

Name and surname / firm

Address

Dear shareholders,

We kindly invite you to join us at **the 36th General Meeting of Shareholders of NLB d.d.** that will be held on **Monday, 14 June 2021**. Your participation is most valuable to us and we wish that as many of your votes as possible be represented.

The General Meeting will be held both live at Cankarjev dom, kulturni in kongresni center, Prešernova cesta 10, Ljubljana, with the registration of Shareholders starting at 10:30 a.m., **and as Electronic General Meeting**, therefore without the physical presence of Shareholders, via web portal <https://skupscine.ixtlan.si/nlb.html>, with the possibility of registration to access digital environment at 10:00 a.m.

As COVID-19 virus is still among us and caution is required, we would like to provide you with as safe and simple exercise of your rights as possible, which is why we kindly propose that you **grant your power of attorney to one of the proxies** to vote on your behalf and according to your instructions. The authorisation procedure is simple – just complete the form below (Registration and Power of Attorney) and send it back to us in the enclosed envelope to the following address: NLB d.d., Sekretariat, Trg republike 2, 1000 Ljubljana by no later than **10 June 2021** inclusive. Detailed information on how to complete the Registration and Power of Attorney form is available in the Instructions for completing the Registration and Power of Attorney form, where you will also find the contact details you can use, should you need any help.

Proposed resolutions with grounds and other materials are available at the Bank's website www.nlb.si/general-meetings-in-year-2021 and at the company's headquarters. If you wish to review them in person, you are required to make a prior arrangement by sending an email to Skupscina2021@nlb.si or over telephone at +386 1 470 70 33 every business day from 9 to 11 am.

By the time this notice was sent out, NLB d.d. received two counterproposals from the shareholders Republic of Slovenia and VZMD, which are published on www.nlb.si, Ljubljana Stock Exchange electronic information system (SEOnet), London Stock Exchange (Regulatory News Service) and on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (AJPES). The counterproposal of the shareholder Republic of Slovenia is presented in the item 6 of the power of attorney. If you would like to support the counterproposal of the shareholder VZMD, you can attend the General Meeting and vote there on your own or by proxy.

The year 2020 was an extremely challenging and, yet in many ways, a ground-breaking year, not soon to be forgotten. In more ways than one it was also very memorable for the Group, although by far not only due to the COVID-19 pandemic and its consequences as one

might think. The pandemic has, of course, had an impact on our business operations and day-to-day work, with profit after tax amounting to EUR 268.9 million, but even more notable were the practices we have since adopted. The lessons from the COVID-19 pandemic have namely brought **the importance of sustainable business and living** to the forefront, which is why NLB d.d. continued to focus even more extensively on the **digitalization and sustainability** of its business decisions and operations.

Also notable are a couple of essential milestones. In the middle of the year we managed to complete **a divestment of insurance company NLB Vita** as the last commitment to the EC, by which a highly limiting state aid process was officially completed and after many years the Group could resume its full business capacity. This enabled us to again address eventual value accretive business opportunities, and we very proudly ended the year with the game-changing **acquisition of Komercijalna banka a.d. Beograd**. With this transaction, **we further solidified the Group's presence in all our markets in SEE, our home region**.

All this could not have been secured without a dedicated team of colleagues who truly care about our customers and our mission and go the extra mile when needed, that is why they deserve a clear recognition of extraordinary efforts and a resounding gratitude. We have learnt that in times of great uncertainty and concern, things that once seemed unfeasible, undesirable, or even unacceptable, can become possible.

Our plan for 2021 is to continue to act prudently to leave COVID-19 behind us as soon as possible, while in parallel to further enhance our capabilities in the field of knowing our clients, in order to provide even more relevant, personalised services, whenever and wherever necessary. Our goal is no longer to just be an excellent distributor of universal financial services, but also one of the most ambitious, technologically-driven banking groups in our home region providing top quality experience to our existing and prospective clients.

We truly believe that the best for NLB and NLB Group is yet to come and we confidently look forward to the challenges in front of us. We are convinced that we will not only overcome them, but also learn from them and become even stronger. With full motivation and energy, supported by your trust in our strategy and our mission, we will take the Group to another level as one of the most meaningful businesses in the region with great positive impact in the environment and society we live in. This is our home, we respect it and we will support it, nurture it, invest in it, and make sure that it is ready – for whatever may come.

Yours faithfully,
Blaž Brodnjak, CEO



NLB Group is the leading banking and financial group with headquarters and an exclusive strategic interest in our home region – Southeast Europe (SEE). It covers markets with a population of approximately 17.4 million people. In addition to NLB d.d., a main entity in Slovenia and a public company, NLB Group is comprised of nine subsidiary banks in SEE, several companies for ancillary services (asset management, real estate management etc.), and a limited number of non core subsidiaries in a controlled wind-down.

Strategic focus

- Regional specialist: NLB Group is the only financial institution focusing solely on the SEE.
- Customer-oriented: we are focusing on delivering innovative, simple, customer-oriented solutions and the best customer experience on the market.
- Clear business strategy.
- Commitment to justifying the trust of shareholders.

More than just a financial institution

“In NLB Group we have put the sustainability of our business decisions and actions in the very centre of our operations. The journey to sustainable banking is long and, in our region, very challenging one, but we know where we are heading and what our goal is. As an institution with a systemic reach, we want to be one of the key drivers of change and one of the most meaningful companies and most desirable employers in the region we call and treat as our home. Our most honest wish, ambition, and plan is for it to thrive; hence, we support it, nurture it, invest in it, and make sure that it is ready – for whatever may come.”

Blaž Brodnjak,
President & CEO



Instructions for completing a registration and power of attorney form

You are kindly requested to follow the instructions below when completing the REGISTRATION AND POWER OF ATTORNEY for the 36th General Meeting of NLB d.d., as proxies will only be able to cast their votes in accordance with your will if it has been expressed in a clear and unambiguous manner and all required information has been entered into the Power of Attorney. Incomplete or incorrectly completed Power of Attorney shall be deemed invalid. SIGNATURES NEED TO BE PROVIDED WHEREVER REQUIRED BY THE POWER OF ATTORNEY.

Incomplete or incorrectly completed Power of Attorney forms shall be deemed invalid. SIGNATURES NEED TO BE PROVIDED WHEREVER REQUIRED BY THE POWER OF ATTORNEY FORM.

1. You may authorise **only ONE** of the proposed proxies by **CIRCLING the number preceding the name of the proxy** that you would like to represent you. If you have not circled any number preceding the proxy's name, but have completed all other elements of the Power of Attorney required for it to be valid, it shall be deemed that you have selected the first proxy on the list, Andrej Kleindienst, General Manager of Area Branch Severovzhodna Slovenija. Should you circle several numbers preceding the proxies' names, it shall be deemed that you have selected the first proxy circled.
2. The Power of Attorney also provides for the possibility to vote on potential counterproposals made by the shareholders. If you would like your proxy to **vote AGAINST** all counterproposals on your behalf, please **circle the word "I AGREE"** or leave the field **empty**. If you would like your proxy **NOT TO VOTE on the counterproposals** on your behalf, circle **"I DO NOT AGREE"** and your **vote will count as an ABSTENTION**.
3. At the bottom of the REGISTRATION AND POWER OF ATTORNEY, please **write down the date** on the line provided and add your **handwritten signature**.
4. Power of Attorney for representation of minors or persons with no contractual capacity shall be completed by their legal representative or custodian.
5. **By completing the general Power of Attorney, you have authorised your proxy to vote FOR all the resolutions proposed by the Management Board of NLB d.d. and/or Supervisory Board of NLB d.d. You should only complete the section "PROPOSED RESOLUTIONS AND VOTING INSTRUCTIONS" if you want your proxy to vote differently for an individual proposed resolution. In this case either circle the word "FOR" or the word "AGAINST" under every proposed resolution and add your handwritten signature. This way you instruct your proxy to vote FOR or AGAINST the proposed resolution. Should you not circle any option, circle**

both options, or fail to put your signature under any of the proposed resolutions by the Management Board of NLB d.d. and/or Supervisory Board of NLB d.d, your vote under this resolution will count as a vote FOR.

6. Power of Attorney may be cancelled in writing at any point in time. You are kindly requested to inform us of cancellation in writing to our address NLB d.d., Sekretariat, Trg republike 2, 1000 Ljubljana, or upon registration to the 36th General Meeting of NLB d.d.
7. On the basis of this REGISTRATION AND POWER OF ATTORNEY you may attend the meeting in person but in this case you need to decide upon registration whether you would like your proxy to vote on the basis of the Power of Attorney or you will cast your votes on your own. Should you wish to vote by yourself, you must cancel the Power of Attorney when registering to the 36th General Meeting of NLB d.d.

The completed Registration and Power of Attorney form must arrive in the attached envelope to NLB d.d., Sekretariat, Trg republike 2, 1000 Ljubljana, Slovenia, by no later than **Thursday, 10 June 2021 inclusive**.

Should you need any help when completing the Power of Attorney, please send your questions to the following e-address: Skupscina2020@nlb.si

Registration and power of attorney

Name and surname / firm

[BAR code]

Address

I hereby confirm my attendance at the 36th General Meeting of Nova Ljubljanska banka d.d., Ljubljana, which will be held on 14 June 2021, starting at 11:00 (start of registration at 10:30), at the following address: CANKARJEV DOM, kulturni in kongresni center, Prešernova cesta 10, Ljubljana, and as Electronic General Meeting without the physical presence of Shareholders by electronic means via web portal <https://skupscine.ixtlan.si/nlb.html> ("Electronic General Meeting"), with the possibility of registration to access digital environment at 10:00 a.m., with the following Agenda:

1. Opening, establishment of quorum and election of the Chair of the General Meeting of NLB d.d.
2. Presentation of the NLB Group 2020 Annual Report ("Annual report 2020"), the Report of the Supervisory Board of NLB d.d. on the results of the Examination of the NLB Group Annual Report 2020 ("Report of the Supervisory Board of NLB d.d.") and Information on the Income of the Management Board of NLB d.d. and Supervisory Board of NLB d.d. Members in 2020 ("Information on the Income")
3. Decision on the allocation of distributable profit for 2020 and granting a discharge from liability to the Management Board of NLB d.d. and Supervisory Board of NLB d.d.
4. Internal Audit Report for 2020 and Opinion of the Supervisory Board of NLB d.d.
5. Amendments and Supplements to the Articles of Association of Nova Ljubljanska banka d.d., Ljubljana
6. Election of Member of the Supervisory Board of NLB d.d.
7. Report on Nomination and Termination of the Term of Office of Supervisory Board Members of NLB d.d. that are Workers' Representatives
8. Report of the Management Board of NLB d.d. for the General Meeting of NLB d.d. on the reasons for and purpose of the acquisition, the total number, the minimum issue price and share of acquired shares and the value of acquired shares of NLB d.d.

and I hereby authorize the proxy (circle the number before the name and surname of one of the proxies stated below)

1. Andrej Kleindienst, date of birth 8/3/1962, General Manager of Area Branch Severovzhodna Slovenija,
2. Tanja Ahlin, date of birth 11/8/1970, General Manager of Retail Network,
3. Lučana Krmac, date of birth 24/6/1961, General Manager of Area Branch Jugoahodna Slovenija,

to exercise the voting right on my behalf at the 36th General Meeting of NLB d.d. in relation to the ordinary registered shares of NLB d.d., registered in my name in the central register of uncertificated securities with the Central Securities Clearing Corporation (Slov. KDD d.o.o.) at the end of the seventh day prior to the day of the General Meeting, i.e. 7/6/2021, by voting FOR all the resolutions proposed by the Management Board of NLB d.d. and/or the Supervisory Board of NLB d.d. unless I provide different instructions below. The resolutions proposed by the Management Board of NLB d.d. and/or Supervisory Board of NLB d.d. are in accordance with the NLB Strategy and NLB Policy and both said bodies are convinced that they are in the best interest of NLB d.d. Further information is available in the meeting material for the 36th General Meeting of NLB d.d. at the NLB website <https://www.nlb.si/general-meetings-in-year-2021> and at the registered seat of the company, Trg republike 2, 1000 Ljubljana, Secretariat Department, every work day from 9:00 to 12:00, from the publication date of the General Meeting Convocation up to and including the date of the General Meeting. Shareholders who wish to take a look at the General Meeting materials at the company's registered seat must due to Covid-19 arrange for a meeting in advance and call telephone number +386 1 470 70 33 (every work day from 9:00 to 11:00) or via email Skupscina2021@nlb.si.

In the event of possible counterproposals by shareholders, I hereby give power of attorney to the proxy to vote **AGAINST** them:

I AGREE

(circle the correct option)

I DO NOT AGREE

(shareholder's signature)

If you circle "**I DO NOT AGREE**" for voting on potential counterproposals, your proxy **will not vote** on the counterproposal on your behalf and your vote under this item will not be accounted for in the total number of voting shares.

If you do not circle **anything or you circle "I AGREE"** for voting on the counterproposals, your proxy will **vote AGAINST** the counterproposal on your behalf, as we are convinced that the Management Board of NLB d.d. and/or the Supervisory Board of NLB d.d. submitted such proposals that are in the best interest of NLB d.d. On the counterproposal submitted by the Slovenian Sovereign Holding on behalf of the Republic of Slovenia in relation to the item 6 of the Convocation of the General Meeting of NLB d.d., the proxy will vote as stated above unless you circle below under the counterproposal how you would like to proxy to vote.

This Power of Attorney only applies to the 36th General Meeting of NLB d.d..

By signing this Power of Attorney, I state that I am fully aware that NLB d.d. will process my data from this Power of Attorney and the share register on the grounds of statutory provisions for the purpose of conducting the 36th General Meeting of NLB d.d. More information about the processor of personal data and the rights of an individual regarding the protection of personal data is available at <https://www.nlb.si/varstvo-osebni-podatkov>.

By signing this Power of Attorney, I revoke any powers of attorney for representation at the 36th General Meeting of NLB d.d. given prior to the date of this Power of Attorney.

ATTENTION!

On _____
(date required)

(shareholder's or his legal representative's signature)

If you AGREE that your proxy votes FOR all the proposed resolutions of the Management Board of NLB d.d. and/or the Supervisory Board of NLB d.d., you DO NOT have to complete the Power of Attorney under relevant items of the agenda / proposed resolutions in the PROPOSED RESOLUTIONS AND VOTING INSTRUCTIONS.

If you DO NOT AGREE that the proxy votes FOR all the proposed resolutions of the Management Board of NLB d.d. and/or the Supervisory Board of NLB d.d., please indicate below how you wish the proxy to vote under each proposed resolution separately. Under each item, circle either FOR or AGAINST and add your handwritten SIGNATURE. If you do not express your will under any of the proposed resolutions by the Management Board of NLB d.d. and/or Supervisory Board of NLB d.d. in the manner referred to in the preceding sentence, your vote will be considered as a vote FOR (if you do not circle any of the options available, if you circle both options, or if you do not put your handwritten signature on the line provided).

PROPOSED RESOLUTIONS AND VOTING INSTRUCTIONS

Item 1: Opening, establishment of quorum and election of the Chair of the General Meeting of NLB d.d.

Proposed resolution

Mr. Matej Kavčič, attorney at law, is hereby elected Chair of the General Meeting of NLB d.d.

The shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

Item 2: Presentation of the NLB Group 2020 Annual Report ("Annual Report 2020"), the Report of the Supervisory Board of NLB d.d. on the results of the Examination of the NLB Group Annual Report 2020 ("Report of the Supervisory Board of NLB d.d.") and the Information on the Income of the Management Board of NLB d.d. and Supervisory Board of NLB d.d. Members in 2020 ("Information on the Income")

Proposed resolution

The General Meeting of NLB d.d. hereby acknowledges the adopted Annual Report 2020, Report of the Supervisory Board of NLB d.d. and Information on the Income.

This item of the agenda is for information only. Voting is not required.

Item 3: Decision on the allocation of distributable profit for 2020 and granting a discharge from liability to the Management Board of NLB d.d. and Supervisory Board of NLB d.d.

Proposed resolution

3.1 The distributable profit of NLB d.d. as at 31 December 2020 amounts to EUR 341,992,219.43 and consists of net profit for 2020 in the amount of EUR 113,952,339.70 and retained earnings from previous financial years in the amount of EUR 228,039,879.73.

The distributable profit in the amount of EUR 341,992,219.43 shall be allocated as follows:

1. Part 1 in the total amount of EUR 24,800,000.00 shall be paid to the Shareholders as dividends in two instalments, i.e.:
 - 1.1. The first instalment in the total amount of EUR 12,000,000.00, which is EUR 0.60 per share, shall be paid on 22 June 2021 to the persons who are registered as the Shareholders of NLB d.d. with the Central Securities Clearing Corporation on the day that is 5 working days after the day of the General Meeting that adopted this resolution (21 June 2021, Cut-Off Day 1);

- 1.2. The second instalment in the total amount of EUR 12,800,000.00, which is EUR 0.64 per share, shall be paid on 18 October 2021 to the persons who are registered as Shareholders of NLB d.d. with the Central Securities Clearing Corporation on the day 15 October 2021 (Cut-Off Day 2), under the suspensive condition that the NLB d.d. prior to 11 October 2021 does not publish, in the manner prescribed for the publication of controlled information, a notice stating that the Management Board of NLB d.d. has partially or completely cancelled the payment of the second dividend instalment;
2. Part 2 in the amount of EUR 317,192,219.43, potentially increased by a part of the second dividend instalment not paid to the Shareholders due to the cancellation of the dividend payment, remains undistributed and represents retained earnings

The Management Board of NLB d.d. is entitled and obliged to partially or completely cancel the payment of the second dividend instalment and thereby partially reduce the total amount of distributable profit intended for the payment of dividends only if the payment or assumption of the obligation to pay the second dividend instalment were contrary to the regulations.

With regard to the first dividend instalment, the day of announcement of the corporate action to the Central Securities Clearing Corporation system members is the first working day after the close of session of the General Meeting at which this resolution was adopted (15 June 2021) and the day without entitlement is the last working day prior to Cut-Off Date 1 (18 June 2021).

If the payment of the second dividend instalment is not cancelled, the day of announcement of the corporate action to the Central Securities Clearing Corporation system members in relation to the second dividend instalment is 11 October 2021, and the day without entitlement is the last business day prior to Cut-Off Day 2 (14 October 2021).

The shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

Proposed resolution

3.2 Management Board of NLB d.d. composed of:

- Blaž Brodnjak, CEO,
- Archibald Kremser, member,
- Peter Andreas Burkhardt, member,
- Petr Brunclík, member,

is hereby granted a discharge from liability for the financial year 2020.

The shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

Proposed resolution

3.3 The Supervisory Board of NLB d.d. composed of:

- Primož Karpe, Chairman,
- Andreas Klingen, Vice Chairman,
- David Eric Simon, member,
- Peter Grožnik, member,
- Mark William Lane Richards, member,
- Shrenik Dhirajlal Davda, member,
- Gregor Rok Kastelic, member,
- Verica Trstenjak, member,
- Sergeja Kočar, member,
- Bojana Šteblaj, member,
- Janja Žabjek Dolinšek, member,

is hereby granted discharge for the business year 2020.

The shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

Item 4: Internal Audit Report for 2020 and Opinion of the Supervisory Board of NLB d.d.

Proposed resolution

The General Meeting of Shareholders of NLB d.d. hereby acknowledges the adopted Annual Report of the Internal Audit for 2020 and the positive opinion of the Supervisory Board of NLB d.d. granted with the resolution passed on 18 February 2021.

This item of the agenda is for information only. Voting is not required.

Item 5: Amendments and Supplements to the Articles of Association of Nova Ljubljanska banka d.d., Ljubljana

Proposed resolution

The General Meeting of NLB d.d. hereby adopts the amendments and supplements to the Articles of Association of Nova Ljubljanska banka d.d., Ljubljana as follows:

1. the first paragraph of Article 12 is changed, so that the said paragraph now reads: "Taking into account the class of their shares, only Shareholders who are registered in the Share Register kept by KDD d.o.o., as at the end of the seventh day prior to the General Meeting of the Bank, or their legal representatives or authorised persons who present a written power of attorney can attend the General Meeting and vote, provided that they make their intention to participate in the General Meeting of the Bank and vote known in due time, i.e. at least at the end of the fourth day prior to the General Meeting of the Bank, with a declaration of the total number of their shares."
2. the eighth indent of the first paragraph of Article 19 is changed, so that the said indent now reads: "- the remunerations and participation of members of the Management Board of the Bank and the employees of the Bank in the profits of the Bank,"
3. the first paragraph of Article 21 is changed, so that the said paragraph now reads: "The term of office of members of the Supervisory Board of the Bank shall begin on the date of effect of the appointment (beginning of the term of office) and last until the end of the Bank's Annual General Meeting of Shareholders which decides on the use of accumulated profit for the fourth business year since they have begun their term of office, unless otherwise stipulated at the time of appointment of individual members. In this context, the first year shall be deemed the business year in which the members of the Supervisory Board of the Bank began their term of office."
4. in the second paragraph of Article 21 of the Slovene version of the text, the case of the word "odpovedni" is changed into "odpovednim". There is no change in the English translation. This paragraph reads: "Each member of the Supervisory Board of the Bank may prematurely resign her/his post with a period of notice of three months. A notice in writing shall be delivered to the Chair of the Supervisory Board of the Bank, and in the case of resignation of the latter to their Deputy and to the Management Board of the Bank. The notice period may be shorter than three months if so proposed by the resigning member of the Supervisory Board in his/her notice and subject to the approval of the Supervisory Board of the Bank."
5. the third paragraph of Article 30 is changed, so that the said paragraph now reads: "The Management Board of the Bank may, by written resolution, grant procuration to one or more persons, whereby the Bank shall be represented by two procurators jointly or by a procurator together with a member of the Management Board of the Bank. Procurators may be appointed for branches only. Procurators' powers can be revoked at any time. Appointment of procurators is subject to previous approval to be granted by the Supervisory Board of the Bank."
6. the first paragraph of Article 37 is supplemented, so that the said paragraph now reads: "All Shareholders of the Bank, employees of the Bank, members of the Management Board of the Bank and of the Supervisory Board of the Bank, of other committees and bodies of the Bank and other persons who either at or in connection with their work or in any other way become acquainted with a business secret of the Bank shall be under obligation to safeguard it, in accordance with the applicable regulation governing business secret."
7. the second, third, fourth and fifth paragraphs of Article 37 are deleted.

The shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

(circle the correct option)

AGAINST

_____ *(Shareholder's signature)*

Item 6: Election of Member of the Supervisory Board of NLB d.d.

Proposed resolution

On the day this Resolution is adopted, the General Meeting of NLB d.d. appoints Islam Osama Zekry as member of the Supervisory Board of NLB d.d., whose term of office shall be from the day of appointment (start of the term of office) and last until the close of the Annual General Meeting of NLB d.d. that decides on the allocation of distributable profit for the fourth financial year after he started the term of office, whereby the year in which he started the term of office counts as the first year.

The shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

On behalf of the Republic of Slovenia, the Slovenian Sovereign Holding submitted a counterproposal to the resolution proposed by the Supervisory Board of NLB d.d., on which the shareholders will vote before the proposal by the Supervisory Board of NLB d.d. in accordance with the ZGD-1 (Companies Act -1).

Proposed resolution

The General Meeting of Shareholders of NLB d.d. hereby appoints Dr. Peter Groznik member of the Supervisory Board of NLB d.d. as of the day this resolution is passed (beginning of the term of office) for the term of office as of the day of his election until the end of the Bank's Annual General Meeting of Shareholders where the use of distributable profit for the fourth business year since the beginning of the term of office shall be decided, whereby the first year shall be the year during which he began his term of office.

The shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

Item 7: Report on Nomination and Termination of the Term of Office of Supervisory Board Members of NLB d.d. that are Workers' Representatives

Proposed resolution

The General Meeting of NLB d.d. acknowledges nominations and termination of the terms of office of Supervisory Board Members who are workers' representatives, namely that:

1. On 17 June 2020 the NLB Works Council nominated Petra Kakovič Bizjak, Sergeja Kočar and Bojana Šteblaj as members of the Supervisory Board of NLB d.d.,
2. On 1 September 2020 Petra Kakovič Bizjak tendered in her irrevocable resignation, which the NLB Works Council acknowledged and on these grounds her term of office in the Supervisory Board of NLB d.d. terminated on 10 September 2020,
3. On 20 November 2020 the NLB Works Council nominated Janja Žabjek Dolinšek as a member of the Supervisory Board of NLB d.d.,
4. On 22 January 2021 the NLB Works Council nominated Tadeja Žbontar Rems as a member of the Supervisory Board of NLB d.d.

This item of the agenda is for information only. Voting is not required.

Item 8: Report of the NLB Management Board of NLB d.d. for the General Meeting of NLB d.d. on the reasons for and the purpose of the acquisition, the total number, the minimum issue price and share of acquired shares and the value of acquired shares of NLB d.d.

Proposed resolution

The General Meeting of NLB d.d. hereby acknowledges the adopted Report of the Management Board of NLB d.d. for the General Meeting of NLB d.d. on the reasons for and the purpose of acquisition, the total number, the minimum issue price and share of acquired shares and the value of acquired shares of NLB d.d.

This item of the agenda is for information only. Voting is not required.