



**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 procurator 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.