



## Material

for the 42<sup>nd</sup> General Meeting of NLB d.d.  
on 17 June 2024

### **PUBLICATION OF AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT 42<sup>nd</sup> GENERAL MEETING OF NLB d.d.**

Pursuant to Article 295 of the Companies Act ("ZGD-1") and Article 11 of the Articles of Association of NLB d.d., ("Articles of Association"), the Management Board of NLB d.d. hereby convenes

#### **42<sup>nd</sup> General Meeting of NLB d.d., Trg republike 2, 1000 Ljubljana,**

which will be held in Ljubljana, on 17 June 2024, starting at 11:00 a.m. and the registration 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://webvoting.ixtlan.si/voting/nlb> ("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 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.

*The Management Board of NLB d.d. and Supervisory Board of NLB d.d. propose that the following resolution be adopted:*

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

#### **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.**

*The Management Board of NLB d.d. and Supervisory Board of NLB d.d. propose that the following resolution be adopted:*

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).

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.

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.

#### **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.

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

*The Supervisory Board of NLB d.d. proposes that the following resolutions be adopted:*

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.

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.

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.

**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 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 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.

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With the exception of Item 5, 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 2.1. and 4 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 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 [Skupscina2024@nlb.si](mailto:Skupscina2024@nlb.si).

Conditions for participation

Those Shareholders who are registered in the central register of dematerialised securities kept by KDD - Central Securities Clearing Corporation, LLC. ("KDD"), as at the end of the seventh day prior to the General Meeting, i.e. 10 June 2024 ("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. If an intermediary who is not a final shareholder is entered in the central register as a shareholder, shareholders may exercise their voting right on the basis of the proof from the second paragraph of Article 235.č of the Companies Act, from which it follows who is the final shareholder on the cut-off date. The attendance must be communicated to the Company's Management Board on the written application form that must arrive to the Company's registered office (addressed to NLB d.d., Oddelek Sekretariat,

Trg republike 2, 1000 Ljubljana) at least by the end of the fourth day prior to the General Meeting, i.e. 13 June 2024. The application that KDD received through intermediation chain can also be submitted in the form of a standardized message via the KDD system within the same deadlines.

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 13 and 14 June 2024 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-osebni-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. 13 June 2024. 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: [Skupscina2024@nlb.si](mailto:Skupscina2024@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 legal 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.

An intermediary (such as holders of fiduciary accounts in respect of shares not belonging to them, voting advisers and other persons exercising voting rights on behalf of a shareholder by proxy as their activity) may exercise or entrust the exercise of voting rights for shares not belonging to them, only if authorised to do so in writing by the shareholder. The intermediary must ensure the verifiability of the authorisation. The intermediary shall submit a

power of attorney to the company if they attend the General Meeting in the name and on behalf of the shareholder and exercise voting rights.

#### 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 [Skupscina2024@nlb.si](mailto:Skupscina2024@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 legal representative and stamp of the legal 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)41 707 114.

#### 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 20,000,000.00 no-par value shares from the same class with voting rights.

#### Call to the main Shareholders

In accordance with the Slovenian Corporate Governance Code, 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.

Ljubljana, 30 April 2024

Management Board of NLB d.d.

**GROUNDS FOR THE PROPOSED RESOLUTIONS  
FOR THE 42<sup>nd</sup> GENERAL MEETING OF NLB D.D.**

1. Item on the agenda: **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 the Supervisory Board of NLB d.d.**

hereby propose to the

General Meeting of NLB d.d.  
to discuss and pass the following

**proposed resolution under Item 1**

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

**Grounds**

In accordance with the Companies Act and the Articles of Association of NLB d.d. ("Articles of Association"), the Management Board of NLB d.d. hereby convenes the General Meeting of NLB d.d. It had invited Notary Public Miro Košak from Ljubljana to participate, and the latter accepted the invitation and confirmed his attendance.

In accordance with the fourth paragraph of Article 10 of the Articles of Association, the Management Board of NLB d.d. convenes this General Meeting as a General Meeting at which the Shareholders will be physically present and as an Electronic General Meeting, which the Shareholders attend by electronic means via the web portal.

The second paragraph of Article 292 of the Companies Act stipulates that members of the Management Board and Supervisory Board may attend the General Meeting, even if they are not Shareholders, whereby the Articles of Association or the Rules of Procedure of the General Meeting determine when they may participate in the General Meeting via video and audio transmission. At their meeting on 15 June 2020, the Shareholders regulated this possibility in the Rules of Procedure of the General Meeting of NLB d.d.

The technical rules for conducting the electronic General Meeting are included in the Rules, which were adopted by the Management Board of NLB d.d. and are part of the convocation of this General Meeting.

The Management and Supervisory Boards are obliged to propose to the General Meeting adoption of General Meeting resolutions in accordance with the Companies Act. Pursuant to Article 13 of the Articles of Association, the General Meeting of NLB d.d. shall elect its Chair at the General Meeting of NLB d.d. The Management Board of NLB d.d. and the Supervisory Board of NLB d.d. hereby propose to the General Meeting of NLB d.d. to elect Matej Kavčič, attorney at law from the Law Firm Kavčič, Bračun in partnerji, o.p., d.o.o. Chair of the General Meeting of NLB d.d.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.



2. Item on the agenda: **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”)**

**Management Board of NLB d.d. and Supervisory Board of NLB d.d.**

hereby inform the

General Meeting of NLB d.d.  
of the following

*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.*

**The Management Board of NLB d.d. and the Supervisory Board of NLB d.d.**

hereby propose to the

General Meeting of NLB d.d.  
to discuss and pass the following

**proposed resolution under Item 2.2.**

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

**Grounds**

Pursuant to the applicable Companies Act, the General Meeting of NLB d.d. hereby acknowledges the discussed item on the agenda, i.e. the adopted Annual Report 2023 and the Report of the Supervisory Board of NLB d.d.

In 2023, the Supervisory Board of NLB d.d. supervised the operations of NLB d.d. and the NLB Group in the scope of authorisations and powers specified in the statutory provisions and the Articles of Association.

Pursuant to the provisions of Article 282 of the Companies Act, the Supervisory Board of NLB d.d. compiled the Report of the Supervisory Board of NLB d.d. which is intended for the General Meeting of NLB d.d. The Supervisory Board of NLB d.d. passed this Report at its meeting held on 11 April 2024, by which it approved the company's Annual Report 2023 in the form submitted to it by the Management Board of NLB d.d.

Pursuant to Article 294.b of the Companies Act, a company whose securities are traded on a regulated market must prepare a clear and comprehensible report on remuneration, which includes a comprehensive overview of remuneration, including all benefits in any form provided or owed to an individual member of the management and supervisory body and executive director in the last business year, in accordance with the remuneration policy of the management and supervisory bodies and executive directors which has to be formed by this company in accordance with Article 294.a of the Companies Act.

An auditor must review the report on remuneration and must prepare a report on this. The auditor's report is an attachment to the report on remuneration.

In accordance with the above, NLB d.d. prepared the Report on remuneration, which was confirmed by the Supervisory Board of NLB d.d. on 11 April 2024. The auditor's report is attached to the Report on remuneration.

The report on remuneration is submitted to the general meeting of a company in the same way as the annual report. The general meeting of a company has the right to a consultative vote on the report on remuneration for the last business year and thus the Management Board of NLB d.d. and the Supervisory Board of NLB d.d. propose to the General Meeting of Shareholders of NLB d.d. to confirm the Report on remuneration, whereby the vote on the proposed resolution is of a consultative nature.

In addition, on the basis of the Slovenian Sovereign Holding Asset Management Policy (Politika upravljanja Slovenskega državnega holdinga), NLB d.d. also prepared the Additional Report on remuneration. The Management Board of NLB d.d. and the Supervisory Board of NLB d.d. are informing the General Meeting of Shareholders of NLB d.d. of the Additional Report on remuneration.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

**Attachments:**

1. NLB Group Annual Report 2023
2. Report of the Supervisory Board of NLB d.d. on the results of the examination of the NLB Group Annual Report 2023
3. Report on remuneration for the members of the Management Body of NLB d.d. in the 2023 Business Year
4. Independent Auditor Report
5. Additional information to the Report on remuneration in business year 2023 on the basis of SSH's Baselines



**3. Item on the agenda: 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.**

**Management Board of NLB d.d. and Supervisory Board of NLB d.d.**

hereby propose to the

General Meeting of NLB d.d.  
to discuss and pass the following

**proposed resolutions under Item 3**

*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).*

*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.*

*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.*



## Grounds

In accordance with the provisions laid down in the Companies Act, the General Meeting has decided on the allocation of distributable profit on the basis of the Audited Annual Report 2023 approved by the NLB Supervisory Board at their meeting on 11 April 2024.

NLB Management Board and NLB Supervisory Board propose to the General Meeting the payment of dividends of EUR 110 million.

In its 2024 outlook the Bank communicated intention to pay out cumulatively EUR 220 million of dividends. On the back of experiences from the prior years, the bank has decided to split the dividend payment in a way that the first tranche is subject of this General Meeting, while the second tranche is intended to be proposed to the General Meeting towards the end of this year.

On 10 August 2022 NLB d.d. received the EBC's decision, by which NLB d.d. is not permitted to distribute dividends from the profit generated with the negative goodwill (in the amount of EUR 172,8 million) resulting from the acquisition of former Sberbank banka d.d., renamed to N Banka d.d., Ljubljana in April 2022. To comply with that decision, we propose that amount of EUR 172,8 million is transferred in the profit reserves, from where the distribution of dividends is not possible.

The envisaged EUR 220 million dividend payment from the profit generated in 2023 is not included in the capital base, meaning that the payment will not affect the NLB Group capital ratios.

In line with Article 294 of the Companies Act, the General Meeting also decides about the granting of discharge from liability to the Management Board and Supervisory Board for their work in the past business year. The General Meeting decides on the granting of discharge to the management and supervisory bodies, namely in the composition as at the moment of deciding at the General Meeting. Therefore, the General Meeting of NLB d.d. is hereby proposed to grant a discharge from liabilities to the Management Board of NLB d.d. and the Supervisory Board of NLB d.d. who performed this function in 2023 and still perform this function at the moment when General Meeting takes place.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.



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

**Management Board of NLB d.d. and Supervisory Board of NLB d.d.**

hereby inform the

General Meeting of NLB d.d.  
of the following

*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.*

**Grounds**

This is an informative item on the agenda which is, according to the Companies Act and the Banking Act (ZBan-3), not voted on by the General Meeting of Shareholders.

Article 164 of the Banking Act stipulates that the Internal Audit Department must formulate an annual report on internal auditing and submit it to the Management Board and the Supervisory Board. Article 50 of the Banking Act further stipulates that the members of the Supervisory Board explain to the General Meeting their opinion on the Internal Audit's Annual Report.

At its meeting held on 21 March 2024 the Supervisory Board of NLB d.d. discussed and approved the Internal Audit's Report for 2023.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

**Attachments:**

1. Internal Audit Report for 2023
2. Resolution of the Supervisory Board of NLB d.d. of 21 March 2024

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

**Supervisory Board of NLB d.d.**

hereby proposes to the

General Meeting of NLB d.d.  
to discuss and pass the following

**proposed resolutions under Item 5**

*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.*

*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.*

*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.*

**Grounds**

The general meeting of shareholders is inter alia competent to appoint the members of the Supervisory board of the bank. As the four-year term of office of three members of the Supervisory Board of NLB d.d. will expire, the Supervisory Board of NLB d.d. proposes to the General Meeting of Shareholders of NLB d.d. candidates to be appointed members of the Supervisory Board.

Pursuant to Article 297.a of the Companies Act, the explanation to the item on the agenda under which the General Meeting of Shareholders should decide about the appointment of the members of the Supervisory Board must contain at least the name and surname, education, appropriate experience and current employment of the proposed member. Pursuant to Article 274 of the Companies Act, the proposed candidate for the member of the Supervisory Board must, before being elected at the General Meeting of Shareholders, present their past professional education, track record and work currently performed as well as any circumstances that might lead to a conflict of interest or their partiality. The proposed candidate may provide their presentation in writing, while at the General Meeting of Shareholders they are presented by the person who nominated them for the position of member of the Supervisory Board.

Candidate selection process:

The selection process for the independent candidates of NLB's Supervisory Board followed a pre-defined step-up roadmap, which started with the annual self-assessment and comprehensive competence matrix review, creation of the exact role profile (defining required skillsets, leadership and integrity requirements, proven value creation track record and the independence of mind). Upon the role profile acceptance (spanning across the 3 positions, as terms of office expire for three candidates), the search process started with the onboarding of professional Executive Search agency (to scan the candidates across the wider CEE region), and individual invitations were extended to some high-profile international experts with the strong track record. The Bank's largest shareholders were also given the opportunity to nominate individual candidates. Upon the review of the long-list of candidates, subsequent ranking

and short listing was made by the Nominations Committee, and the 3-step interview process was conducted with the final short list of candidates (exploring leadership and team-play ability, past track record and detailed skillset capacity). All short-listed candidates were subsequently subject to the rigorous Fit and Proper assessment, performed by the Bank's professional Compliance and HR bodies and in line with the regulator's requirements. Finally, the appointment of the 3 candidates was done by the Supervisory Board upon the Nominations Committee proposal.

*The proposed candidates' CV extracts:*

**Natalia Olegovna Ansell:** Natalia Olegovna Ansell is, simply put, a great addition for the Supervisory Board of the NLB Bank. She brings global banking experience, detailed knowledge of all technical aspects of corporate banking, retail banking, wealth management and, above all, the knowledge of payment and card systems, as well as development trends in all key segments that the NLB Group is building its future on. A candidate with high energy, she has accumulated her wealth of practical experience over a 28-year career at Citibank (during which she rose from the level of financial analyst to CEO/Chairwoman of Citibank Vietnam, and was also the first woman to be appointed to this position by any international bank in the Asia-Pacific region). In recent years, she has also been a Director (VP Head) of Visa corporation, responsible for the development of business services in the CEEMEA region, and currently serves as Director of Payment Services, Digitisation and Payment Systems Development at Equity Group Holdings.

Natalia Olegovna has a good understanding of the region NLB Group operates in, and she also understands how the banking and payments ecosystem works on a global scale, and how the best companies operate in this ecosystem. And this is precisely what the international mosaic of the NLB's Supervisory Board needed. Natalia Olegovna Ansell is a British, Ukrainian and Russian citizen, 52 years old and she got her master's degree in International Economic Relations at the state University of Economics in Kiev in 1994.

**Luka Vesnaver:** thanks to his 11-year career with three out of the Big 4 global professional services networks, Luka Vesnaver brings to the Supervisory Board broad knowledge in the field of regional corporate finance (takeovers, restructuring, M&A, strategic consulting), which always required a good knowledge and understanding of the entire segment of banking and financial markets. Luka worked at Deloitte Central Europe as partner responsible for financial advisory in the Adriatic region, at Ernst & Young as partner responsible for corporate consulting in Slovenia and a member of the E&Y management team for restructuring in Central Europe, and at PwC as a director he managed consulting in the field of corporate finance in the Adriatic region. For the last two years he has been running his company ION Advisory as the main partner.

Luka Vesnaver is a Slovenian citizen, 51 years old, he is chairman of the Board of Directors of the British-Slovenian Chamber of Commerce, and he got his master's degree in economics from the Central European University in Budapest and he completed an additional master's degree in finance at Amsterdam Business School.

**Primož Karpe:** being proposed for his third term of office, Primož Karpe does not only bring leadership continuity to the Supervisory Board, but most of all the mindset that values open-mindedness, diversity of mental models to tackle challenges, focus on future, courage, disciplined thinking about the Bank's development priorities, and self-awareness of the necessary steps to be the best bank in the region. Primož will continue his work building links and benchmarking against leading global banks to ensure NLB continuously learns and accelerates its growth.

Primož Karpe has many years of experience in banking, asset management (both in the private equity and venture capital segments - in both industries he is well known and respected within the region, also as a member of several investment committees), and is well connected to most of the regional and international private and large institutional capital investors in the wider SEE region. His expertise covers the areas of banking, equity financing of companies at different stages of development, and the private healthcare sector.

Primož Karpe is a Slovenian citizen, resident of Zagreb, with continuous presence in Belgrade and Ljubljana, and with practical investment and work experience in all the former republics of the former common state of Yugoslavia, therefore his "home" is literally the entire NLB Group region. He is 53 years old and holds a master's degree from the San Diego State University (Finance), has undergone a number of training courses abroad and, prior to the AGM itself, he will have completed the "Leading from the Chair" professional programme at INSEAD University in France, designed for Chairpersons of the Boards of Directors or Supervisory Boards of leading European corporations.

*The proposed candidates' expected value-add to the future Supervisory Board functioning:*

**Natalia Olegovna Ansell** will bring to the NLB Group global technical expertise in payments and card services, and she is also expected to have a considerable impact on decisions relating to digital transformation of the Bank's operations and its future development. With her outstanding leadership experience Natalia Olegovna is also



expected to add significant value in bank's retail solutions, HR development, organisational structure and thinking outside the norms and frameworks of the so-called standard universal banking model.

**Luka Vesnaver** brings a very good knowledge of the Slovenian and broader regional business sector, a detailed insight into all the elements of restructuring and risk management processes in corporate banking, in-depth M&A knowledge, as well as good and quality knowledge of international funding flows and the national regulatory and international financial institutions framework.

**Primož Karpe** is expected to proceed along the path of the Bank's transformation strategy, which today is no longer easily comparable to the bank where he started his supervisory term of office. He is aware that the Bank's business model is undergoing a major technological transition, which can only be carried out by professionals who not only understand the future of banking, but also the central role of human capital, i.e. leadership skills and the multiplication of growth through the growth of leadership capacities within the NLB Group. He is also expected to try and do everything in his power (both within the Supervisory Board and within the Banking Group) that not only the current employees but also the upcoming new generations of talents from the wider international and regional environment will see their future and a challenge in NLB Group.

*New Supervisory Board of NLB d.d. composition based on key competence factors:*

Supervisory Board of NLB d.d. continues to evolve its membership to ensure it is well placed to meet the challenges of the future, and the expectations of NLB Shareholders. Over the last few years, the Supervisory Board of NLB d.d. has evolved so that it is more technically specialized with deep understanding of banking and its future. Its composition is complementary and a well-balanced mix of different mindsets, skills and innovative view of the future banking. It blends well the Bank's global and regional vision, to reflect the region and global trends, understanding of society and maintain governance excellence.

Today the Supervisory Board of NLB d.d. is highly diverse by race and balanced by gender. The Supervisory Board of NLB d.d. is aware it must join-up with the world by bringing in international expertise where needed, for example in digitisation, payments and environment and social governance best practice. It is expected for Supervisory Board members "to supervise", of course, but also to add value, by sharing experience, expertise and providing counsel and advise.

Today the Supervisory Board of NLB d.d. is the most diverse and international supervisory board in the region and is passionate to be the best. The Supervisory Board recognises NLB's duties to society, governments, and its position as a major systemically important bank. The Supervisory Board seeks to support the growth of the entire Group with prudent risk management, to develop its staff, and deliver returns to NLB Shareholders, and position the Bank for the future in a digital, environmentally sound way.

The proposed Supervisory Board of NLB d.d. composition competence matrix is clearly depicted in the below matrix, covering core and specific competencies, required for the supervision of the future-oriented banking group.



		Core competences							Specific competences			
Background		Retail & Corporate banking	Investment banking and M&A	Private equity & Asset Management	Industry	Risk Mgt. / Compliance / Audit	Regulatory - Banking Accounting specific	Capital Markets, Funding & Treasury mgt.	Banking IT & Data science	ESG and Sustainable Finance	Innovation - Payments and beyond-banking models	Talent management
Primoz Karpe	Investor and Entrepreneur	x	x	x	x	x	x	x	x		x	x
Shrenik Davda	Investment banker	x	x	x		x	x	x		x		x
Mark Richards	PE partner and Commercial banker	x	x	x		x	x	x	x	x	x	x
Natalia Ansell	Commercial, Retail & Investment banker	x	x	x		x	x	x	x	x	x	x
Andre Marc Prudent Toccanier	Commercial & Retail banker	x	x		x	x	x	x	x		x	x
Cvetka Selsek	Commercial & Retail banker	x	x		x	x	x	x				x
Islam Zekry	Chief Data Officer	x	x	x		x	x	x	x		x	x
Luka Vesnaver	Corporate Finance (restructuring, M&A, advisory)		x	x	x	x	x	x		x		
Sergeja Kocar	Workers representative	x				x		x				x
Tadeja Rems	Workers representative	x				x		x		x		

The Supervisory Board of NLB d.d. believes that its composition represents a well-balanced, and highly experienced Supervisory Board and recommends the three candidates above for election to the Supervisory Board of NLB d.d.

The Supervisory Board of NLB d.d. wishes to point out that NLB d.d., as a regulated credit institution, is subject to stricter requirements and rules for the proposal of candidates for the members of the Supervisory Board of NLB d.d. to the General Meeting of Shareholders of NLB d.d. in view of the fact that the Banking Act (ZBan-3) prescribes a preliminary Fit & Proper assessment of the candidates. In accordance with the applicable regulations and internal policies and procedures, the Nomination Committee of the Supervisory Board of NLB d.d. thus carried out a Fit & Proper assessment of the candidates for the members of the Supervisory Board of NLB d.d. proposed for the appointment by the General Meeting of Shareholders of NLB d.d. whom it assesses as suitable. In the scope of this procedure, the Nomination Committee of the Supervisory Board of NLB d.d. checked various circumstances related to conflict of interest and independence of the candidates for the members of the Supervisory Board of NLB d.d.

The Supervisory Board of NLB d.d. hereby assesses that no circumstances exist in relation to the proposed candidates that would constitute a conflict of interest (actual or potential or perceived) that could not be managed by the measures foreseen in NLB d.d.'s internal policies and procedures. The Supervisory Board of NLB d.d. also estimates that the proposed candidates are independent in relation to NLB d.d.

One proposed candidate for the members of the Supervisory Board of NLB d.d. is a current member of the Supervisory Board of NLB d.d. (Primož Karpe has been the Chairman of the Supervisory Board of NLB d.d. since 2016), whose current term of office expires with the conclusion of this General Meeting of Shareholders of NLB d.d. and who is proposed by the Supervisory Board of NLB d.d. for re-election, while two proposed candidates are new.

In accordance with the Banking Act, the function of a member of the supervisory board of a bank can only be performed by a person who obtains a license to perform the function of a member of the supervisory board of that bank, whereby this license ceases if that person ceases to be a member of the supervisory board of the bank to which the license refers. Therefore, the proposed resolutions on the re-appointment of the existing members of the Supervisory Board of NLB d.d. are formulated in such a way that their function as members of the Supervisory Board of NLB d.d. does not cease between their current term of office and their new term of office. The request for issuing the license to perform the function of a member of the Supervisory Board of NLB d.d. to the new members of the Supervisory Board of NLB d.d. will be submitted after the General Meeting of Shareholders of NLB d.d. decides on their appointment.



6. Item on the agenda: **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.**

**Management Board of NLB d.d. and Supervisory Board of NLB d.d.**

hereby propose to the

General Meeting of NLB d.d.  
to discuss and pass the following

**proposed resolution under Item 6**

*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.*

**Grounds**

The Companies Act (ZGD-1) stipulates an obligation for the company whose securities are traded on a regulated market to produce a remuneration policy for its management and supervisory bodies and executive directors, which is then submitted to the General Meeting of Shareholders for approval. The company shall submit such remuneration policy to the General Meeting of Shareholders for a vote at each significant change, and in any case at least every four years. The vote on the remuneration policy at the General Meeting of Shareholders is consultative. The company determines the remuneration of the members of its management and supervisory bodies and its executive directors only in accordance with the remuneration policy, which was submitted to the vote for approval at the General Meeting of Shareholders.

Currently, version three of 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. (hereinafter: Remuneration Policy) is in force, which was adopted by the Supervisory Board of NLB d.d. on 26 October 2023. The Management Board of NLB d.d. and the Supervisory Board of NLB d.d. proposed to the General Meeting of Shareholders of NLB d.d. to approve the third version of the Remuneration Policy, however, at the General Meeting of Shareholders of NLB d.d. on 11 December 2023 the resolution (which was of a consultative nature) was not passed.

Consequently, version four of the Remuneration Policy was prepared, in which changes, requested by the shareholders and also some other changes were introduced. Significant changes compared to the third version of the Remuneration Policy are enumerated in Article 1 of the fourth version of the Remuneration Policy, which is attached to this material.

The fourth version of the Remuneration Policy is presented to the General Meeting of Shareholders of NLB d.d. for approval. The Supervisory Board of NLB d.d. adopted the fourth version of the Remuneration Policy on 22 April 2024. The Supervisory Board of NLB d.d. and the Management Board of NLB d.d. propose to the General Meeting of Shareholders of NLB d.d. to approve the fourth version of the Remuneration Policy, whereby the vote on the proposed resolution is of a consultative nature in accordance with ZGD-1.

In accordance with ZGD-1, immediately after it is voted upon at the General Meeting of Shareholders of NLB d.d., the fourth version of the Remuneration Policy shall be published at the website of NLB d.d., together with the date and results of the voting, where it must remain publicly available free of charge for at least as long as it is used, and for at least ten years.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

**Attachment:**

1. Remuneration Policy for the Members of the Supervisory Board of NLB d.d. and the Members of the Management Board of NLB d.d.