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**Rules of Procedure
of the General Meeting of NLB d.d.**
Issue 1, General Internal Document

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Chronology of amendments

Edition	Date	Description
1st edition	15.6.2020	Adoption of the act at the 35 th Assembly

1. Introduction

Article 1

Pursuant to the second section of Article 19 of Articles of Association of Nova Ljubljanska banka d.d., Ljubljana, the General Meeting of the Bank at its 35th General Meeting of Nova Ljubljanska banka d.d., Ljubljana, hereby adopts Rules of Procedure of the General Meeting of NLB d.d.

The Rules of Procedure regulate the method and organisation of work of the General Meeting of NLB d.d. (hereinafter the Bank) and all other matters relevant for the operations and decision-making at the Bank's General Meeting not governed by the law or the Bank's Articles of Association.

2. Area of Use and Persons/Entities Obligated to Comply

Article 2

Provisions of these Rules of Procedure apply to all shareholders of the Bank or their legal representatives or proxies (hereinafter collectively also shareholders, unless expressly provided otherwise or if the text does not indicate a separate consideration) and for other persons attending the meetings and participating in the work of the General Meeting.

3. General Provisions

Article 3

Provisions on the competence of the General Meeting, convocation of General Meetings, quorum of the General Meeting and required majority to pass an individual resolution are provided by the law and the Bank's Articles of Association, which apply directly.

Any conduct in contravention of these Rules of Procedure that does not constitute a breach of the law or Articles of Association, shall not constitute a reason for nullification or challengeability of the resolutions passed at the General Meeting.

4. Composition and Participation at the General Meeting

Article 4

Only shareholders who have communicated their attendance at the meeting to the Bank in the way and time provided by the Bank's Articles of Association and these Rules of Procedure or Convocation of the General Meeting, may attend the General Meeting and exercise their voting

rights.

Article 5

The shareholders shall register their participation at the General Meeting generally by presenting the General Meeting Registration Form (General Meeting Registration) published on the Bank's website (<https://www.nlb.si/skupščine>) or any other website determined upon every convocation of the General Meeting.

Entitlement to be represented at the General Meeting shall be proven by presentation of the following documents:

- a. a legal representative shall present a public document proving that the shareholder is eligible for representation, which is not more than three days old (e.g. extract from the register of companies also indicating the power of attorney);
- b. a proxy shall present a written power of attorney (hereinafter Power of Attorney), as a rule in the format published on the Bank's website (<https://www.nlb.si/skupščine>) or other website determined upon convocation of every General Meeting. The Power of Attorney shall in any event contain a handwritten signature of a natural person and for legal entities a handwritten signature of the legal representative and a stamp or seal if used by the company in legal transactions. If the Power of Attorney is signed on behalf of the principal by his proxy, it shall be accompanied by a public document proving the proxy's entitlement. Evidence on the proxy's entitlement to represent a shareholder may be sent by the proxy or shareholder to the Bank also by e-mail as a scan attached to the e-mail address specified in the convocation. The Bank may conduct additional checks of authenticity of the shareholder or principal who has sent the Power of Attorney via e-mail. The Power of Attorney shall be stored in the Bank.

A shareholder who has not reported his attendance at the General Meeting in due time and manner, shall not be able to attend the General Meeting or cast his vote. The Chair of the General Meeting may allow these shareholders to attend the General Meeting as observers.

Article 6

The General Meeting is not a public event unless the Management Board decides otherwise.

Only exceptionally the course of the General Meeting may be sound and/or video recorded and/or broadcast if decided so by the Management Board. The Bank may only use clips from recording for the purpose of providing evidence on the course, contents and decision-making of the General Meeting in court and other official proceedings and for the General Meeting minutes drafted by a notary. Recordings shall be stored in the Bank for five (5) years. Data controller is the Bank.

Members of the Bank's Management Board and Supervisory Board may always attend the General Meeting. If technical requirements are met and the Management Board decides so, members of the Bank's Management Board and Supervisory Board may also attend the

General Meeting via video conference by using a secure video connection provided by the Bank.

Any attendance of other people at the General Meeting shall be left to the discretion of the General Meeting Chair taking into account the best interest of the Bank.

5. General Meeting Proceedings

Article 7

The General Meeting shall perform its duties based on its powers at the General Meeting.

Slovene Language is the official language at the General Meeting. The Bank may provide simultaneous translation into English for attendees who do not speak Slovene.

1. Meeting Proceedings

Article 8

On the day the General Meeting is held the shareholders shall confirm their attendance at the meeting by signing the list of present shareholders prior to the official start of the General Meeting in the time set out in the convocation of the General Meeting.

Before the list referred to in the previous section is signed, the Bank's personnel or its authorised contractor may verify the identity of the shareholders or their legal representatives or proxies by checking a public identification document or in any other reliable way.

The shareholders shall then receive their ballots or electronic voting devices.

The shareholders shall then be directed to the meeting hall where the meeting is held.

Article 9

The meeting shall be conducted by the Chair of the General Meeting.

The General Meeting Chair shall:

- chair the General Meeting in accordance with the published Agenda,
- set the order of individual items on the Agenda and in accordance with the law the order of voting on proposed resolutions under an individual item on the Agenda,
- make sure the General Meeting proceeds smoothly and give the floor to the shareholders and other participants at the meeting,
- define the voting method,
- establish and announce the results of voting on individual resolutions the General Meeting has voted on,
- decide on all procedure-related issues not regulated by the law, Articles of Association or these Rules of Procedure,

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- limit the time available for individual clarifications and discussions,
- perform other activities required to conduct the General Meeting in accordance with the law, Articles of Association and these Rules of Procedure.

The Chair of the General Meeting may on individual issues consult the Bank's Management Board, notary public or contractors authorised to take care of voting at the General Meeting.

Article 10

The General Meeting shall be opened by the Chief Executive Officer of the Bank's Management Board or other authorised person.

In continuation of the meeting voting shall only be performed to adopt resolutions under those items of the Agenda that were published in a timely manner in accordance with the law and Articles of Association.

The meeting shall follow the items of the Agenda announced by the Chair of the General Meeting and the order defined by the Chair of the General Meeting.

The Chair of the General Meeting shall open the floor for discussion on the discussed item on the Agenda before this particular item is put to vote.

The shareholders shall apply for discussion by raising their hand. If several shareholders have expressed their wish to speak, the Chair of the General Meeting shall define the order of discussion. Any speaker shall first introduce himself with name and surname and state the shareholder he is representing if not speaking for himself as a shareholder.

Apart from shareholders, members of the Bank's Management Board and Supervisory Board or their authorised representatives, other persons may attend the General Meeting with consent of the Chair of the General Meeting, if this results in a more complete discussion of the material.

Participants in the discussion shall speak within the contents of an individual item on the Agenda. They shall present their opinions, views or questions in a comprehensible manner, cultural tone and without being disrespectful towards other participants of the General Meeting. The Chair of the General Meeting shall make sure that nobody interrupts the speaker or cuts him off.

In the event of an extensive and complex Agenda or if participants at the General Meeting have long discussions, the Chair of the General Meeting may limit the time available for individual questions, clarifications and discussion in general under an individual item on the Agenda.

The Chair of the general Meeting may cut off the speaker if despite the warning he refuses to keep to the speaking time limitation or if he breaches the provisions of this article herein.

The Chair of the General Meeting may once or several times suspend the General Meeting.

The Chair shall bring the General Meeting to a close after all items on the Agenda have been discussed.

2. Decision-making

Article 11

Shareholders' voting right is exercised in the way determined by the Chair of the General Meeting, in particular with one of the following methods:

- a. via electronic voting devices;
- b. ballots;
- c. a show of hands.

The Management Board of the Bank shall provide sufficient number of tellers or other staff or adequate technical support to help establish the voting results.

If a shareholder leaves the room where the General Meeting is held during the meeting, he shall leave all voting devices with the personnel assisting the delivery of the General Meeting and pick them up upon his return to the room.

3. Maintaining order at the meeting

Article 12

The Chair of the General Meeting shall maintain order and safety at the General Meeting, to which end he may also use the authorised security service.

The Chair of the General Meeting may give a warning to a person disturbing the order or the conduct of the General Meeting.

If this person refuses to stop this conduct the Chair of the General Meeting may demand this person be removed from the room where the General Meeting is held until the discussion under this item on the Agenda is over or, if necessary, until the General Meeting is over.

6. Exclusion or Limitation of Voting Right

Article 13

A shareholder may not take part in decision-making on whether or not he can be exempt from a certain obligation or on bringing company's claims against him.

If based on provisions of the law or Articles of Association the voting right has been limited or taken from the shareholder, the shareholder shall not in this scope

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exercise the voting rights, which shall be added to the voting rights of other shareholders proportionately to their participation in the Bank's share capital.

Limitation or exclusion of voting rights prior to the start of voting shall be established the Chair of the General Meeting. This finding shall be noted in the Minutes of the General Meeting.

7. Meeting Minutes and Documentation Storage

Article 14

In accordance with the law the meeting minutes shall be recorded for every General Meeting by the notary. The notary meeting minutes shall also be signed by the Chair of the General Meeting.

Article 15

Management Board of the Bank shall present the meeting minutes of the General Meeting together with all prescribed attachments to the commercial court in due time.

Article 16

Video and/or sound recordings of the General Meeting, proxy notices, ballots or logs of electronic voting on proposed resolutions, list of shareholders present at the General Meeting and other materials referring to the General Meeting shall be stored by the Bank.

8. Transitional and Final Provisions

Article 17

Rules of Procedure and their amendments enter into force on the day they are adopted by the General Meeting and they start to apply on the first next General Meeting.

Article 18

Matters referring to the General Meeting proceedings not regulated by the law, Articles of Association or Rules of Procedure may be decided on by the General Meeting in a special resolution.

9. Reference Documents

- Companies Act (Official Gazette 42/06 with changes)
- Articles of Association of Nova Ljubljanska banka d.d., Ljubljana

10. Statement of the Internal Document Administrator about the Alignment and Approval of the Internal Document

» *The administrator of the internal document hereby ensures that the internal document was submitted for review, alignment and approval to all organisational units in the Bank which are affected by the proposed internal document or its amendments and they approved it. The internal document is aligned with them in a way that its contents are clear, compliant with other internal documents of the Bank and not in conflict with other internal documents of the Bank.*

Preparation and Revision

Name and Surname	Preparation/Revision
Nina Casagrande, Laura delphina Senica in Jan Bukovec Geiger Law and Secretariat	Preparation
Marko Jerič Law and Secretariat	Revision

Competent body which adopted the document: NLB General Assembly

Ljubljana, 15.6.2020

Compliance of the text of these Rules of Procedure with the resolution passed by the General Meeting is attested by:

Matej Kavčič
Chair of the General
Meeting

Miro Košak
Notary Public