



Material

for the 38th General Meeting of NLB d.d.
on 20 June 2022

PUBLICATION OF AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT 38th GENERAL MEETING OF NLB d.d.

Pursuant to Article 295 of the Companies Act (ZGD-1) and Article 13 of the Articles of Association of Nova Ljubljanska banka d.d., Ljubljana ("Articles of Association"), the Management Board of NLB d.d. hereby convenes

38th General Meeting of NLB d.d., Trg republike 2, 1000 Ljubljana,

which will be held in Ljubljana, on 20 June 2022, starting at 11 a.m. and the registration starting at 10:30 a.m., at the 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" or "EGM"), with the possibility of registration to access digital environment at 10:00 a.m.,

with the following agenda:

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

The Management Board of NLB d.d. and Supervisory Board of NLB d.d. propose that the following resolution be adopted:

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

Item 2: Presentation of the NLB Group 2021 Annual Report ("Annual Report 2021"), the Report of the Supervisory Board of NLB d.d. on the results of the examination of the NLB Group Annual Report 2021 ("Report of the Supervisory Board of NLB d.d."), the Report on remunerations for the business year 2021 ("Report on remuneration") and the Additional information to the Report on remuneration for the business year 2021 on the basis of SSH's Baselines ("Additional Report on remuneration")

2.1. The General Meeting of NLB d.d. hereby acknowledges the adopted Annual Report 2021, Report of the Supervisory Board of NLB d.d. and Additional Report on remuneration.

The Management Board of NLB d.d. and Supervisory Board of NLB d.d. propose that the following resolution be adopted:

2.2. The General Meeting of Shareholders of NLB d.d. hereby confirms the Report on remuneration and the voting on this resolution is considered of a consultative nature.

Item 3: Decision on the allocation of distributable profit for 2021 and granting a discharge from liability to the Management Board of NLB d.d. and Supervisory Board of NLB d.d.

The Management Board of NLB d.d. and Supervisory Board of NLB d.d. propose that the following resolutions be adopted:

3.1. The distributable profit of NLB d.d. as at 31 December 2021 amounts to EUR 458,266,602.05 and consists of net profit for 2021 in the amount of EUR 208,421,094.37, the transfer of valuation gains upon the derecognition of

equity financial instruments measured at fair value through other comprehensive income in the amount of EUR 53,288.25 and retained earnings from previous financial years in the amount of EUR 249,792,219.43.

The distributable profit in the amount of EUR 458,266,602.05 shall be allocated as follows:

- the part in total amount of EUR 50,000,000.00 shall be paid out to the shareholders as dividend, which amounts to EUR 2.50 gross per share; dividends shall be paid on 28 June 2022 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 (27 June 2022, Cut-Off Day);
- the part in the amount of EUR 408,266,602.05 shall remain undistributed and become part of the profit brought forward.

With regard to the dividend payment, 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 (21 June 2022) and the day without entitlement is the last working day prior to Cut-Off Date (24 June 2022).

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

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

is hereby granted a discharge from liability for the financial year 2021.

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

- Primož Karpe, Chairman,
- Andreas Klingen, Vice Chairman,
- David Eric Simon, member,
- Mark William Lane Richards, member,
- Shrenik Dhirajlal Davda, member,
- Gregor Rok Kastelic, member,
- Verica Trstenjak, member,
- Islam Osama Bahgat Zekry, member,
- Sergeja Kočar, member,
- Bojana Šteblaj, member,
- Janja Žabjek Dolinšek, member,
- Tadeja Žbontar Rems, member,

is hereby granted a discharge from liability for the financial year 2021.

Item 4: Internal Audit Report for 2021 and Opinion of the Supervisory Board of NLB d.d.

The General Meeting of Shareholders of NLB d.d. hereby acknowledges the adopted annual Internal Audit Report for 2021 and the positive opinion of the Supervisory Board of NLB d.d. granted with the resolution passed on 24 February 2022.

Item 5: The Articles of Association of NLB d.d.

The Management Board of NLB d.d. and Supervisory Board of NLB d.d. propose that the following resolution be adopted:

The General Meeting of Shareholders of NLB d.d. hereby adopts amendments to the Articles of Association of NLB d.d. as stated in attachment to this convocation.

Item 6: Appointment of the auditor for the financial years 2023, 2024, 2025 and 2026

The Supervisory Board of NLB d.d. proposes that the following resolution be adopted:

The auditing company KPMG Slovenija, d.o.o. is hereby appointed the auditor of NLB d.d. for the financial years 2023, 2024, 2025 and 2026.

Item 7: Adoption of the Policy on the provision of diversity of the management body and senior management

The Management Board of NLB d.d. and Supervisory Board of NLB d.d. propose that the following resolution be adopted:

The General Meeting of NLB d.d. hereby adopts the Policy on the provision of diversity of the management body and senior management.

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.

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.

With the exception of Item 6, which has been proposed by the Supervisory Board of NLB d.d., all other Items have been proposed by the Management Board of NLB d.d. and Supervisory Board of NLB d.d. Items 2.1., 4, and 8 of the Agenda are for information only.

Material

The proposed resolutions with explanations and other materials for the General Meeting are available to the Shareholders for review at the Company's registered office at Trg republike 2, 1000 Ljubljana, Secretariat, every working day from 9 a.m. to 12 noon, from the day the General Meeting Convocation was published up to and including the day when the General Meeting takes place, and are also available on the website <https://www.nlb.si/general-meetings>, which also provides detailed information on the Shareholders' rights in accordance with the second indent of the second paragraph of Article 296 of the Companies Act. This Publication is also published in the SEOnet electronic notification system of the Ljubljana Stock Exchange, on London Stock Exchange (Regulatory News Service) and the AJPES website. The Shareholders who would wish to see the resolutions together with the grounds and other materials for the General Meeting at the Company's headquarters are required to make an appointment, due to the preventive measures against the SARS-CoV-2 ("COVID-19"), on the phone number + 386 (0)1 470 70 33 (available every working day between 9 a.m. and 11 a.m.) or by e-mail at Skupscina2022@nlb.si.

Conditions for participation

Those Shareholders who are registered in the central register of dematerialised securities kept by KDD - Central Securities Clearing Corporation, LLC., as at the end of the seventh day prior to the General Meeting, i.e. 13 June 2022 ("the cut-off date"), or their legal representatives or proxies who shall present a written power of attorney, can attend the General Meeting and vote. If an intermediary who is not a final shareholder is entered in the central register as a shareholder, shareholders may exercise their voting right on the basis of the proof from the second paragraph of Article 235.č of the ZGD-1, from which it follows who is the final shareholder on the cut-off date.

The attendance must be communicated to the Company's Management Board on the written application form that must be sent to the Company's registered office at least by the end of the fourth day prior to the General Meeting. The applications shall be accepted as timely if they are sent to the Company's registered office (Trg republike 2, 1000 Ljubljana), addressed to the Secretariat, by the end of the fourth day prior to the General Meeting, i.e. 16 June 2022. The Shareholder, who sends the application in a correct and timely manner, accepts and agrees with the Electronic General Meeting Application, Participation and Voting Rules ("Rules"), available at <https://www.nlb.si/general-meetings>. The Shareholder who wishes to participate in the EGM must explicitly state (select) this option in the application for the General Meeting, also stating his e-mail address, to which information needed to access the web portal or digital environment for conducting the EGM will be sent, and phone number to

which a text message (sms) can be sent to the Shareholder or his proxy and video-electronic identification can be performed in accordance with the Rules in the period between 16 and 17 June 2022 from 9 a.m. to 4 p.m. The legal representatives of Shareholders who will attend the General Meeting by physical presence at the venue, must, on the day of the General Meeting, present a public document wherefrom it is evident that they have the right to act as a Shareholder's representative; the document in question must not be older than three days; and the legal representatives of Shareholders who will attend the EGM, must present this public document upon video identification laid down in the Rules, unless their entitlement to representation is evident from the Slovenian Business Register (AJPES). The registration form for participating in the General Meeting ("Registration of Participation in the General Meeting") is available at <https://www.nlb.si/general-meetings>. The Company shall process personal data in accordance with the applicable rules. Detailed information on this and the rights of an individual is available at <https://www.nlb.si/varstvo-osebni-podatkov>.

Supplements to the agenda

The Shareholders whose total interest accounts for at least one-twentieth of the share capital may, after the publication of the Convocation, make a written request to add an item to the agenda. Enclosed to the request must be a written proposed resolution to be decided upon by the General Meeting or an explanation of the item on the agenda if no resolution is adopted in relation to such item by the General Meeting. The Shareholders who meet the conditions for making a request to add an item to the agenda must send the respective request to the Company within seven days after the publication of the Convocation of the General Meeting.

Shareholders' proposals

The Shareholders may submit written proposals for resolutions to each item on the agenda, in compliance with Article 300 of the Companies Act ("the counterproposal"). A counterproposal shall be published and communicated in the manner laid down in Article 296 of the Companies Act, but only if the Shareholder sends to the Company a proposal for publication in compliance with Article 300 of the Companies Act within seven days after the publication of the Convocation of the General Meeting.

Right to be informed

During the General Meeting, the Shareholders can exercise their right to be informed in compliance with the first paragraph of Article 305 of the Companies Act.

Information on the procedure for exercising the right through a proxy

The Shareholders may exercise their voting right also through a proxy after they have signed and submitted a written form ("Power of Attorney") which is available at the website <https://www.nlb.si/general-meetings> and sent it to the Company's registered office by the end of the fourth day prior to the General Meeting, i.e. 16 June 2022. The Power of Attorney may be submitted to the Company via e-mail by the same deadline as applicable to the written form, namely by sending an attached scan of the Power of Attorney to the following e-mail: Skupscina2022@nlb.si; it must contain a handwritten signature of the natural person and in the case of legal persons a handwritten signature of the legal representative and stamp of the legal person, if used. The Company shall reserve the right to verify the identity of the Shareholder or the person who has authorised another person and sent a Power of Attorney via email, as well as authenticity of his signature.

An intermediary (such as holders of fiduciary accounts in respect of shares not belonging to them, voting advisers and other persons exercising voting rights on behalf of a shareholder by proxy as their activity) may exercise or entrust the exercise of voting rights for shares not belonging to them, only if authorised to do so in writing by the shareholder. The intermediary must ensure the verifiability of the authorisation. The intermediary shall submit a power of attorney to the company if they attend the General Meeting in the name and on behalf of the shareholder and exercise voting rights.

Use of electronic media for sending additional items on the agenda and counterproposals

Any requests for an additional item on the agenda and proposed resolutions and voting proposals sent to the Company via e-mail at the address Skupscina2022@nlb.si must be sent as an attached scan and must contain a handwritten signature of the natural person and in the case of legal persons a handwritten signature of the legal representative and stamp of the legal person, if used. The Company shall reserve the right to verify the identity of

the of the Shareholder or the person who has authorised another person and sent a request or counterproposal via email, as well as authenticity of his signature.

Electronic General Meeting

The Shareholders may attend the General Meeting by being physically present at the venue where the General Meeting takes place or by electronic means without being physically present. The EGM will be carried out by way of real-time image and sound transmission for the entire General Meeting via a web portal or digital environment for conducting the EGM. The Shareholders will be able to exercise their participation, voting and other rights at the EGM in accordance with the Rules. The Company will strive to provide the Shareholders who attend the EGM with interpretation of the General Meeting from Slovenian into English and vice versa, but the Company does not give any guarantee and does not assume responsibility for the functioning and accessibility of the translation. The Company will provide the translation to the Shareholders physically present at the venue where the General Meeting will take place.

In the event of technical issues on the web portal where the EGM takes place, suspicion of data abuse or loss of PIN number, the Shareholder can call the following phone numbers: +386 (0)1 300 38 87, +386 (0)41 747 199, +386 (0)41 747 182.

If the Shareholder experiences technical issues in relation to the translation of the General Meeting, they can call +386 (0)41 707 114.

Recording of General Meeting

For the purpose of EGM the General Meeting will be recorded for the purpose of sound and image transmission in real time. The sound and image material of the course of the General Meeting will be used exclusively for transmission in real time and will not be stored. Recording may capture a Shareholder.

Share capital and number of voting rights

The share capital of NLB d.d. is EUR 200,000,000.00 divided in 20,000,000.00 no-par value shares from the same class with voting rights.

Call to the main Shareholders

In accordance with the Slovenian Corporate Governance Code, Section 8.2, the Company calls on all the main Shareholders, particularly the institutional investors and the state, to inform the public of their shareholding management policy for the Company, e.g. the voting policy, type and frequency of conducting management activities and the communication dynamics with the Management Board of NLB d.d. and the Supervisory Board of NLB d.d.

Other notices

The Company hereby informs the Shareholders that due to the measures adopted in connection with the COVID-19, it is possible that the General Meeting of NLB d.d. will not be held on the planned date. The Shareholders will be informed of potential cancellation of the General Meeting in the same way as they have been informed of its convocation.

The Shareholders are kindly asked to consistently follow all the measures for minimising the risk of infection with COVID-19 upon their arrival to the General Meeting in accordance with the applicable regulations and recommendations of the Public Institute for Public Health (NIJZ).

Ljubljana, 6 May 2022

Management Board of NLB d.d.



**GROUNDS FOR THE PROPOSED RESOLUTIONS
FOR THE 38th GENERAL MEETING OF NLB D.D.**

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

The Management Board of NLB d.d. and the Supervisory Board of NLB d.d.

hereby propose to the

General Meeting of NLB d.d.
to discuss and pass the following

proposed resolution under Item 1

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

Grounds

In accordance with the Companies Act and the Articles of Association of Nova Ljubljanska banka d.d., Ljubljana ("Articles of Association"), the Management Board of NLB d.d. hereby convenes the General Meeting of NLB d.d. It had invited Notary Public Miro Košak from Ljubljana to participate, and the latter accepted the invitation and confirmed his attendance.

In accordance with the fourth paragraph of Article 12 of the Articles of Association, the Management Board of NLB d.d. convenes this General Meeting as a General Meeting at which the Shareholders will be physically present and as an Electronic General Meeting, which the Shareholders attend by electronic means via the web portal.

The second paragraph of Article 292 of the Companies Act stipulates that members of the Management Board and Supervisory Board may attend the General Meeting, even if they are not Shareholders, whereby the Articles of Association or the Rules of Procedure of the General Meeting determine when they may participate in the General Meeting via video and audio transmission. At their meeting on 15 June 2020, the Shareholders regulated this possibility in the Rules of Procedure of the General Meeting of NLB d.d.

The technical rules for conducting the electronic General Meeting are included in the Rules, which were adopted by the Management Board of NLB d.d. and are part of the convocation of this General Meeting.

The Management and Supervisory Boards are obliged to propose to the General Meeting adoption of General Meeting resolutions in accordance with the Companies Act. Pursuant to Article 17 of the Articles of Association, the General Meeting of NLB d.d. shall elect its Chair at the General Meeting of NLB d.d. The Management Board of NLB d.d. and the Supervisory Board of NLB d.d. hereby propose to the General Meeting of NLB d.d. to elect Matej Kavčič, attorney at law from the Law Firm Kavčič, Bračun in partnerji, o.p., d.o.o. Chair of the General Meeting of NLB d.d.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

2. Item on the agenda: **Presentation of the NLB Group 2021 Annual Report (“Annual Report 2021”), the Report of the Supervisory Board of NLB d.d. on the results of the examination of the NLB Group Annual Report 2021 (“Report of the Supervisory Board of NLB d.d.”), the Report on remunerations for the business year 2021 (“Report on remuneration”) and the Additional information to the Report on remuneration for the business year 2021 on the basis of SSH’s Baselines (“Additional Report on remuneration”)**

Management Board of NLB d.d. and Supervisory Board of NLB d.d.

hereby inform the

General Meeting of NLB d.d.
of the following

2.1. The General Meeting of NLB d.d. hereby acknowledges the adopted Annual Report 2021, the Report of the Supervisory Board of NLB d.d. and the Additional Report on remuneration.

The Management Board of NLB d.d. and the Supervisory Board of NLB d.d.

hereby propose to the

General Meeting of NLB d.d.
to discuss and pass the following

proposed resolution under Item 2.2.

2.2. The General Meeting of Shareholders of NLB d.d. hereby confirms the Report on remuneration and the voting on this resolution is considered of a consultative nature.

Grounds

Pursuant to the applicable Companies Act, the General Meeting of NLB d.d. hereby acknowledges the discussed item on the agenda, i.e. the adopted Annual Report 2021, the Report of the Supervisory Board of NLB d.d.

In 2021, the Supervisory Board of NLB d.d. supervised the operations of NLB d.d. and the NLB Group in the scope of authorisations and powers specified in the statutory provisions and the Articles of Association.

Pursuant to the provisions of Article 282 of the Companies Act, the Supervisory Board of NLB d.d. compiled the Report of the Supervisory Board of NLB d.d. which is intended for the General Meeting of NLB d.d. The Supervisory Board of NLB d.d. passed this Report at its 3rd regular meeting held on 14 April 2022, by which it approved the company's Annual Report 2021 in the form submitted to it by the Management Board of NLB d.d.

Pursuant to Article 294.b of the Companies Act, a company whose securities are traded on a regulated market must prepare a clear and comprehensible report on remuneration, which includes a comprehensive overview of remuneration, including all benefits in any form provided or owed to an individual member of the management and supervisory body and executive director in the last business year, in accordance with the remuneration policy of the management and supervisory bodies and executive directors which has to be formed by this company in accordance with Article 294.a of Companies Act.

An auditor must review the report on remuneration and must prepare a report on this. The auditor's report is an attachment to the report on remuneration.

In accordance with the above, NLB d.d. prepared the Report on remuneration, which was confirmed by the Supervisory Board of NLB d.d. on 14 April 2022. The auditor's report is attached to the Report on remuneration.

The report on remuneration is submitted to the general meeting of a company in the same way as the annual report. The general meeting of a company has the right to a consultative vote on the report on remuneration for the last business year and thus the Management Board of NLB d.d. and the Supervisory Board of NLB d.d. propose to the General Meeting of Shareholders of NLB d.d. to confirm the Report on remuneration, whereby the vote on the proposed resolution is of a consultative nature.

In addition, on the basis of the Platform of SSH for voting on AGMs for 2022 (Izhodišča Slovenskega državnega holdinga, d.d., za glasovanje na skupščinah družb v letu 2022), NLB d.d. also prepared the Additional Report on remuneration. The Management Board of NLB d.d. and the Supervisory Board of NLB d.d. are informing the General Meeting of Shareholders of NLB d.d. of the Additional Report on remuneration.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

Attachments:

1. NLB Group Annual Report 2021
2. Report of the Supervisory Board of NLB d.d. on the results of the examination of the NLB Group Annual Report 2021
3. Report on remunerations for the business year 2021
4. Additional information to the Report on remuneration for the business year 2021 on the basis of SSH's Baselines

3. Item on the agenda: Decision on the allocation of distributable profit for 2021 and granting a discharge from liability to the Management Board of NLB d.d. and Supervisory Board of NLB d.d.

Management Board of NLB d.d. and Supervisory Board of NLB d.d.

hereby propose to the

General Meeting of NLB d.d.
to discuss and pass the following

proposed resolution under Item 3

3.1. The distributable profit of NLB d.d. as at 31 December 2021 amounts to EUR 458,266,602.05 and consists of net profit for 2021 in the amount of EUR 208,421,094.37, the transfer of valuation gains upon the derecognition of equity financial instruments measured at fair value through other comprehensive income in the amount of EUR 53,288.25 and retained earnings from previous financial years in the amount of EUR 249,792,219.43.

The distributable profit in the amount of EUR 458,266,602.05 shall be allocated as follows:

- the part in total amount of EUR 50,000,000.00 shall be paid out to the shareholders as dividend, which amounts to EUR 2.50 gross per share; dividends shall be paid on 28 June 2022 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 (27 June 2022, Cut-Off Day);
- the part in the amount of EUR 408,266,602.05 shall remain undistributed and become part of the profit brought forward.

With regard to the dividend payment, 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 (21 June 2022) and the day without entitlement is the last working day prior to Cut-Off Date (24 June 2022).

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

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

is hereby granted a discharge from liability for the financial year 2021.

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

- Primož Karpe, Chairman,
- Andreas Kligen, Vice Chairman,
- David Eric Simon, member,
- Mark William Lane Richards, member,
- Shrenik Dhirajlal Davda, member,
- Gregor Rok Kastelic, member,
- Verica Trstenjak, member,
- Islam Osama Bahgat Zekry, member,
- Sergeja Kočar, member,
- Bojana Šteblaj, member,
- Janja Žabjek Dolinšek, member,
- Tadeja Žbontar Rems, member,

is hereby granted a discharge from liability for the financial year 2021.

Grounds

In accordance with the provisions laid down in the Companies Act, the General Meeting has decided on the allocation of distributable profit on the basis of the Audited Annual Report 2021 approved by the NLB Supervisory Board at their 3th ordinary meeting on 14.4.2022

The impact of the Covid-19 pandemic and the war in Ukraine have been key external events in recent years, which have also affected the NLB Group's operations. Their impact on business has been direct - work from home, moratoriums, incentives for the economy and occasional lockdowns of parts of the economy, and even more so indirect - rising raw material and energy prices, interrupted and occasionally severed supply chains, higher inflation and by consequence increased volatility on capital markets. In such circumstances, the NLB Group continued to perform well and continued with pursuit of its intention to pay out to investors cumulatively more than EUR 300 million in 2021, 2022 and 2023.

In 2021, due to dividend payment restrictions that were in force for most of the year, the Bank paid out EUR 92.2 million in dividends in three tranches, thus realizing the first part of the announced capital repayment. The Bank estimates that the semi-annual payment of dividends would enable the optimal pursuit of several goals, including: diversification of investors' interest in shares over time, increase of Bank's flexibility in capital adequacy planning, allowing for more liquid asset managing options. Therefore, the Bank plans to pay out dividends twice a year this year as well as in the future.

The Bank is aware of the importance of dividend payments as the chosen method of returning capital to owners, so it intends to continue to communicate planned dividend payments in a clear, reasoned, and timely manner. The proposed change in the frequency of pay-outs does not in any way alter the Bank's intention to pay out EUR 100 million in 2022, at the same time allowing corporate actions to be adjusted to market conditions at a given time.

NLB Management Board and NLB Supervisory Board propose to the General Meeting the payment of dividends of EUR 50 million. In addition, the shareholders shall decide on the payment of the remaining EUR 50 million at a new General Meeting, presumably in the last quarter of 2022. The planned EUR 100 million for dividend payment from the profit generated in 2021 is not included in the capital base and the payment will not affect the NLB Group capital ratios.

In line with Article 294 of the Companies Act, the General Meeting also decides about the granting of discharge from liability to the Management Board and Supervisory Board for their work in the past business year. The General Meeting decides on the granting of discharge to the management and supervisory bodies, namely in the composition as at the moment of deciding at the General Meeting. Therefore, the General Meeting of NLB d.d. is hereby proposed to grant a discharge from liabilities to the Management Board of NLB d.d. and the Supervisory Board of NLB d.d. who performed this function in 2021 and still perform this function at the moment when General Meeting takes place.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

4. Item on the agenda: **Internal Audit Report for 2021 and Opinion of the Supervisory Board of NLB d.d.**

Management Board of NLB d.d. and Supervisory Board of NLB d.d.

hereby inform the

General Meeting of NLB d.d.
of the following

The General Meeting of Shareholders of NLB d.d. hereby acknowledges the adopted annual Internal Audit Report for 2021 and the positive opinion of the Supervisory Board of NLB d.d. granted with the resolution passed on 24 February 2022.

Grounds

This is an informative item on the agenda which is, according to the Companies Act and the Banking Act (ZBan-3), not voted on by the General Meeting of Shareholders.

Article 164 of the Banking Act stipulates that the Internal Audit Department must formulate an annual report on internal auditing and submit it to the Management Board and the Supervisory Board. Article 50 of the Banking Act further stipulates that the members of the Supervisory Board explain to the General Meeting their opinion on the Internal Audit's Annual Report.

At its 2nd regular meeting held on 24 February 2022 the Supervisory Board of NLB d.d. discussed and approved the Internal Audit's Report for 2021.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

Attachments:

1. Internal Audit Report for 2021
2. Resolution of the Supervisory Board of NLB d.d. of 24 February 2022.

5. Item on the agenda: **The Articles of Association of NLB d.d.**

Management Board of NLB d.d. and Supervisory Board of NLB d.d.

hereby propose to the

General Meeting of NLB d.d.
to discuss and pass the following

proposed resolution under Item 5

The General Meeting of Shareholders of NLB d.d. hereby adopts amendments to the Articles of Association of NLB d.d. as stated in attachment to this convocation.

Grounds

Proposed amendments to the Articles of Association of NLB d.d. are presented in the form of clarifications to individual articles below and the document Articles of Association of NLB d.d. with visible changes, attached to this clarification.

The title of the document has changed so that the abbreviated form of the firm name is used and now reads Articles of Association of NLB d.d. Most of the proposed amendments to the Articles of Association of NLB d.d. account for style-related, editing and terminological corrections of the text and deletion of provisions governed by the regulations. We observed to the maximum possible extent the statutory guideline that only the contents where the law permits that the shareholders regulate certain institutes in the way that they follow the best interests of the company are regulated by the Articles of Association. The only exception to this rule is regulation of the proposed Article 20 of Articles of Association of NLB d.d. (Article 24 of the wording of Articles of Association now in force), laying down the powers of the General Meeting, where a uniform wording is kept, i.e. including the powers arising from the applicable regulations. The amendments do not affect the existing rights of the bank's bodies and shareholders.

Proposed amendments by articles are as follows:

1.) Article 1 *Goals, Firm Name and Registered Office of the Bank*

Proposed amendments are style-related and terminological. Paragraph 6 is deleted, as the contents of this paragraph are governed by the regulations. Paragraph 7 is deleted as it is not subject to statutory regulation.

2.) Article 2 *Activity of the Bank*

Amendments follow the Banking Act (ZBan-3) regulation, other amendments are style-related.

3.) Article 3 *Duration of the Bank*

Paragraph 2 is deleted, as the contents of this paragraph are governed by the regulations.

4.) Article 4 *Shares*

Proposed amendments are style-related and terminological.

5.) Article 5 *Share Capital and Authorisation to Transfer Shares*

Articles 5 and 5.a are merged and therefore the title of this article has changed. Other amendments are editing and style-related.

6.) The current Article 6 *Share Register* has been deleted, as the contents of this article are governed by the regulations.

7.) Article 6 *Organisation of the Bank* (former Article 7)

Proposed amendments are style-related and provisions that are not subject to statutory regulation.

8.) The former Article 8 *Powers of Organisational Parts in Legal Transactions*

This article is deleted, as its contents are governed by the regulations in the part stipulating the entry of area branches in the Register of Companies, or they are not subject to statutory regulation in the part of other organisational parts of the bank.

9.) Article 7 *Equity Investments* (former Article 9)

Proposed amendment is terminological.

10.) Article 8 *Bodies of the Bank* (former Article 10), Article 9 *General Meeting* (former Article 11) and Article 10 *Conditions for Participation and Voting at General Meetings* (former Article 12)

Proposed amendments are style-related.

11.) Article 11 *Convening General Meetings* (former Article 13), former Article 14 *Convening a General Meeting on Minority's Request* and former Article 15 *Amendments to the Agenda*

Individual provisions of Article 11 and the entire Articles 14 and 15 are deleted, as the contents are governed by the regulations.

12.) Article 12 *Representation of Shareholders at General Meetings* (former Article 16)

Proposed amendments are style-related and provisions governed by the regulations have been deleted.

13.) Article 13 *Management of the General Meeting*

Proposed amendments are style-related. It has also been added in this Article that the General Meeting may adopt its rules of procedure, which it already did at its meeting in June 2020.

14.) Article 14 *Majority Required for Adoption of Resolutions* (former Article 18) and Article 15 *Powers of the General Meeting* (former Article 19)

Proposed amendments are style-related.

15.) Article 16 *Supervisory Board* (former Article 20)

Proposed amendments are style-related. Provision on the work of the Supervisory Board has been deleted, as it is already regulated in the new Article 19 *Meetings and Resolutions of the Supervisory Board*. The last paragraph of this article regulating refund of costs to the Supervisory Board members has been modified, so that it is now compliant with the applicable regulations.

16.) Article 17 *Term of Office of Members of Supervisory Board* (former Article 21)

Proposed amendments are style-related. Additionally, the last paragraph has been deleted, as its contents are governed by the regulations.

17.) Article 18 *Management of Supervisory Board* (former Article 22)

Proposed amendments are style-related.

18.) Article 20 *Powers of the Supervisory Board* (former Article 24)

The proposed changes are style-related, and the provisions governed by the regulations have been deleted. The content of the following indents of the first paragraph of this Article is amended:

- a.) in indent 5, Slovene version, the word "lastni" is replaced by "lastniški", thus following the terminology of the Market in Financial Instruments Act.
- b.) in indent 6, the threshold is raised at which the Supervisory Board must give its consent to transactions related to the acquisition and holding of equity stakes in companies and other legal entities, namely from the current EUR 550,000.00 book value of these companies to EUR 5,000,000.00 of book value.
- c.) indent 9 is deleted, which determines the consent of the Supervisory Board in establishing a banking and/or financial group or groups, as the NLB Group has already been formed. Any transformations of the banking group and the accession/exit of members are covered in indent 6 of the same paragraph of this Article, where the bank's capital investments are regulated.
- d.) in indent 12, the current amount of a write-off of an individual claim or several simultaneous claims is increased from EUR 1,000,000.00 to EUR 5,000,000.00, and the exception is deleted regarding the consent of the Supervisory Board relating to the write-off of receivables on the basis of completed bankruptcy proceedings, consequently it is equated with other receivables and requires the consent of the Supervisory Board.

19.) Article 21 *Committees of the Supervisory Board* (former Article 25), Article 22 *Management Board* (former Article 26), Article 23 *Members of the Management Board and their Term of Office* (former Article 27), Article 24 *Conduct of Business and Decision-Making* (former Article 28), Article 25 *Powers of the*



Management Board (former Article 29), Article 26 Representation (former Article 30), Article 27 Working Bodies (former Article 31), former Article 32 Internal Audit, former Article 33 Directors and Other Executives of the Bank, former Article 34 Annual Report, Article 28 Utilisation of Distributable Profit and Revenue Reserves (former Article 35), Article 29 Publication of Information and Reports (former Article 36), Article 30 Business Secret (former Article 37), Article 31 Prohibition on Competition (former Article 38) and Article 32 Method of Winding Up of the Bank (former Article 39)

The proposed changes are style-related, and the provisions governed by the regulations have been deleted.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

Attachments:

1. Clean copy of the Articles of Association of NLB d.d.
2. Articles of Association of NLB d.d. with visible changes

6. Item on the agenda: Appointment of the auditor for the financial years 2023, 2024, 2025 and 2026

Supervisory Board of NLB d.d.

hereby proposes to the

General Meeting of NLB d.d.
to discuss and pass the following

proposed resolution under Item 6

The auditing company KPMG Slovenija, d.o.o. is hereby appointed the auditor of NLB d.d. for the financial years 2023, 2024, 2025 and 2026.

Grounds

At the end of year 2021, the bank in cooperation with the Audit Committee of the Supervisory Board of NLB initiated selection process for statutory auditor of NLB standalone and consolidated financial statements for the period from year 2023 onwards and sent Request For Proposal to KPMG Slovenija, d.o.o. and Deloitte revizija, d.o.o.. The request was not sent to PricewaterhouseCoopers d.o.o. due to conflict of interest, while Ernst&Young d.o.o. reached its tenth consecutive audit in year 2022, which is the maximum allowed period. Both invited companies submitted their bids. The bids were reviewed based on pre-defined criteria and KPMG Slovenija, d.o.o., Železna cesta 8a, 1000 Ljubljana was selected.

Suggested audit company is a member of international KPMG group, one of the biggest audit networks in the world. Among others, their experience in Slovenia includes audit of Banka Intesa Sanpaolo d.d. for financial years 2017-2020 and they have also been appointed as statutory auditor of Addiko Bank d.d. and Unicredit d.d. for the period 2022-2024. Additionally, audit team members have been included in bank audits in other countries, where NLB Group subsidiaries are present. Based on the selection process for the statutory auditor, the Audit Committee of the Supervisory Board of NLB proposed to the Supervisory Board to propose to NLB Assembly to appoint audit firm KPMG Slovenija, d.o.o. to perform audit of NLB d.d. standalone and consolidated financial statements for the period 2023 – 2026.

Supervisory Board of NLB d.d.

7. Item on the agenda: **Adoption of the Policy on the provision on diversity of the management body and senior management**

The Management Board of NLB d.d. and the Supervisory Board of NLB d.d.

hereby propose to the

General Meeting of NLB d.d.
to discuss and pass the following

proposed resolution under Item 7

The General Meeting of NLB d.d. hereby adopts the Policy on the provision of diversity of the management body and senior management.

Grounds

The Policy on the provision of diversity of the management body and senior management (Diversity Policy) is a document that defines the Bank's commitments on diversity that are implemented in relation to representation in the management body and senior management in relation to the aspects specified in this policy, which contains specific objectives and the manner of their implementation. Through its diversity policy, the Bank strives to include elements of corporate sustainability and good corporate governance, which should contribute to greater efficiency of these bodies and a good understanding of current events, long-term risks and opportunities related to the Bank's operations.

The diversity policy has been amended in the part related to the description of the diversity policy implemented in relation to representation in the company's management and supervisory bodies, namely in the part stating the objectives, implementation and results of the diversity policy during the reporting period according with the amendments to the Companies Act (hereinafter: ZGD-1), which entered into force on 24 February 2021. On 1 January 2022 the revised Slovenian Corporate Governance Code (hereinafter: Code), came into force as a consequence of changes in the regulatory environment, reflected in the amendment to ZGD-1, other relevant legislation and a number of new recommendations of good corporate governance practice at home and abroad. The Code provides recommendations for good practice in the management, supervision and management of public limited companies whose shares are listed on the regulated market in Slovenia.

NLB d.d. has in accordance with legal requirements and recommendations amended the Policy on the provision of diversity of the management body and senior management in NLB d.d. on the basis of which it determines the target diversity pursued in relation to representation in the Supervisory Board, Management body and senior management according to gender, age, professional competencies, continuity in the composition of each body, international experience, personal integrity, geographical provenance and other personal characteristics of members of management body and senior management as appropriate for the bank in view of its characteristics.

The policy of ensuring the diversity of the management body and senior management in NLB d.d. contains the following key elements:

- NLB d.d. respects and follows the initiative for voluntary achievement of the goal of sexual diversity by the end of 2026 (40% for members of supervisory boards and a total of 33% for members of supervisory boards and management boards of the underrepresented sex in public joint stock companies and state-owned companies)
- Regarding the age structure the bank strives to comply the appropriate ratio between younger and older members of the management body or the age structure of senior management when appointing new candidates.
- Regarding the professional competences the bank strives to comply the management body as a whole covers an adequately wide range of knowledge, skills and professional experience of its members, and be composed with regard to the following criteria: experience, reputation, management of potential conflicts of interest,

independence, available time and collective suitability of the body as a whole. For senior management, the requirements set out in the previous sentence apply mutatis mutandis

- The Bank ensures for the management body an appropriate continuity, meaning a suitable ratio between the existing and the new members of the management body and senior management. The Bank endeavours to ensure continuity by not changing all members of the management body or senior management at the same time.
- The Bank endeavours to achieve a suitable share of the management body and senior management members with international experience in different areas, especially those identified, where a certain gap appears. To this end, the bank has set a goal taking into account the relevant policies for selecting a suitable candidate.
- In terms of personal integrity, the bank has set itself the clear goal that the management body and senior management members must achieve a high level of personal integrity in accordance with the guidelines defined in the NLB Group Code of Conduct.
- Considering the Bank's presence on foreign markets, the Bank endeavours for the management body members to have different geographical provenances, as this ensures that at collective level the management body has a suitable knowledge of the culture, market characteristics and legal framework in the areas where the Bank operates.

The Diversity Policy sets objectives for each aspect of diversity by the year 2025.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

Attachment:

The Policy on the provision of diversity of the management body and senior management



8. Item on the agenda: **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.**

The Management Board of NLB d.d. and the Supervisory Board of NLB d.d.

hereby inform the

General Meeting of NLB d.d.
of the following

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.

Grounds

Until 23 June 2021 when the currently valid Banking Act (Zakon o bančništvu – ZBan-3) came into force, the regulations obliged NLB d.d. to award and pay to its employees who, in the scope of their competences or work tasks and activities, could have a material impact on the NLB d.d.'s risk profile (hereinafter: Identified Staff) a part of variable remuneration in own shares (provided that such variable remuneration exceeded a certain level). So NLB d.d. intended to buy own shares.

In accordance with the provision of the third paragraph of Article 247 of the Companies Act the Management Board of NLB d.d. has to report to the General Meeting of Shareholders of NLB d.d. on the reasons for and the purpose of acquisition, the total number, the minimum issue price and the proportion of the acquired shares and the value of the acquired shares of NLB d.d.

The Management Board of NLB d.d. prepared the 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 the proportion of the acquired shares and the value of the acquired shares of NLB d.d., which forms an attachment to this material. As indicated in the said report, due to the outbreak of the coronavirus epidemic the Bank of Slovenia with the Decision on macro-prudential restriction of distributions of profits of banks (Sklep o makrobonitetni omejitvi razdelitev dobičkov bank) published in the Official Gazette of the Republic of Slovenia on 10 April 2020 ("the First Decision") temporarily prohibited banks from (among other) repurchasing or purchasing own shares and from paying of the variable part of the remuneration or establishing of obligations to pay the variable part of the remuneration to Identified Staff, and with the Decision bearing the same title published in the Official Gazette of the Republic of Slovenia on 12 February 2021 ("the Second Decision") it annulled the First Decision on 10 April 2021, still prohibiting banks from repurchasing or purchasing own shares, but also defining exceptions from this prohibition. The Second decision was valid until 30 September 2021.

Considering all the above, since 10 June 2019 when the General Meeting of NLB d.d. granted to the Management Board of NLB d.d. the authorisation for the acquisition of own shares until the date of preparation of the said report, NLB d.d. has not bought any own shares.

The Management Board of NLB d.d. will present the final information regarding acquisition of own shares by the General Meeting of NLB d.d. at the General Meeting of NLB d.d.



The General Meeting of NLB d.d. acknowledges the 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 the proportion of the acquired shares and the value of the acquired shares of NLB d.d.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

Attachment:

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 the acquisition, the total number, the minimum issue price and share of acquired shares and the value of acquired shares of NLB d.d.