



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 40th General Meeting of Shareholders
of NLB d.d.**

which was held on Monday, 19 June 2023, 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 40th General Meeting of Shareholders of NLB d.d. (hereinafter: General Meeting) at the opening totalled 14.327.818 shares, or 71,64 % of all shares with voting rights, which represents 71,64 % 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 14.327.828 shares, or 71,64 % of all shares with voting rights, which represents 71,64 % of the share capital.

Before the voting on resolutions under item 5 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 14.327.814 shares, or 71,64 % of all shares with voting rights, which represents 71,64 % 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 69,35 %. 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	7.364.591	36,82 %
Republika Slovenija, Gregorčičeva ulica 20, 1000 Ljubljana	5.000.001	25,00 %
OTP Banka Client Account- fiduciarni račun, Domovinskog rata 61, Split, Hrvatska	840.085	4,2 %
Erste Group Bank AG – PBZ Croatia osiguranje d.d., Am Belvedere, 1100 Wien, Austria	519.456	2,60 %
Skandinaviska Enskilda Banken AB, Luxembourg, 4 Rue Peternelchen, 2370 Howald	145.874	0,73 %
skupaj	13.870.007	69,35 %

Resolutions passed at the 40th 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 14.327.818; the share of these shares in the share capital is 71,639 %; 14.327.818 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 2022 Annual Report (“Annual Report 2022”), the Report of the Supervisory Board of NLB d.d. on the results of the examination of the NLB Group Annual Report 2022 (“Report of the Supervisory Board of NLB d.d.”), the Report on remuneration in business year 2022 (“Report on remuneration”) and the Additional information to the Report on remuneration in business year 2022 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 2022, 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 13.676.740; the share of these shares in the share capital is 68,384 %; 10.326.931 shares or 75,507% voted for the proposed resolution, 3.349.809 shares or 24,493 % of the votes cast were against the proposed resolution, and 651.088 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 2022 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 2022 amounts to EUR 515,463,762.89 and consists of net profit for financial year 2022 in the amount of EUR 159,602,289.85 and retained earnings from previous financial years in the amount of EUR 358,266,602.05 reduced for the interests and direct issue costs of subordinated bonds issued in the year 2022, which are considered instruments of additional basic capital in the amount of EUR 2,405,129.01.

Distributable profit in the amount of EUR 515,463,762.89 and shall be allocated as follows:

- *part in the amount of EUR 55,000,000.00, which is EUR 2.75 gross per share, shall be paid out as dividends on 27 June 2023 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 (26 June 2023, Cut-Off Date),*
- *the remaining part of distributable profit in the amount of EUR 460,463,762.89 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 (20 June 2023) and the day without entitlement is the last working day prior to Cut-Off Date (23 June 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 14.327.827; the share of these shares in the share capital is 71,639 %; 14.327.826 shares or 100 % voted for the proposed resolution, one share or 0,000 % of the votes cast was against the proposed resolution, and one vote was 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 2022.

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 14.319.202; the share of these shares in the share capital is 71,596 %; 14.319.005 shares or 99,999 % voted for the proposed resolution, 197 shares or 0,001 % of the votes cast were against the proposed resolution, and 8.626 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,*
- *Andreas Klingen, Vice Chairman,*
- *David Eric Simon, member,*
- *Mark William Lane Richards, member,*
- *Shrenik Dhirajlal Davda, member,*
- *Gregor Rok Kastelic, member,*
- *Verica Trstenjak, member,*
- *Islam Osama Bahgat Zekry, member,*
- *Sergeja Kočar, member,*
- *Tadeja Žbontar Rems, member,*

is hereby granted a discharge from liability for the financial year 2022.

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 14.319.212; the share of these shares in the share capital is 71,596 %; 14.319.015 shares or 99,999 % voted for the proposed resolution, 197 shares or 0,001 % of the votes cast were against the proposed resolution, and 8.616 of the votes were abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

Item 4: Internal Audit Report for 2022 and Opinion of the Supervisory Board of NLB d.d.

The General Meeting of Shareholders of NLB d.d. hereby acknowledges the adopted annual Internal Audit Report for 2022 and the positive opinion of the Supervisory Board of NLB d.d. granted with the resolution passed on 23 February 2023.

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. The General Meeting of NLB d.d. appoints Shrenik Dhirajlal Davda 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 14.327.392; the share of these shares in the share capital is 71,637 %; 14.268.152 shares or 99,587 % voted for the proposed resolution, 59.240 shares or 0,413 % of the votes cast were against the proposed resolution, and 422 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 Mark William Lane Richards 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 14.326.416; the share of these shares in the share capital is 71,632%; 14.267.176 shares or 99,586 % voted for the proposed resolution, 59.240 shares or 0,414 % of the votes cast were against the proposed resolution, and 1.398 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 Cvetka Selšek 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 14.327.813; the share of these shares in the share capital is 71,639 %; 14.327.813 shares or 100 % voted for the proposed resolution, no one voted against the proposed resolution, and one vote was abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

5.4. On the day this resolution is adopted, the General Meeting of NLB d.d. appoints Andre Marc Prudent-Toccanier 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 14.327.616; the share of these shares in the share capital is 71,638 %; 14.320.487 shares or 99,950 % voted for the proposed resolution, 7.129 shares or 0,050 % of the votes cast were against the proposed resolution, and 198 of the votes were abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

Item 6: Determination of payments to members of the Supervisory Board of NLB d.d. and its committees

- 6.1. *The basic pay for performing the function of a member of the Supervisory Board of NLB d.d. shall increase by 15%, amounting to EUR 69,000 gross after the increase, causing the following amendments accordingly:*
- (i) *resolution of the General Meeting of NLB d.d. on Determination of payment for performing the function of the members of the Supervisory Board and its committees, passed on 21 October 2019 at the 34th General Meeting of NLB d.d. under item 2 of the agenda in the part determining the Base Pay and*
 - (ii) *resolution of the General Meeting of NLB d.d. on Disbursement to members of the Supervisory Board of NLB d.d. who are employees' representatives, passed on 15 June 2020 at the 35th General Meeting of NLB d.d. under item 8 of the agenda in the part determining the Base Pay and monthly payment.*

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 14.145.051; the share of these shares in the share capital is 70,725 %; 9.144.852 shares or 64,651 % voted for the proposed resolution, 5.000.199 shares or 35,349 % of the votes cast were against the proposed resolution, and 182.763 of the votes were abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

- 6.2. *Resolution of the General Meeting of NLB d.d. on Disbursement to members of the Supervisory Board of NLB d.d. who are employees' representatives, passed on 15 June 2020 at the 35th General Meeting of NLB d.d. under item 8 of the agenda shall be amended in the first paragraph so that the current text:*

“reduced by the gross amount of salary payment, all allowances referring to work, and holiday allowance that an individual employee representative receives if employed in NLB d.d. or any other member of the NLB Group (“Gross Pay”)”

shall be replaced with the following text:

“reduced by the gross amount of Basic Salary, as defined in the Employment Contract of the employee representative if employed in NLB d.d. or any other member of the NLB Group (“Basic Salary”) in an individual year.”

Throughout the text the wording “Gross Pay” shall be replaced with the wording “Basic Salary”.

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 14.325.333; the share of these shares in the share capital is 71,627 %; 9.325.331 shares or 65,097 % voted for the proposed resolution, 5.000.002 shares or 34,903 % of the votes cast were against the proposed resolution, and 2.481 of the votes were abstained. The resolution was legitimately passed with the necessary majority of the votes cast.