

06-05-2021  
Ura: Del. št.:  
036

**NLB d.d.**  
**Management Board of the Company -**  
**for the General Meeting**  
**Trg republike 2**  
**1000 Ljubljana**

Ljubljana, 04/05/2021

**Subject: Counterproposal of the shareholder VZMD to Item 3 on the agenda of the convened 36th General Meeting of Shareholders of NLB d.d.**

Pursuant to the provisions of Article 300 of the Companies Act (ZGD-1), the PanSlovenian Shareholders' Association (hereinafter: the Shareholder-Proposer) hereby submits a counterproposal to the proposed resolution no. 3.1 under Item 3 of the Agenda of the 36th General Meeting of the company NLB d.d., convened for Monday, 14/06/2021 at the address CANKARJEV DOM, kulturni in kongresni center, Prešernova cesta 10, Ljubljana.

At the General Meeting, the Shareholder-Proposer shall oppose to the initial proposal and prevail upon other shareholders to vote for its own proposal. The Shareholder-Proposer expects its proposal to be published and communicated in the manner from Article 296 of the ZGD-1.

#### **COUNTERPROPOSAL:**

**to the proposed resolution no. 3.1 under Item 3 of the Agenda: Decision on the allocation of distributable profit for 2020 and granting of a discharge from liability to the Management and Supervisory Boards of NLB d.d.**

Proposed resolution no. 3.1:

"Distributable profit of NLB d.d. established on 31/12/2020 totalled EUR 341,992,219.43 and included net profit for the business year 2020 in the amount of EUR 113,952,339.70 and profit brought forward from the previous business years equalling EUR 228,039,879.73. Distributable profit shall be used as follows:

- the part in total amount of EUR 92,200,000.00 shall be paid out to the shareholders as dividend, which amounts to EUR 4.61 gross per share,
- the share amounting to EUR 249,792,219.43 is left undistributed and becomes part of the profit brought forward."

NLB d.d. shall pay dividends on 22/06/2021 to persons registered as shareholders of NLB d.d. with the KDD on the fifth day after the relevant General Meeting that adopted this resolution (21/06/2021, the cut-off date).

The day of the announcement of the corporate action to the system members of KDD is the first business day after the end of the relevant General Meeting that adopted this resolution (15/06/2021) and the day without entitlement is the last business day prior to the cut-off date (18/06/2021).

The Institute PanSlovenian Shareholders' Association is entered in the Companies Register under the entry no.: 1147258/00, VAT ID no.: 8131429726, Company reg. no.: 2301962  
IBAN or TRR opened with NLB, d.d.: SI56 0201 0025 6523 838



Grounds:

Also in 2020, the NLB increased its distributable profit on the YoY basis, which is why VZMD is convinced that the Company should pay dividends in the amount that the Management and the Supervisory Boards wish but dare not propose. VZMD also believes that the proposal of the Management and the Supervisory Boards on splitting the dividend pay-out into two parts is not in the interest of minority shareholders, as this increases (duplicates) the costs of financial brokers associated with every pay-out of (relatively low amounts of) dividends.

VZMD is therefore convinced it is appropriate and desired that the company allocate at least EUR 92.2 million to the pay-out of dividends to its shareholders which - according to the statements upon the announcement of the 2020 Annual Report - is what the Bank (and its management) would like to distribute among the shareholders. As proposers we believe that the company is capable of paying such amount of dividends to shareholders without suffering a negative impact or obstacles to the Company's existing plans.

Considering some recommendations, requirements and even general orders of various institutions and associations about the limitation of dividend pay-out the VZMD would like to point out that it is the owners, i.e. the shareholders alone who are entitled to adopt a decision on dividend sharing. We have warned, on several occasions, the relevant institutions and associations that sent out such warnings to publish the relevant analyses and information based on which they have adopted such ad-hoc and harmful positions. Until the moment of preparing this proposal we have received no grounded explanation or analysis related to this issue, which would justify the said disputed positions and decisions with extremely far-reaching and harmful consequences - as regards the trust of domestic and foreign investors, the Company itself, macroeconomic situation and perspective, and the broader community.

Yours sincerely,

Chairman of VZMD

mag. Kristjan Verbič  
Predsednik VZMD



Vseslovensko združenje malih delničarjev

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