



In accordance with the provisions set out in the Rules of the Ljubljana Stock Exchange and the relevant laws, the NLB Management Board hereby announces

**the results of votes cast at the 36<sup>th</sup> General Meeting of Shareholders  
of NLB d.d.**

which was held on Monday, 14 June 2021, from 11.00, at the following address: CANKARJEV DOM, kulturni in kongresni center, Prešernova cesta 10, Ljubljana and as Electronic General Meeting without the physical presence of Shareholders by electronic means via web portal <https://skupscine.ixtlan.si/nlb.html> ("Electronic General Meeting" or "EGM").

The number of shares with voting rights represented at the General Meeting of Shareholders of NLB d.d. (hereinafter: GM) at the opening totalled 15.435.195 shares, or 77,18 % of all shares with voting rights, which represents 77,18 % of the share capital.

Before the voting on resolution under item 1 of the GM agenda the number of shares with voting rights represented at the GM changed, from that time onwards number of shares with voting rights represented at the GM totalled 15.437.195 shares, or 77,19 % of all shares with voting rights, which represents 77,19 % of the share capital.

Before the voting on resolutions under item 3 of the GM agenda the number of shares with voting rights represented at the GM changed, from that time onwards number of shares with voting rights represented at the GM totalled 15.437.495 shares, or 77,19 % of all shares with voting rights, which represents 77,19 % of the share capital.

One share represents one vote.

The meeting was attended by the invited notary public Miro Košak from Ljubljana, the GM was chaired by Matej Kavčič, Attorney at Law.

The share of voting rights of the five largest shareholders present at the GM expressed in relation to all the shares with voting rights totalled 70,44 %. The following five largest shareholders with voting rights were present or represented at the GM:

<b>Shareholder</b>	<b>No. of shares or voting rights</b>	<b>Share in relation to all voting shares</b>
<b>The Bank of New York Mellon, 240 Greenwich Street, New York, United States</b>	6.653.555	<b>33,27 %</b>
<b>Republika Slovenija, Gregorčičeva ulica 20, 1000 Ljubljana</b>	5.000.001	<b>25,00 %</b>
<b>OTP Banka Client Account-fiduciarni račun, Domovinskog rata 61, Split, Hrvatska</b>	872.969	<b>4,36 %</b>
<b>The Bank of New York Mellon – Fiduciarni račun, 240 Greenwich Street, NY, United States</b>	799.076	<b>4,00 %</b>
<b>The Bank of New York Mellon – Fiduciarni račun, 240 Greenwich Street, NY, United States</b>	761.800	<b>3,81 %</b>
<b>Together</b>	<b>14.087.401</b>	<b>70.44 %</b>

## Resolutions passed at the 36<sup>th</sup> General Meeting of Shareholders of NLB d.d.

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

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

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 15.430.976; the share of these shares in the share capital is 77,16 %; 15.429.076 shares or 99,99 % voted for the proposed resolution, 1.900 shares or 0,01 % of the votes cast were against the proposed resolution, and 6.219 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

### **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.*

No voting took place under this item, as its sole purpose was to inform the GM.

### **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.**

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

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

*1. Part 1 in the total amount of EUR 24,800,000.00 shall be paid to the Shareholders as dividends in two instalments, i.e.:*

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

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

*2. Part 2 in the amount of EUR 317,192,219.43, potentially increased by a part of the second dividend instalment not paid to the Shareholders due to the cancellation of the dividend payment, remains undistributed and represents retained earnings.*

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

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

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

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 15.437.194; the share of these shares in the share capital is 77,19 %; 15.391.807 shares or 99,71 % voted for the proposed resolution, 45.387 shares or 0,29 % of the votes cast were against the proposed resolution, and 301 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

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

- Blaž Brodnjak, CEO,*
  - Archibald Kremser, member,*
  - Peter Andreas Burkhardt, member,*
  - Petr Brunclík, member,*
- is hereby granted a discharge from liability for the financial year 2020.*

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 14.816.152; the share of these shares in the share capital is 74,08%; 14.812.849 shares or 99,98 % voted for the proposed resolution, 3.303 shares or 0,02 % of the votes cast were against the proposed resolution, and 621.343 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

*3.3. The 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..*

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 15.437.194; the share of these shares in the share capital is 77,19 %; 15.433.387 shares or 99,98 % voted for the proposed resolution, 3.807 shares or 0,03 % of the votes cast were against the proposed resolution, and 301 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

#### **Item 4: Discussion on the Internal Audit's Report for 2020 and the 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.*

No voting took place under this item, as its sole purpose was to inform the GM.

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

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.

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 15.435.073; the share of these shares in the share capital is 77,18 %; 14.632.012 shares or 94,80 % voted for the proposed resolution, 803.061 shares or 5,20 % of the votes cast were against the proposed resolution, and 2.422 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

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

The GM decided on the voting proposal of the shareholder Republic of Slovenia represented by Slovenian Sovereign Holding

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

The number of shares in the proposed resolution, for which valid votes were cast, is 14.974.716; the share of these shares in the share capital is 74,87 %; 6.813.472 shares or 45,50 % voted for the proposed resolution, 8.161.244 shares or 54,50 % of the votes cast were against the proposed resolution, and 462.779 of the present or represented votes abstained. The resolution was not passed with the necessary majority of the votes cast, therefore the GM decided on the proposal of the Supervisory Board.

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

The resolution was passed in the proposed contents by the NLB Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 14.552.987; the share of these shares in the share capital is 72,77 %; 9.468.563 shares or 65,06 % voted for the proposed resolution, 5.084.424 shares or 34,94 % of the votes cast were against the proposed resolution, and 884.508 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

**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.*

No voting took place under this item, as its sole purpose was to inform the GM.

**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.*

No voting took place under this item, as its sole purpose was to inform the GM.