

Material

for the 36th General Meeting of NLB d.d.
on 14 June 2021

PUBLICATION OF AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT 36th 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

36th General Meeting of NLB d.d., Trg republike 2, 1000 Ljubljana,

which will be held in Ljubljana, on 14 June 2021, starting at 11 a.m. and the registration of Shareholders 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 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").

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.

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.

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 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).

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.

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

- Primož Karpe, Chairman,
- Andreas Kligen, Vice Chairman,
- David Eric Simon, member,
- Peter Groznik, 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 a discharge from liability for the financial year 2020.

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

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.

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

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 amendments and supplements to the Articles of Association of Nova Ljubljanska banka d.d., Ljubljana as follows:

- 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.”
- 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,”
- 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.”
- 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.”
- 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.”
- 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.”
- the second, third, fourth and fifth paragraphs of Article 37 are deleted.

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

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

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.

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

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.

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, 4, 7 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 Skupscina2021@nlb.si.

Conditions for participation

Those Shareholders who are registered in the central register of dematerialised securities kept by KDD d.o.o. (Central Securities Clearing Corporation), as at the end of the seventh day prior to the General Meeting, i.e. 7 June 2021, ("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. The attendance must be communicated to the Company's Management Board on the 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. 10 June 2021. 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 9 and 11 June 2021 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-osebnih-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. 10 June 2021. 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: Skupscina2021@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 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.

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 Skupscina2021@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 representative and stamp of the 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) 417 07 114.

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 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 6.2, 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.

Organised collection of Powers of Attorney in accordance with Article 310 of the Companies Act

In the period from this convocation until the General Meeting, the Company will collect Powers of Attorney in an organised manner, which will be communicated accordingly to the Shareholders by way of letters sent to their addresses entered in the central register of book-entry securities managed by the Central Securities Clearing Corporation (KDD d.o.o.). Materials will be sent out in Slovene language and translation into English will be available at <https://www.nlb.si/general-meetings>.

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 recommendations of the Public Institute for Public Health.

Ljubljana, 4 May 2021

Management Board of NLB d.d.

**FOUNDATIONS FOR THE PROPOSED RESOLUTIONS
FOR THE 36th 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, 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 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”)**

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 NLB d.d. hereby acknowledges the adopted Annual Report 2020, the Report of the Supervisory Board of NLB d.d. and the Information on the income.

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 2020, the Report of the Supervisory Board of NLB d.d. and the Information on the income.

In 2020, 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 8 April 2021, by which it approved the company's Annual Report 2020 in the form submitted to it by the Management Board of NLB d.d.

In addition, the General Meeting of NLB d.d. hereby acknowledges the Information on the Income of Members of the Management and Supervisory Boards of NLB d.d. and the Presentation of Remuneration of Members of the Supervisory Board of NLB d.d. and the Management Boards of NLB d.d., NLB Banka AD Skopje, NLB Banka a.d. Banja Luka and NLB Banka sh.a., Priština, and related provisions of remuneration policies of the stated companies for the General Meeting of NLB d.d.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

Attachments:

1. NLB Group Annual Report 2020
2. Report of the Supervisory Board of NLB d.d. on the results of the Examination of the NLB Group Annual Report 2020
3. Information on the Income of Members of the Management Board of NLB d.d. and Supervisory Boards of NLB d.d. in 2020
4. Presentation of Remuneration of Members of the Supervisory Board of NLB d.d. and the Management Boards of NLB d.d., NLB Banka AD Skopje, NLB Banka a.d. Banja Luka and NLB Banka sh.a., Priština, and related provisions of remuneration policies of the stated companies for the General Meeting of Shareholders of NLB d.d.

3. Item on the agenda: **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.**

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 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).

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.

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

- *Primož Karpe, Chairman,*
- *Andreas Kligen, Vice Chairman,*

- David Eric Simon, member,
- Peter Groznik, 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 a discharge from liability for the financial year 2020.

Grounds

Pursuant to the provisions of the Companies Act, the General Meeting of Shareholders decides about the allocation of the distributable profit based on the audited 2020 Annual Report which the Supervisory Board of NLB d.d. adopted at its 3rd regular meeting held on 8 April 2021.

Economic and financial uncertainty due to the COVID-19 epidemic remains high in Slovenia as well as in most EU Member States.

According to the ECB's recommendation of 15 December 2020, the payment of dividends in 2021 should remain prudent and below 15% of the cumulative profit for 2019 and 2020 and not higher than 20 b. t. of the CET1 ratio for 2020 on a consolidated basis, whichever is lower, while it is necessary to obtain a prior approval of the ECB for the pay-out. The prudent distribution for NLB d.d. on a consolidated basis amounts to EUR 24.8 million and the JST Supervisory Group does not object with such a dividend payment plan.

The Bank of Slovenia followed the recommendations of the ESRB, the ECB and the Financial Stability Board and, by Regulation of 9 February 2021, extended and adjusted the macroprudential measure, which temporarily restricts the distribution of profits of banks and savings banks to banks and savings banks in the face of the COVID-19 epidemic with the purpose of preserving the capital of banks in order to make it easier for the Slovene banking system to withstand potential losses and to continue to provide loans to the economy and citizens. The above-mentioned Regulation of the Bank of Slovenia temporarily, until 30 September 2021, prohibits, inter alia, the payment of dividends in cash or the giving of irrevocable commitments to pay dividends. However, as of 10 April 2020, the bank may exceptionally carry out the aforementioned activity provided that its cumulative profit in the first quarter of 2021 is positive. In doing so, the payment may in no instance exceed the lower of the following caps:

- 15% of the bank's cumulative profit on an individual basis from the 2019 and 2020 financial years, or
- 0.2% of the bank's common equity Tier 1 capital on an individual basis as at the end of 2020.

In the event of a significant reduction in risks, the Bank of Slovenia may revoke the measure early or extend its validity in the event of an increase in risks.

In accordance with the Regulation of the Bank of Slovenia, the payment of dividends for NLB d.d. until 30 September 2021 in the amount of EUR 12 million is permitted. In accordance with the Regulation on the macroprudential restriction on profit distribution by banks, NLB d.d. notified the Bank of Slovenia of the envisaged amount of dividend payment on 23 March 2021.

In accordance with the recommendation of the ECB and the Regulation of the Bank of Slovenia, NLB d.d. will pay the first instalment of dividends in the total amount of EUR 12 million immediately after the General Meeting and the second instalment of dividends in the total amount of EUR 12.8 million after 30 September 2021, when the Regulation of the Bank of Slovenia is expected to expire, with NLB d.d. entitled and obliged to cancel in part or in full the payment of the second instalment of the dividend if the payment would be in conflict with the regulations.

In line with Article 294 of the Companies Act, the General Meeting of Shareholders 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 2020 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 2020 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 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.

Grounds

This is an informative item on the agenda which is, according to the Companies Act and the Banking Act (ZBan-2), not voted on by the General Meeting of Shareholders.

Article 144 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. The Management Board must submit to the General Meeting the said report together with the opinion of the Supervisory Board, the Annual Report of the Bank and the Report of the Supervisory Board pursuant to Article 282 of the Companies Act. Article 48 of the Banking Act further stipulates that the members of the Supervisory Board explain to the General Meeting of Shareholders their opinion on the Internal Audit's Annual Report.

At its 2nd regular meeting held on 18 February 2021 the Supervisory Board of NLB d.d. discussed and approved the Internal Audit's Report for 2020.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

Attachments:

1. Internal Audit Report for 2020
2. Resolution of the Supervisory Board of NLB d.d. of 18 February 2021.

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

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

- *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."*
- *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,"*
- *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."*
- *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."*
- *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."*
- *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."*
- *the second, third, fourth and fifth paragraphs of Article 37 are deleted.*

Grounds

Please find below the clarification of proposed amendments and supplements to the Articles of Association:

Conditions to attend and vote at the General Meeting of the Bank (Article 12 of the Articles of Association)

This amendment is due to the amendment to Article 297 of the Companies Act as provided by the Act Amending the Companies Act (ZGD-1K; Official Gazette of the Republic of Slovenia 18/2021). The Companies Act now lays down that those Shareholders may attend and exercise their voting rights at the General Meeting of Shareholders who are as owners of shares registered in the central register of dematerialised securities at the end of day **seven** prior to the General Meeting. Any other provisions are not allowed to be laid down in the Articles of Association.

Powers of the General Meeting (Article 19 of the Articles of Association)

This amendment to the Articles of Association is an alignment of the text with the legal regulation currently in force, in accordance with which Supervisory Board members may not take part in profit sharing (Article 284 of the Companies Act).

Term of Office of Supervisory Board Members of the Bank (Article 21)

A new Banking Act is under consideration by the National Assembly. The proposed amendment to Article 54 lays down that the function of Supervisory Board Member can only be performed by the person who has obtained a permit from the Bank of Slovenia. A resolution passed by the General Meeting on the nomination of a relevant person as a Supervisory Board Member takes effect:

1. subject to a suspensive condition that is met if the person in question obtains a permit for performing this function; and
2. subject to a resolutive condition that is met if the Bank within 15 days of the receipt of the Resolution nominating a Supervisory Board Member does not file an application requesting a permit for this function or if it withdraws such an application, or if the application requesting a permit for the function of Supervisory Board Member is either rejected or denied.

The proposed amendment to the Articles of Association has been aligned both with the currently applicable Banking Act as well as the above-mentioned amendment to this law.

The correction in the Slovenian version of the second paragraph is only editorial.

Representation of the Bank (Article 30)

The Articles of Association that are currently in force allow for joint procuration by two or several procurators. This amendment allows for the Bank to be represented not just jointly by two procurators but also by a procurator together with one of the Management Board members. This provision therefore preserves the joint representation of the Bank and thus potential risk mitigation, at the same time allowing greater flexibility in the representation of the Bank and its operations.

Business Secret (Article 37)

This amendment reflects the alignment of the text with the applicable legal regulation, in accordance with which the Business Secret Act lays down the business secret, persons and any conduct associated with the business secret. It is not necessary to regulate the business secret in the Articles of Association, and should another legal amendment replace the existing change given the proposed amendment there will be no need to amend the provisions of the Articles of Association.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

Attachment:

A clean copy of the Articles of Association of Nova Ljubljanska banka d.d., Ljubljana

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

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

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.

Grounds

The General Meeting of Shareholders is inter alia competent to appoint Supervisory Board members of the company. As the four-year term of office of one member of the Supervisory Board of NLB d.d. will expire, the Supervisory Board proposes to the General Meeting of NLB d.d. a new candidate to be appointed.

Pursuant to Article 297a of the Companies Act, the explanation to the item on the agenda under which the General Meeting should decide about the appointment of the supervisory body members must contain at least the name and surname, education, appropriate experience and current employment of the proposed member. Pursuant to Article 274 of the Companies Act, the proposed candidate for the Supervisory Board member must, before being elected at the General Meeting, present their past professional training and work currently performed as well as any circumstances that might lead to a conflict of interest or their partiality. The proposed candidate may provide their presentation in writing, while at the General Meeting they are presented by the person who nominated them for the position of a Supervisory Board member.

Islam Osama Zekry is Group Chief Data Science Officer at Commercial International Bank, Egypt, leading a team of 200 data scientist, analysts and engineers. Prior to his current role he served as Head of Performance Management and Head of Group Management Information Systems. He began his professional career at Merrill Lynch and CIT Fund, Toronto. He has a Ph.D. in applied mathematics and an MSc from the University of Chicago – Booth Business School, and a D.Sc. in Banking Performance Analytics from the Westbrook University in Minnesota. Mr. Zekry is a pioneer in introducing blockchain based solutions in financial services. In the past years he has played a leading role in the evolution of customer digital onboarding, identifying the digital identity and related fields. He has an outstanding track record in analytics and corporate performance management. He has led teams receiving multiple prestigious awards and recognitions from multiple institutions such as International Institute of Finance (IIF), Carnegie Mellon University, Global Finance, Euromoney. Moreover, he is a Steering Committee member of Smart Africa, an international alliance established to accelerate sustainable socioeconomic development on the continent. He is also an active member of the EU-AU Digital economy Task Force. In its nomination the Supervisory Board of NLB d.d. believes that Mr. Zekry can make significant contributions to the Bank's important efforts in the areas such as digitalisation and data science, which are seen as key to the future success of the Bank.

The Supervisory Board of NLB d.d. wishes to point out that the Bank, as a regulated credit institution, is subject to stricter requirements and rules for the proposal of candidates for the members of the Supervisory Board to the General Meeting in view of the fact that the Banking Act prescribes a preliminary Fit&Proper assessment of the candidates. In accordance with the applicable regulations and internal policies and procedures, the Nomination Committee of the Supervisory Board of NLB d.d. thus carried out Fit&Proper assessment of the candidate for the member of the Supervisory Board of NLB d.d. proposed for the appointment by the General Meeting whom it assessed as suitable. In the scope of this procedure, the Committee checked various circumstances related to the conflict of interest and independence of the candidate for the member of the Supervisory Board of NLB d.d.



The Supervisory Board of NLB d.d. hereby assesses that no circumstances exist in relation to the candidate that would constitute a conflict of interest (actual or potential or fictitious) that could not be managed by the measures foreseen in the Bank's internal policies and procedures. The Supervisory Board of NLB d.d. also estimates that the proposed candidate is independent in relation to the company.

Supervisory Board of NLB d.d.

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

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. 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.*

Grounds

In accordance with section 6 of Article 79 of the Worker Participation in Management Act the General Meeting of NLB d.d. acknowledges nomination and termination of the term of office of Supervisory Board members of NLB d.d. that are workers' representatives.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

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

To be able to 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 ("Identified Staff"), a part of variable remuneration in own shares in accordance with the requirements of regulations, 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 is valid by 30 September 2021. Therefore, 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.