on potential conflicts of interest as defined in Appendix B to the Code and the provisions of the Articles of Association of NLB d.d.

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**Please indicate if the statement is true or false. The accuracy of the statements under items (a) to (h) shall be assessed based on the criteria laid down in Appendix B to the Code: The accuracy of the statements under items (i) and (j) shall be assessed based on the criteria laid down in the second paragraph of Article 20 of the Articles of Association of NLB d.d. For the purpose of this statement, the term "the Company" shall mean NLB d.d.**

- a) I am not an executive director or a member of the management board of the Company or an associate thereof, and have not occupied such a position over the past three years.

☒ TRUE

☐ FALSE

- b) I am not an employee of the Company or an associate thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

☒ TRUE

☐ FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the supervisory board or a committee of the supervisory board.<sup>2</sup>

☒ TRUE

☐ FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

☒ TRUE

☐ FALSE

- d) I do not have, and over the past year have not entered into, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or

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<sup>2</sup> Such additional income includes, in particular, any participation in share options or any other performance-related pay schemes.

executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

☒ TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

☒ TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an executive director or member of the management board is a member of the supervisory board of the Company. Furthermore, I am not related in any other way with executive directors or members of the management board on account of cooperating with them in other companies or bodies.

☒ TRUE

FALSE

- g) I have not held the position of a supervisory board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

☒ TRUE

FALSE

- h) I am not a close family member of the members of the management board or persons occupying the positions under items (a) through (g).

☒ TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

☒ TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

☒ TRUE

FALSE

Please also indicate any other relationships that could affect your independent performance of the function (e.g. business relationships with the company or its related company that are not normal market transactions, personal connection with the management board etc.).

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- i) I am not and have not been in the past 24 (twenty-four) months before the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding d.d.,



state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

☒ TRUE

☐ FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

☒ TRUE

☐ FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

**Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?**

☒ NO

☐ YES

If you answered YES, please explain:

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A dependence of a candidate or member of the supervisory board and committee shall exist if the conflict of interest pursuant to Appendix B to the Code and in accordance with the criteria laid down in the second paragraph of Article 16 of the Articles of Association of NLB d.d. is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the management board and the Company's operations.

The circumstances specified above (Appendix B of the Code, and the second paragraph of Article 16 of the Articles of Association of NLB d.d.) shall, in any case, result in an assumption of dependence. Such assumptions may be contested if the member of the supervisory board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.



Considering the statement on the potential conflicts of interest, I declare myself to be:

*Please circle as appropriate.*

- a)** An independent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

*Please circle as appropriate.*

- a1)** I meet all the criteria of independence and all the statements made above are true.

**a2)** The criteria \_\_\_\_\_ are untrue:

*(Please circle the reasons)*

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- it is neither permanent nor relevant,

An additional explanation concerning the permanence and relevance of the criterion \_\_\_\_:

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- b)** A dependent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

**Date:** *see the date at signature*

**Signature:** \_\_\_\_\_

Digitalno podpisal  
SHRENIK DHIRAJLAL  
DAVDA  
18.01.2024 10:57:18





## Statement of independence

### of the Member of the Supervisory Board of NLB d.d.

I, the undersigned, **Sergeja Kočar**, hereby state, in accordance with Principles 13 and 25 of the Slovenian Corporate Governance Code for Listed Companies, December 2021, (hereinafter: the Code), the second and fourth paragraphs of Article 16 of the Articles of Association of NLB d.d. and Article 274 of the Companies Act (Official Gazette of the RS, no. 42/06 of 19/04/2006, as amended), and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d., that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board, and that I am independent and impartial. Below, I give a statement on potential conflicts of interest as defined in Appendix B to the Code and the provisions of the Articles of Association of NLB d.d.

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Please indicate if the statement is true or false. The accuracy of the statements under items (a) to (h) shall be assessed based on the criteria laid down in Appendix B to the Code: The accuracy of the statements under items (i) and (j) shall be assessed based on the criteria laid down in the second paragraph of Article 20 of the Articles of Association of NLB d.d. For the purpose of this statement, the term "the Company" shall mean NLB d.d.

- a) I am not an executive director or a member of the management board of the Company or an associate thereof, and have not occupied such a position over the past three years.

☒ TRUE

☐ FALSE

- b) I am not an employee of the Company or an associate thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

☒ TRUE

☐ FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the supervisory board or a committee of the supervisory board.<sup>9</sup>

☒ TRUE

☐ FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

☒ TRUE

☐ FALSE

- d) I do not have, and over the past year have not entered into, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or

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<sup>9</sup> Such additional income includes, in particular, any participation in share options or any other performance-related pay schemes.

executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

**TRUE**

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

**TRUE**

FALSE

- f) I am not an executive director or member of the management board of another company in which an executive director or member of the management board is a member of the supervisory board of the Company. Furthermore, I am not related in any other way with executive directors or members of the management board on account of cooperating with them in other companies or bodies.

**TRUE**

FALSE

- g) I have not held the position of a supervisory board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

**TRUE**

FALSE

- h) I am not a close family member of the members of the management board or persons occupying the positions under items (a) through (g).

**TRUE**

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

**TRUE**

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

**TRUE**

FALSE

Please also indicate any other relationships that could affect your independent performance of the function (e.g. business relationships with the company or its related company that are not normal market transactions, personal connection with the management board etc.).

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- 
- i) I am not and have not been in the past 24 (twenty-four) months before the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding d.d.,



state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

☒ TRUE

☐ FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

☒ TRUE

☐ FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

**Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?**

☒ NO

☐ YES

If you answered YES, please explain:

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A dependence of a candidate or member of the supervisory board and committee shall exist if the conflict of interest pursuant to Appendix B to the Code and in accordance with the criteria laid down in the second paragraph of Article 16 of the Articles of Association of NLB d.d. is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the management board and the Company's operations.

The circumstances specified above (Appendix B of the Code, and the second paragraph of Article 16 of the Articles of Association of NLB d.d.) shall, in any case, result in an assumption of dependence. Such assumptions may be contested if the member of the supervisory board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.



Considering the statement on the potential conflicts of interest, I declare myself to be:

*Please circle as appropriate.*

- a)** An independent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

*Please circle as appropriate.*

- a1)** I meet all the criteria of independence and all the statements made above are true.

**a2)** The criteria \_\_\_\_\_ are untrue:

*(Please circle the reasons)*

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- it is neither permanent nor relevant,

An additional explanation concerning the permanence and relevance of the criterion \_\_\_\_:

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- b)** A dependent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

**Date:** *see the date at signature*

**Signature:** \_\_\_\_\_

Digitalno podpisal  
SERGEJA  
KOČAR  
18. 01. 2024 08:24:26



## Statement of independence

### of the Member of the Supervisory Board of NLB d.d.

I, the undersigned, **André-Marc Prudent-Toccanier**, hereby state, in accordance with Principles 13 and 25 of the Slovenian Corporate Governance Code for Listed Companies, December 2021, (hereinafter: the Code), the second and fourth paragraphs of Article 16 of the Articles of Association of NLB d.d. and Article 274 of the Companies Act (Official Gazette of the RS, no. 42/06 of 19/04/2006, as amended), and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d., that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board, and that I am independent and impartial. Below, I give a statement on potential conflicts of interest as defined in Appendix B to the Code and the provisions of the Articles of Association of NLB d.d.

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Please indicate if the statement is true or false. The accuracy of the statements under items (a) to (h) shall be assessed based on the criteria laid down in Appendix B to the Code: The accuracy of the statements under items (i) and (j) shall be assessed based on the criteria laid down in the second paragraph of Article 20 of the Articles of Association of NLB d.d. For the purpose of this statement, the term "the Company" shall mean NLB d.d.

- a) I am not an executive director or a member of the management board of the Company or an associate thereof, and have not occupied such a position over the past three years.

☒ TRUE

☐ FALSE

- b) I am not an employee of the Company or an associate thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

☒ TRUE

☐ FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the supervisory board or a committee of the supervisory board.<sup>7</sup>

☒ TRUE

☐ FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

☒ TRUE

☐ FALSE

- d) I do not have, and over the past year have not entered into, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or

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<sup>7</sup> Such additional income includes, in particular, any participation in share options or any other performance-related pay schemes.

executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

☒ TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

☒ TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an executive director or member of the management board is a member of the supervisory board of the Company. Furthermore, I am not related in any other way with executive directors or members of the management board on account of cooperating with them in other companies or bodies.

☒ TRUE

FALSE

- g) I have not held the position of a supervisory board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

☒ TRUE

FALSE

- h) I am not a close family member of the members of the management board or persons occupying the positions under items (a) through (g).

☒ TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

☒ TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

☒ TRUE

FALSE

Please also indicate any other relationships that could affect your independent performance of the function (e.g. business relationships with the company or its related company that are not normal market transactions, personal connection with the management board etc.).

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- i) I am not and have not been in the past 24 (twenty-four) months before the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding d.d.,



state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

☒ TRUE

☐ FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

☒ TRUE

☐ FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

**Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?**

☒ NO

☐ YES

If you answered YES, please explain:

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A dependence of a candidate or member of the supervisory board and committee shall exist if the conflict of interest pursuant to Appendix B to the Code and in accordance with the criteria laid down in the second paragraph of Article 16 of the Articles of Association of NLB d.d. is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

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- the effect of the conflict of interest on the ability to objectively assess the management board and the Company's operations.

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Considering the statement on the potential conflicts of interest, I declare myself to be:

*Please circle as appropriate.*

- a)** An independent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

*Please circle as appropriate.*

- a1)** I meet all the criteria of independence and all the statements made above are true.

**a2)** The criteria \_\_\_\_\_ are untrue:

*(Please circle the reasons)*

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- it is neither permanent nor relevant,

An additional explanation concerning the permanence and relevance of the criterion \_\_\_\_:

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- b)** A dependent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

**Date:** *see the date at signature*

**Signature:** \_\_\_\_\_

Digitalno podpisal  
ANDRE MARC RICHARD  
PRUDENT TOCCANIER  
18. 01. 2024 10:33:07





## Statement of independence

### of the Member of the Supervisory Board of NLB d.d.

I, the undersigned, **Cvetka Selšek**, hereby state, in accordance with Principles 13 and 25 of the Slovenian Corporate Governance Code for Listed Companies, December 2021, (hereinafter: the Code), the second and fourth paragraphs of Article 16 of the Articles of Association of NLB d.d. and Article 274 of the Companies Act (Official Gazette of the RS, no. 42/06 of 19/04/2006, as amended), and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d., that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board, and that I am independent and impartial. Below, I give a statement on potential conflicts of interest as defined in Appendix B to the Code and the provisions of the Articles of Association of NLB d.d.

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Please indicate if the statement is true or false. The accuracy of the statements under items (a) to (h) shall be assessed based on the criteria laid down in Appendix B to the Code: The accuracy of the statements under items (i) and (j) shall be assessed based on the criteria laid down in the second paragraph of Article 20 of the Articles of Association of NLB d.d. For the purpose of this statement, the term "the Company" shall mean NLB d.d.

- a) I am not an executive director or a member of the management board of the Company or an associate thereof, and have not occupied such a position over the past three years.

☒ TRUE

☐ FALSE

- b) I am not an employee of the Company or an associate thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

☒ TRUE

☐ FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the supervisory board or a committee of the supervisory board.<sup>8</sup>

☒ TRUE

☐ FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

☒ TRUE

☐ FALSE

- d) I do not have, and over the past year have not entered into, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or

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<sup>8</sup> Such additional income includes, in particular, any participation in share options or any other performance-related pay schemes.

executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

☒ TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

☒ TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an executive director or member of the management board is a member of the supervisory board of the Company. Furthermore, I am not related in any other way with executive directors or members of the management board on account of cooperating with them in other companies or bodies.

☒ TRUE

FALSE

- g) I have not held the position of a supervisory board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

☒ TRUE

FALSE

- h) I am not a close family member of the members of the management board or persons occupying the positions under items (a) through (g).

☒ TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

☒ TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

☒ TRUE

FALSE

Please also indicate any other relationships that could affect your independent performance of the function (e.g. business relationships with the company or its related company that are not normal market transactions, personal connection with the management board etc.).

- 
- 
- i) I am not and have not been in the past 24 (twenty-four) months before the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding d.d.,



state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

☒ TRUE

☐ FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

☒ TRUE

☐ FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

**Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?**

☒ NO

☐ YES

If you answered YES, please explain:

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A dependence of a candidate or member of the supervisory board and committee shall exist if the conflict of interest pursuant to Appendix B to the Code and in accordance with the criteria laid down in the second paragraph of Article 16 of the Articles of Association of NLB d.d. is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the management board and the Company's operations.

The circumstances specified above (Appendix B of the Code, and the second paragraph of Article 16 of the Articles of Association of NLB d.d.) shall, in any case, result in an assumption of dependence. Such assumptions may be contested if the member of the supervisory board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.



Considering the statement on the potential conflicts of interest, I declare myself to be:

*Please circle as appropriate.*

- a)** An independent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

*Please circle as appropriate.*

- a1)** I meet all the criteria of independence and all the statements made above are true.

**a2)** The criteria \_\_\_\_\_ are untrue:

*(Please circle the reasons)*

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- it is neither permanent nor relevant,

An additional explanation concerning the permanence and relevance of the criterion \_\_\_\_:

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- b)** A dependent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

**Date:** *see the date at signature*

**Signature:** \_\_\_\_\_

Digitalno podpisal  
CVETKA  
SELŠEK  
18. 01. 2024 16:41:56



## Statement of independence

### of the Member of the Supervisory Board of NLB d.d.

I, the undersigned, **Mark Richards**, hereby state, in accordance with Principles 13 and 25 of the Slovenian Corporate Governance Code for Listed Companies, December 2021, (hereinafter: the Code), the second and fourth paragraphs of Article 16 of the Articles of Association of NLB d.d. and Article 274 of the Companies Act (Official Gazette of the RS, no. 42/06 of 19/04/2006, as amended), and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d., that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board, and that I am independent and impartial. Below, I give a statement on potential conflicts of interest as defined in Appendix B to the Code and the provisions of the Articles of Association of NLB d.d.

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Please indicate if the statement is true or false. The accuracy of the statements under items (a) to (h) shall be assessed based on the criteria laid down in Appendix B to the Code: The accuracy of the statements under items (i) and (j) shall be assessed based on the criteria laid down in the second paragraph of Article 20 of the Articles of Association of NLB d.d. For the purpose of this statement, the term "the Company" shall mean NLB d.d.

- a) I am not an executive director or a member of the management board of the Company or an associate thereof, and have not occupied such a position over the past three years.

☒ TRUE

☐ FALSE

- b) I am not an employee of the Company or an associate thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

☒ TRUE

☐ FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the supervisory board or a committee of the supervisory board.<sup>5</sup>

☒ TRUE

☐ FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

☒ TRUE

☐ FALSE

- d) I do not have, and over the past year have not entered into, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or

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<sup>5</sup> Such additional income includes, in particular, any participation in share options or any other performance-related pay schemes.

executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

☒ TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

☒ TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an executive director or member of the management board is a member of the supervisory board of the Company. Furthermore, I am not related in any other way with executive directors or members of the management board on account of cooperating with them in other companies or bodies.

☒ TRUE

FALSE

- g) I have not held the position of a supervisory board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

☒ TRUE

FALSE

- h) I am not a close family member of the members of the management board or persons occupying the positions under items (a) through (g).

☒ TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

☒ TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

☒ TRUE

FALSE

Please also indicate any other relationships that could affect your independent performance of the function (e.g. business relationships with the company or its related company that are not normal market transactions, personal connection with the management board etc.).

- 
- i) I am not and have not been in the past 24 (twenty-four) months before the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding d.d.,



state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

☒ TRUE

☐ FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

☒ TRUE

☐ FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

**Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?**

☒ NO

☐ YES

If you answered YES, please explain:

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A dependence of a candidate or member of the supervisory board and committee shall exist if the conflict of interest pursuant to Appendix B to the Code and in accordance with the criteria laid down in the second paragraph of Article 16 of the Articles of Association of NLB d.d. is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the management board and the Company's operations.

The circumstances specified above (Appendix B of the Code, and the second paragraph of Article 16 of the Articles of Association of NLB d.d.) shall, in any case, result in an assumption of dependence. Such assumptions may be contested if the member of the supervisory board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.



Considering the statement on the potential conflicts of interest, I declare myself to be:

*Please circle as appropriate.*

- a)** An independent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

*Please circle as appropriate.*

- a1)** I meet all the criteria of independence and all the statements made above are true.

**a2)** The criteria \_\_\_\_\_ are untrue:

*(Please circle the reasons)*

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- it is neither permanent nor relevant,

An additional explanation concerning the permanence and relevance of the criterion \_\_\_\_:

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- b)** A dependent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

**Date:** *see the date at signature*

**Signature:** \_\_\_\_\_

Digitalno podpisal  
MARK WILLIAM LANE  
RICHARDS  
18. 01. 2024 11:06:24





## Statement of independence

### of the Member of the Supervisory Board of NLB d.d.

I, the undersigned, **Islam Zekry**, hereby state, in accordance with Principles 13 and 25 of the Slovenian Corporate Governance Code for Listed Companies, December 2021, (hereinafter: the Code), the second and fourth paragraphs of Article 16 of the Articles of Association of NLB d.d. and Article 274 of the Companies Act (Official Gazette of the RS, no. 42/06 of 19/04/2006, as amended), and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d., that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board, and that I am independent and impartial. Below, I give a statement on potential conflicts of interest as defined in Appendix B to the Code and the provisions of the Articles of Association of NLB d.d.

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Please indicate if the statement is true or false. The accuracy of the statements under items (a) to (h) shall be assessed based on the criteria laid down in Appendix B to the Code: The accuracy of the statements under items (i) and (j) shall be assessed based on the criteria laid down in the second paragraph of Article 20 of the Articles of Association of NLB d.d. For the purpose of this statement, the term "the Company" shall mean NLB d.d.

- a) I am not an executive director or a member of the management board of the Company or an associate thereof, and have not occupied such a position over the past three years.

☒ TRUE

☐ FALSE

- b) I am not an employee of the Company or an associate thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

☒ TRUE

☐ FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the supervisory board or a committee of the supervisory board.<sup>6</sup>

☒ TRUE

☐ FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

☒ TRUE

☐ FALSE

- d) I do not have, and over the past year have not entered into, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or

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<sup>6</sup> Such additional income includes, in particular, any participation in share options or any other performance-related pay schemes.

executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

☒ TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

☒ TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an executive director or member of the management board is a member of the supervisory board of the Company. Furthermore, I am not related in any other way with executive directors or members of the management board on account of cooperating with them in other companies or bodies.

☒ TRUE

FALSE

- g) I have not held the position of a supervisory board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

☒ TRUE

FALSE

- h) I am not a close family member of the members of the management board or persons occupying the positions under items (a) through (g).

☒ TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

☒ TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

☒ TRUE

FALSE

Please also indicate any other relationships that could affect your independent performance of the function (e.g. business relationships with the company or its related company that are not normal market transactions, personal connection with the management board etc.).

- 
- i) I am not and have not been in the past 24 (twenty-four) months before the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding d.d.,



state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

☒ TRUE

☐ FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

☒ TRUE

☐ FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

**Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?**

☒ NO

☐ YES

If you answered YES, please explain:

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A dependence of a candidate or member of the supervisory board and committee shall exist if the conflict of interest pursuant to Appendix B to the Code and in accordance with the criteria laid down in the second paragraph of Article 16 of the Articles of Association of NLB d.d. is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the management board and the Company's operations.

The circumstances specified above (Appendix B of the Code, and the second paragraph of Article 16 of the Articles of Association of NLB d.d.) shall, in any case, result in an assumption of dependence. Such assumptions may be contested if the member of the supervisory board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.



Considering the statement on the potential conflicts of interest, I declare myself to be:

*Please circle as appropriate.*

- a)** An independent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

*Please circle as appropriate.*

- a1)** I meet all the criteria of independence and all the statements made above are true.

**a2)** The criteria \_\_\_\_\_ are untrue:

*(Please circle the reasons)*

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- it is neither permanent nor relevant,

An additional explanation concerning the permanence and relevance of the criterion \_\_\_\_:

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- b)** A dependent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

**Date:** *see the date at signature*

**Signature:** \_\_\_\_\_

Digitarno podpisal  
ISLAMI OSAMA BAHGAT  
ZEKRY  
18. 01. 2024 10:44:57



## Statement of independence

### of the Member of the Supervisory Board of NLB d.d.

I, the undersigned, **Tadeja Žbontar Rems**, hereby state, in accordance with Principles 13 and 25 of the Slovenian Corporate Governance Code for Listed Companies, December 2021, (hereinafter: the Code), the second and fourth paragraphs of Article 16 of the Articles of Association of NLB d.d. and Article 274 of the Companies Act (Official Gazette of the RS, no. 42/06 of 19/04/2006, as amended), and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d., that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board, and that I am independent and impartial. Below, I give a statement on potential conflicts of interest as defined in Appendix B to the Code and the provisions of the Articles of Association of NLB d.d.

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Please indicate if the statement is true or false. The accuracy of the statements under items (a) to (h) shall be assessed based on the criteria laid down in Appendix B to the Code: The accuracy of the statements under items (i) and (j) shall be assessed based on the criteria laid down in the second paragraph of Article 20 of the Articles of Association of NLB d.d. For the purpose of this statement, the term "the Company" shall mean NLB d.d.

- a) I am not an executive director or a member of the management board of the Company or an associate thereof, and have not occupied such a position over the past three years.

☒ TRUE

☐ FALSE

- b) I am not an employee of the Company or an associate thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

☒ TRUE

☐ FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the supervisory board or a committee of the supervisory board.<sup>10</sup>

☒ TRUE

☐ FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

☒ TRUE

☐ FALSE

- d) I do not have, and over the past year have not entered into, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or

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<sup>10</sup> Such additional income includes, in particular, any participation in share options or any other performance-related pay schemes.

executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

☒ TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

☒ TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an executive director or member of the management board is a member of the supervisory board of the Company. Furthermore, I am not related in any other way with executive directors or members of the management board on account of cooperating with them in other companies or bodies.

☒ TRUE

FALSE

- g) I have not held the position of a supervisory board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

☒ TRUE

FALSE

- h) I am not a close family member of the members of the management board or persons occupying the positions under items (a) through (g).

☒ TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

☒ TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

☒ TRUE

FALSE

Please also indicate any other relationships that could affect your independent performance of the function (e.g. business relationships with the company or its related company that are not normal market transactions, personal connection with the management board etc.).

- 
- i) I am not and have not been in the past 24 (twenty-four) months before the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding d.d.,



state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

☒ TRUE

☐ FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

☒ TRUE

☐ FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

**Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?**

☒ NO

☐ YES

If you answered YES, please explain:

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A dependence of a candidate or member of the supervisory board and committee shall exist if the conflict of interest pursuant to Appendix B to the Code and in accordance with the criteria laid down in the second paragraph of Article 16 of the Articles of Association of NLB d.d. is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the management board and the Company's operations.

The circumstances specified above (Appendix B of the Code, and the second paragraph of Article 16 of the Articles of Association of NLB d.d.) shall, in any case, result in an assumption of dependence. Such assumptions may be contested if the member of the supervisory board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.



## Statement of independence

### of the Member of the Supervisory Board of NLB d.d.

I, the undersigned, **Luka Vesnaver**, hereby state, in accordance with Principles 13 and 25 of the Slovenian Corporate Governance Code for Listed Companies, December 2021, (hereinafter: the Code), the second and fourth paragraphs of Article 16 of the Articles of Association of NLB d.d. and Article 274 of the Companies Act (Official Gazette of the RS, no. 42/06 of 19/04/2006, as amended), and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d., that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board, and that I am independent and impartial. Below, I give a statement on potential conflicts of interest as defined in Appendix B to the Code and the provisions of the Articles of Association of NLB d.d.

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Please indicate if the statement is true or false. The accuracy of the statements under items (a) to (h) shall be assessed based on the criteria laid down in Appendix B to the Code: The accuracy of the statements under items (i) and (j) shall be assessed based on the criteria laid down in the second paragraph of Article 20 of the Articles of Association of NLB d.d. For the purpose of this statement, the term "the Company" shall mean NLB d.d.

- a) I am not an executive director or a member of the management board of the Company or an associate thereof, and have not occupied such a position over the past three years.

☒ TRUE

☐ FALSE

- b) I am not an employee of the Company or an associate thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

☒ TRUE

☐ FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the supervisory board or a committee of the supervisory board.<sup>1</sup>

☒ TRUE

☐ FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

☒ TRUE

☐ FALSE

- d) I do not have, and over the past year have not entered into, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or

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<sup>1</sup> Such additional income includes, in particular, any participation in share options or any other performance-related pay schemes.



executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

☒ TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

☒ TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an executive director or member of the management board is a member of the supervisory board of the Company. Furthermore, I am not related in any other way with executive directors or members of the management board on account of cooperating with them in other companies or bodies.

☒ TRUE

FALSE

- g) I have not held the position of a supervisory board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

☒ TRUE

FALSE

- h) I am not a close family member of the members of the management board or persons occupying the positions under items (a) through (g).

☒ TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

☒ TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

☒ TRUE

FALSE

Please also indicate any other relationships that could affect your independent performance of the function (e.g. business relationships with the company or its related company that are not normal market transactions, personal connection with the management board etc.).

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- i) I am not and have not been in the past 24 (twenty-four) months before the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding d.d.,



state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

☒ TRUE

☐ FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

☒ TRUE

☐ FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

**Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?**

☒ NO

☐ YES

If you answered YES, please explain:

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A dependence of a candidate or member of the supervisory board and committee shall exist if the conflict of interest pursuant to Appendix B to the Code and in accordance with the criteria laid down in the second paragraph of Article 16 of the Articles of Association of NLB d.d. is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the management board and the Company's operations.

The circumstances specified above (Appendix B of the Code, and the second paragraph of Article 16 of the Articles of Association of NLB d.d.) shall, in any case, result in an assumption of dependence. Such assumptions may be contested if the member of the supervisory board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.



**Considering the statement on the potential conflicts of interest, I declare myself to be:**

*Please circle as appropriate.*

- a)** An independent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

*Please circle as appropriate.*

- a1)** I meet all the criteria of independence and all the statements made above are true.

**a2)** The criteria \_\_\_\_\_ are untrue:

*(Please circle the reasons)*

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- it is neither permanent nor relevant,

An additional explanation concerning the permanence and relevance of the criterion \_\_\_\_:

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- b)** A dependent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.



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LUKA  
VESNAVER  
21. 06. 2024 05:50:55

**Date:** 20.6.2024

**Signature:** \_\_\_\_\_



## Statement of independence

### of the Member of the Supervisory Board of NLB d.d.

I, the undersigned, **Natalia Olegovna Ansell**, hereby state, in accordance with Principles 13 and 25 of the Slovenian Corporate Governance Code for Listed Companies, December 2021, (hereinafter: the Code), the second and fourth paragraphs of Article 16 of the Articles of Association of NLB d.d. and Article 274 of the Companies Act (Official Gazette of the RS, no. 42/06 of 19/04/2006, as amended), and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d., that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board, and that I am independent and impartial. Below, I give a statement on potential conflicts of interest as defined in Appendix B to the Code and the provisions of the Articles of Association of NLB d.d.

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Please indicate if the statement is true or false. The accuracy of the statements under items (a) to (h) shall be assessed based on the criteria laid down in Appendix B to the Code: The accuracy of the statements under items (i) and (j) shall be assessed based on the criteria laid down in the second paragraph of Article 20 of the Articles of Association of NLB d.d. For the purpose of this statement, the term "the Company" shall mean NLB d.d.

- a) I am not an executive director or a member of the management board of the Company or an associate thereof, and have not occupied such a position over the past three years.

☒ TRUE

☐ FALSE

- b) I am not an employee of the Company or an associate thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

☒ TRUE

☐ FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the supervisory board or a committee of the supervisory board.<sup>1</sup>

☒ TRUE

☐ FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

☒ TRUE

☐ FALSE

- d) I do not have, and over the past year have not entered into, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or

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<sup>1</sup> Such additional income includes, in particular, any participation in share options or any other performance-related pay schemes.

executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

☒ TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

☒ TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an executive director or member of the management board is a member of the supervisory board of the Company. Furthermore, I am not related in any other way with executive directors or members of the management board on account of cooperating with them in other companies or bodies.

☒ TRUE

FALSE

- g) I have not held the position of a supervisory board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

☒ TRUE

FALSE

- h) I am not a close family member of the members of the management board or persons occupying the positions under items (a) through (g).

☒ TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

☒ TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

☒ TRUE

FALSE

Please also indicate any other relationships that could affect your independent performance of the function (e.g. business relationships with the company or its related company that are not normal market transactions, personal connection with the management board etc.).

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- i) I am not and have not been in the past 24 (twenty-four) months before the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding d.d.,



state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

☒ TRUE

☐ FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

☒ TRUE

☐ FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

**Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?**

☒ NO

☐ YES

If you answered YES, please explain:

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A dependence of a candidate or member of the supervisory board and committee shall exist if the conflict of interest pursuant to Appendix B to the Code and in accordance with the criteria laid down in the second paragraph of Article 16 of the Articles of Association of NLB d.d. is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the management board and the Company's operations.

The circumstances specified above (Appendix B of the Code, and the second paragraph of Article 16 of the Articles of Association of NLB d.d.) shall, in any case, result in an assumption of dependence. Such assumptions may be contested if the member of the supervisory board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.



Considering the statement on the potential conflicts of interest, I declare myself to be:

*Please circle as appropriate.*

- ☒ a) An independent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

*Please circle as appropriate.*

- ☒ a1) I meet all the criteria of independence and all the statements made above are true.

a2) The criteria \_\_\_\_\_ are untrue:

*(Please circle the reasons)*

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- it is neither permanent nor relevant,

An additional explanation concerning the permanence and relevance of the criterion \_\_\_\_:

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- b) A dependent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

**Date:** 28. 6. 2024

**Signature:** \_\_\_\_\_

A handwritten signature in black ink, appearing to read 'N. Ansell', is written over a horizontal line.





Considering the statement on the potential conflicts of interest, I declare myself to be:

*Please circle as appropriate.*

- a)** An independent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

*Please circle as appropriate.*

- a1)** I meet all the criteria of independence and all the statements made above are true.

- a2)** The criteria \_\_\_\_\_ are untrue:

*(Please circle the reasons)*

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- it is neither permanent nor relevant,

An additional explanation concerning the permanence and relevance of the criterion \_\_\_\_:

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- b)** A dependent member of the Supervisory Board/Committee of the Supervisory Board of NLB d.d.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

**Date:** *see the date at signature*

**Signature:** \_\_\_\_\_

Digitalno podpisal  
TADEJA  
ZBONTAR REMS  
18. 01. 2024 11:14:55