



## Material

for the 39<sup>th</sup> General Meeting of NLB d.d.  
on 12 December 2022

### **PUBLICATION OF AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT 39<sup>th</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

**39<sup>th</sup> General Meeting of NLB d.d., Trg republike 2, 1000 Ljubljana,**

which will be held in Ljubljana, on 12 December 2022, starting at 13 p.m. and the registration starting at 12:30 p.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://skupscine.ixtlan.si/nlb.html> ("Electronic General Meeting" or "EGM"), with the possibility of registration to access digital environment at 12:00 p.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: Decision on the allocation of distributable profit for 2021**

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

The distributable profit on the day of this General Meeting amounts to EUR 408,266,602.05, and shall be allocated as follows:

1. the first part in the amount of EUR 50,000,000.00, which is EUR 2.50 per share, shall be paid out on 20 December 2022 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 (19 December 2022, Cut-Off Date),
2. the second part in the amount of EUR 358,266,602.05 EUR 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 (13 December 2022) and the day without entitlement is the last working day prior to Cut-Off Date (16 December 2022).

#### **Item 3: 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 Shareholders 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.

**Item 4: Report on termination of the term of office of two members of the Supervisory Board of NLB d.d., workers' representatives**

General Meeting of NLB d.d. takes note of the termination of term of office of two members of the Supervisory Board of NLB d.d., workers' representatives, namely:

1. that Janja Žabjek Dolinšek on 26/5/2022 made a statement regarding her termination of the function of a member of the Supervisory Board of NLB d.d., workers' representative, because she was leaving NLB d.d., which the NLB Works Council took note of and based on which her term of office in the Supervisory Board of NLB d.d. terminated on 8/7/2022,
2. that the NLB Works Council at its 11<sup>th</sup> extraordinary meeting held on 12/9/2022 passed a decision on the recall of Bojana Šteblaj from the function of a member of the Supervisory Board of NLB d.d., workers' representative, based on which her term of office in the Supervisory Board of NLB d.d. terminated on 12/9/2022.

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All Items have been proposed by the Management Board of NLB d.d. and Supervisory Board of NLB d.d. Item 4 of the Agenda is 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, due to the preventive measures against the SARS-CoV-2 ("COVID-19"), 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 [Skupscina2022@nlb.si](mailto:Skupscina2022@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. 5 December 2022 ("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. 8 December 2022. 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 8 and 9 December 2022 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. 8 December 2022. 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: [Skupscina2022@nlb.si](mailto:Skupscina2022@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 [Skupscina2022@nlb.si](mailto:Skupscina2022@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, Section 8.2, 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, 28 October 2022

Management Board of NLB d.d.



**GROUNDS FOR THE PROPOSED RESOLUTIONS  
FOR THE 39th 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: **Decision on the allocation of distributable profit for 2021**

**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 2**

*The distributable profit on the day of this General Meeting amounts to EUR 408,266,602.05, and shall be allocated as follows:*

- 1. the first part in the amount of EUR 50,000,000.00, which is EUR 2.50 per share, shall be paid out on 20 December 2022 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 (19 December 2022, Cut-Off Date),*
- 2. the second part in the amount of EUR 358,266,602.05 EUR 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 (13 December 2022) and the day without entitlement is the last working day prior to Cut-Off Date (16 December 2022).*

**Grounds**

The Bank expressed the intention to pay EUR 100 million of dividend in two tranches. In June 2022 the Bank already paid out the first instalment of the dividend in total amount of 50 million EUR and announced the second instalment towards the end of this year.

The proposed EUR 50 million for the second tranche of dividend payment from the profit generated in 2021 is not included in the capital base and the payment will not affect the NLB Group capital

Supervisory Board of NLB d.d.

Management Board of NLB d.d.



3. 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 3**

*The General Meeting of Shareholders 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 Act Amending the Companies Act (ZGD-1K), published in the Official Gazette of the Republic of Slovenia No. 18/2021 introduced 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 for approval. The company shall submit such remuneration policy to the General Meeting 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 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.

In accordance with the above, the NLB d.d. already prepared 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., which was adopted by the Supervisory Board of NLB d.d. on 15/10/2021 and by the General Meeting of Shareholders of NLB d.d. on 16/12/2021. However, on 31/12/2021 new Guidelines on sound remuneration policies under Directive 2013/36/EU (EBA/GL/2021/04) (hereinafter: the EBA Guidelines) began to apply and accordingly a new version 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: the Second Version of the Remuneration Policy) was prepared, in which some changes, newly required by the EBA Guidelines were introduced (and some changes were also introduced pursuant to the proposals from various stakeholders).

With the aim of comprehensively regulating the remuneration of the members of the Management Board of NLB d.d. in accordance with the regulations currently applicable to NLB d.d. in a single document, and since the Act Governing the Remuneration of Managers of Companies with Majority Ownership held by the Republic of Slovenia or Self-Governing Local Communities (Zakon o prejemkih poslovnih oseb v gospodarskih družbah v večinski lasti Republike Slovenije in samoupravnih lokalnih skupnosti, hereinafter: ZPPOGD) no longer applies to NLB d.d., the Second Version of the Remuneration Policy also replaces and at the same time cancels the Rules on determining other rights under management employment contracts or other regulations of the Bank (Pravilnik o določanju drugih pravic iz pogodb o zaposlitvi poslovnih oseb oz. drugih aktov banke), which the Supervisory Board of NLB d.d. adopted in accordance with the requirement of ZPPOGD.

The Supervisory Board of NLB d.d. adopted the Second Version of the Remuneration Policy on 19/10/2022. 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 Second Version of the Remuneration Policy, whereby the vote on the proposed resolution is of a consultative nature in accordance with ZGD-1.

Significant changes compared to the first version 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. are stated in Article 1 of the Second Version of the Remuneration Policy, which is attached to this material.



In accordance with ZGD-1, immediately after it is voted upon at the General Meeting of Shareholders of NLB d.d., the Second 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:**

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



4. Item on the agenda: **Report on termination of the term of office of two members of the Supervisory Board of NLB d.d., workers' representatives**

**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

*General Meeting of NLB d.d. takes note of the termination of term of office of two members of the Supervisory Board of NLB d.d., workers' representatives, namely:*

- 1. that Janja Žabjek Dolinšek on 26/5/2022 made a statement regarding her termination of the function of a member of the Supervisory Board of NLB d.d., workers' representative, because she was leaving NLB d.d., which the NLB Works Council took note of and based on which her term of office in the Supervisory Board of NLB d.d. terminated on 8/7/2022,*
- 2. that the NLB Works Council at its 11th extraordinary meeting held on 12/9/2022 passed a decision on the recall of Bojana Šteblaj from the function of a member of the Supervisory Board of NLB d.d., workers' representative, based on which her term of office in the Supervisory Board of NLB d.d. terminated on 12/9/2022.*

**Grounds**

In accordance with section 6 of Article 79 of the Worker Participation in Management Act the General Meeting of NLB d.d. acknowledges terminations of the term of office of two Supervisory Board members of NLB d.d. that are workers' representatives.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.