



PUBLICATION OF AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT 40th 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

40th General Meeting of NLB d.d., Trg republike 2, 1000 Ljubljana,

which will be held in Ljubljana, on 19 June 2023, 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 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.

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 Shareholders 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 2022 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 resolutions be adopted:

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).

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.

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

- Primož Karpe, Chairman,
- Andreas Klingens, 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.

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.

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. 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.

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.

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.

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.

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

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

- 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.

- 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”.

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 Skupscina2023@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., as at the end of the seventh day prior to the General Meeting, i.e. 12 June 2023 ("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 ZGD-1, 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 be sent to the Company's registered office at least by the end of the fourth day prior to the General Meeting. The applications shall be accepted as timely if they are sent to the Company's registered office (Trg republike 2, 1000 Ljubljana), addressed to the Secretariat, by the end of the fourth day prior to the General Meeting, i.e. 15 June 2023. 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 15 and 16 June 2023 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. 15 June 2023. 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: Skupscina2023@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 Skupscina2023@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.



Other notices

The Company hereby informs the Shareholders that due to the measures adopted in connection with the COVID-19, it is possible that the General Meeting of NLB d.d. will not be held on the planned date. The Shareholders will be informed of potential cancellation of the General Meeting in the same way as they have been informed of its convocation.

The Shareholders are kindly asked to consistently follow all the measures for minimising the risk of infection with COVID-19 upon their arrival to the General Meeting in accordance with the applicable regulations and recommendations of the Public Institute for Public Health (NIJZ).

Ljubljana, 10 May 2023

Management Board of NLB d.d.