



SLOVENSKI DRŽAVNI HOLDING, d. d.

MALA ULICA 5, PO Box 139
1001 LJUBLJANA
SLOVENIA

No.: 2021-916

NLB d.d.
Trg Republike 2
1000 LJUBLJANA

Pursuant to the provisions of the Companies Act (hereinafter: the ZGD-1) and the provisions of the Slovenian Sovereign Holding Act (hereinafter: the ZSDH-1) in connection with the convocation of the 36th General Meeting of Shareholders of NLB d.d., Trg republike 2, 1000 Ljubljana, which will be held at Cankarjev dom, kulturni in kongresni center, Prešernova 10 Ljubljana and as electronic general meeting without required physical presence of shareholders, with electronic means via the online portal <https://skupscine.ixtlan.si/nlb.html>, at 10 a.m. on 14/06/2021, Slovenski državni holding, d.d., Mala ulica 5, 1000 Ljubljana hereby submits on behalf of the Republic of Slovenia the following

COUNTERPROPOSAL

Ljubljana, 05/05/2021

I.

Pursuant to the provision of Article 19 of the Slovenian Sovereign Holding Act (Official Gazette of the RS no. 25/14) Slovenski državni holding, d.d. (hereinafter: the Proposer), at its own discretion and on behalf and for the account of the Republic of Slovenia manages the equity investments of the Republic of Slovenia, including the investment in the company NLB d.d.

The Republic of Slovenia holds 5,000,001 shares of the company NLB d.d. (hereinafter: the Company) which accounts for 25.00% plus one share. This demonstrates the legal interest of the Proposer to submit a counterproposal.

At the General Meeting, the Proposer shall object to the initial proposal under Item 6 on the Agenda and shall try to convince the other shareholders to vote for their proposal.

II.

The Proposer hereby submits the counterproposal to **Item 6 on the Agenda (election of a member of the Supervisory Board of NLB d.d.)**, as follows:

Counterproposal to Item 6:

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.

Explanation:

Dr. Peter Groznik is a current member of the Supervisory Board and member of the Remuneration Committee, Nomination Committee and Risk Committee of the Supervisory Board of NLB d.d. (in the last committee, he is also the Deputy Chair of the committee).

Professional profile:

- Finance, industry, investment banking

Education:

- Doctor of Science - Kelley School of Business, Indiana University Bloomington, USA (2003)
- Master of Business Sciences - Kelley School of Business, Indiana University Bloomington, USA (2001)
- Bachelor of Economics, Finance - Faculty of Economics, University of Ljubljana (1996)

Career:

- Director of MSIN d.o.o., Ljubljana and Chair of the Management Board of CETIS d.d. (from 2019)

- Owner and Director - NorthGrant, svetovanje d.o.o., Ljubljana (2017-2019)
- Member of the Management Board - Gorenje d.d. (2012-2017)
- Owner and Director - NorthGrant, svetovanje d.o.o., Ljubljana (2010-2012)
- President of the Management Board - KD Skladi d.o.o., Ljubljana (2009-2010)
- Director of Investment Department - KD, NPD by 2008, KD Skladi and KD Holding from 2008 to 2009 (2005-2009)

In the opinion of the Proposer, Dr. Peter Groznik has the know-how, experience and personal integrity, as well as good knowledge of the NLB Group, which is why as member of the Supervisory Board of NLB d.d. he would be able to make a positive contribution to expert and efficient work of the Supervisory Board of NLB d.d. also in the future.

The Proposer hereby proposes to vote on its counterproposal prior to voting on the resolution proposed in the convocation of the General Meeting and prior to any potential counterproposals submitted by other shareholders.

Janez Tomšič
Member of the Management
Board

Dr Janez Žlak
President of the
Management Board



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