



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 42<sup>nd</sup> General Meeting of Shareholders  
of NLB d.d.**

which was held on Monday, 17 June 2024, 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://webvoting.ixtlan.si/voting/nlb> ("Electronic General Meeting" or "EGM").

The number of shares with voting rights represented at the 42<sup>nd</sup> General Meeting of Shareholders of NLB d.d. (hereinafter: General Meeting) at the opening totalled 13.382.932 shares, or 66,91 % of all shares with voting rights, which represents 66,91 % of the share capital.

Before the voting on resolution under item 2.2. 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 13.383.295 shares, or 66,92% of all shares with voting rights, which represents 66,92% of the share capital.

One share represents one vote.

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

The share of voting rights of the five largest shareholders present at the General Meeting expressed in relation to all the shares with voting rights totalled 62,94 %. The following five largest shareholders with voting rights were present or represented at the General Meeting:

Shareholder	No. of shares or voting rights	Share in relation to all voting shares
The Bank of New York Mellon, 240 Greenwich Street, New York, United States	5.927.367	29,64 %
Republika Slovenija, Gregorčičeva ulica 20, 1000 Ljubljana	5.000.001	25,00 %
OTP Banka Client Account- fiduciarni račun, Domovinskog rata 61, Split, Hrvaška	921.287	4,61 %
Erste Group Bank AG – PBZ Croatia osiguranje d.d., Am Belvedere, 1100 Wien, Austria	518.045	2,59 %
Skandinaviska Enskilda Banken AB, Luxembourg, 4 Rue Pernelchen, 2370 Howald	221.189	1,11 %
<b>skupaj</b>	<b>12.587.889</b>	<b>62,94 %</b>

## **Resolutions passed at the 42<sup>nd</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 13.382.932; the share of these shares in the share capital is 66,915 %; 13.382.932 shares or 100 % voted for the proposed resolution, no one voted against the proposed resolution, and no one was abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

### **Item 2: Presentation of the NLB Group 2023 Annual Report (“Annual Report 2023”), the Report of the Supervisory Board of NLB d.d. on the results of the examination of the NLB Group Annual Report 2023 (“Report of the Supervisory Board of NLB d.d.”), the Report on remuneration for the members of the Management Body of NLB d.d. in the 2023 business year (“Report on remuneration”) and the Additional information to the Report on remuneration in business year 2023 on the basis of SSH's Baselines (“Additional Report on remuneration”)**

*2.1. The General Meeting of NLB d.d. hereby acknowledges the adopted Annual Report 2023, Report of the Supervisory Board of NLB d.d. and Additional Report on remuneration.*

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

*2.2. The General Meeting of Shareholders of NLB d.d. hereby confirms the Report on remuneration and the voting on this resolution is considered of a consultative nature.*

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 13.382.931; the share of these shares in the share capital is 66,915 %; 13.274.302 shares or 99,19% voted for the proposed resolution, 108.629 shares or 0,81 % of the votes cast were against the proposed resolution, and 364 of the votes were abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

### **Item 3: Decision on the allocation of distributable profit for 2023 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 of 31 December 2023 amounts to EUR 1,116,689,206.62 and consists of net profit for 2023 in the amount of EUR 514,286,904.34 retained earnings from previous financial years in the amount of EUR 405,463,762.89 and effect of the merger of the N Banka d.d. in the amount of EUR 204,903,789.79, reduced for the interests of subordinated bonds issued, which are considered instruments of additional basic capital in the amount of EUR 7,965,250.40.*

*Distributable profit in the amount of EUR 1,116,689,206.62 shall be allocated as follows:*

- part in the amount of 110,000,000.00 EUR, which is EUR 5.5 gross per share, shall be paid out as dividends on 26 June 2024 to the persons who are registered as the Shareholders of NLB d.d. with the KDD - Central Securities Clearing Corporation, LLC., on the day that is 5 working days after the day of the General Meeting that adopted this resolution (24 June 2024, Cut-Off Date);*
- part in the amount of 172,810,000.00 EUR is allocated to other profit reserves (in the amount of negative goodwill from the purchase of N Banka d.d.);*
- the remaining part of distributable profit in the amount of EUR 833,879,206.62 remains undistributed and represents retained earnings.*

*With regard to the dividend payment, 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 (18 June 2024) and the day without entitlement is the last working day prior to Cut-Off Date (21 June 2024).*

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 13.382.932; the share of these shares in the share capital is 66,915 %; 13.382.932 shares or 100 % voted for the proposed resolution, no one voted against the proposed resolution, and 363 votes were 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,*
- Hedvika Usenik, member,*
- Antonio Argir, member,*
- Andrej Lasič, member,*

*is hereby granted a discharge from liability for the financial year 2023.*

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 13.382.932; the share of these shares in the share capital is 66,915 %; 13.382.932 shares or 100 % voted for the proposed resolution, no one voted against the proposed resolution, and 363 of the votes were abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

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

- Primož Karpe, Chairman,*
- David Eric Simon, member,*
- Mark William Lane Richards, member,*
- Shrenik Dhirajlal Davda, member,*
- Verica Trstenjak, member,*
- Islam Osama Bahgat Zekry, member,*
- André Marc Richard Prudent-Toccanier, member,*
- Cvetka Selšek, member,*
- Sergeja Kočar, member,*
- Tadeja Žbontar Rems, member,*

*is hereby granted a discharge from liability for the financial year 2023.*

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 13.382.932; the share of these shares in the share capital is 66,915 %; 13.382.932 shares or 100 % voted for the proposed resolution, no one voted against the proposed resolution, and 363 of the votes were abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

#### **Item 4: Internal Audit Report for 2023 and Opinion of the Supervisory Board of NLB d.d.**

The General Meeting of NLB d.d. hereby acknowledges the adopted annual Internal Audit Report for 2023 and the positive opinion of the Supervisory Board of NLB d.d. granted with the resolution passed on 21 March 2024.

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

#### **Item 5: Election of Members of the Supervisory Board of NLB d.d.**

*5.1. On the day this resolution is adopted, the General Meeting of NLB d.d. appoints Natalia Olegovna Ansell as member of the Supervisory Board of NLB d.d., whose term of office shall be from the day of effect of the appointment (start of the term of office) and last until the close of the General Meeting of NLB d.d. that decides on the allocation of distributable profit for the fourth financial year after she started the term of office in accordance with this resolution*

*on appointment, whereby financial year in which she started the term of office in accordance with this resolution on appointment 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 13.382.773; the share of these shares in the share capital is 66,914 %; 13.382.773 shares or 100 % voted for the proposed resolution, no one voted against the proposed resolution, and 522 of the votes were abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

*5.2. The General Meeting of NLB d.d. appoints Primož Karpe as member of the Supervisory Board of NLB d.d., for the term of office starting (start of the term of office) with completion of the General Meeting of NLB d.d. where this resolution on appointment has been adopted and will last until the close of the 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 in accordance with this resolution on appointment, whereby financial year in which he started the term of office in accordance with this resolution on appointment 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 13.333.476; the share of these shares in the share capital is 66,67 %; 13.331.103 shares or 99,98 % voted for the proposed resolution, 2.373 shares or 0,02 % of the votes cast were against the proposed resolution, and 49.819 of the votes were abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

*5.3. On the day this resolution is adopted, the General Meeting of NLB d.d. appoints Luka Vesnaver as member of the Supervisory Board of NLB d.d., whose term of office shall be from the day of effect of the appointment (start of the term of office) and last until the close of the 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 in accordance with this resolution on appointment, whereby financial year in which he started the term of office in accordance with this resolution on appointment 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 13.382.773; the share of these shares in the share capital is 66,914 %; 13.382.773 shares or 100 % voted for the proposed resolution, no one voted against the proposed resolution, and 522 of the votes were abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

**Item 6: Vote on the Remuneration Policy for the Members of the Supervisory Board of NLB d.d. and the Members of the Management Board of NLB d.d.**

*The General Meeting of NLB d.d. hereby approves the Remuneration Policy for the Members of the Supervisory Board of NLB d.d. and the Members of the Management Board of NLB d.d., whereby the vote on this resolution is of a consultative nature in accordance with ZGD-1.*

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 13.382.932; the share of these shares in the share capital is 66,915 %; 8.344.422 shares or 62,35 % voted for the proposed resolution, 5.038.510 shares or 37,65 % of the votes cast were against the proposed resolution, and 363 of the votes were abstained. The resolution was legitimately passed with the necessary majority of the votes cast.