

Material

for the 44th General Meeting of NLB d.d.
on 16 June 2025

PUBLICATION OF AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT 44th 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

44th General Meeting of NLB d.d., Trg republike 2, 1000 Ljubljana,

which will be held in Ljubljana, on 16 June 2025, 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 2024 Annual Report ("Annual Report 2024"), the Report of the Supervisory Board of NLB d.d. on the results of the examination of the NLB Group Annual Report for 2024 ("Report of the Supervisory Board of NLB d.d."), the Report on Remuneration for members of the Management Body of NLB d.d. for Business Year 2024 ("Report on remuneration") and the Additional information to the Report on remuneration for business year 2024 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 2024, 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, whereby the vote on this resolution is of a consultative nature.

Item 3: Decision on the allocation of distributable profit for 2024 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. on 31 December 2024 amounted to EUR 1,194,062,703.15 and consists of net profit for 2024 in the amount of EUR 478,160,686.13 and retained earnings from previous financial years in the amount of EUR 715,902,017.02.

Distributable profit in the amount of EUR 1,194,062,703.15 shall be allocated as follows:

1. part in the amount of EUR 128,600,000.00, which is EUR 6.43 gross per share, shall be paid out on 24.6.2025 to the persons who are registered as the Shareholders of NLB d.d. with the KDD – Central Securities Clearing Corporation on the day that is 5 working days after the day of the General Meeting that adopted this resolution (23.6.2025, Cut-Off Date);
2. the remaining part of distributable profit in the amount of EUR 1,065,462,703.15 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 (17.6.2025) and the day without entitlement is the last working day prior to Cut-Off Date (20.6.2025)

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 2024.

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

- Primož Karpe, Chairman,
- Shrenik Dhirajlal Davda, Deputy of the Chairman,
- Mark William Lane Richards, member,
- Islam Osama Bahgat Zekry, member,
- André Marc Richard Prudent-Toccanier, member,
- Cvetka Selšek, member,
- Natalia Olegovna Ansell, member,
- Luka Vesnaver, member,
- Sergeja Kočar, member,
- Tadeja Žbontar Rems, member,

is hereby granted a discharge from liability for the financial year 2024.

Item 4: Internal Audit Report for 2024 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 2024 and the positive opinion of the Supervisory Board of NLB d.d. granted with the resolution passed on 13 March 2025.

Item 5: Election of Member of the Supervisory Board of NLB d.d.

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

The General Meeting of NLB d.d. appoints Islam Osama Bahgat Zekry 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.

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.

Item 7: Policy on the provision of diversity of the management body and senior management in 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 adopts the Policy on the provision of diversity of the management body and senior management in NLB d.d.

Item 8: Policy on the selection of suitable candidates for members of the Supervisory Board in NLB d.d.

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

The General Meeting of NLB d.d. hereby adopts the Policy on the selection of suitable candidates for members of the Supervisory Board in NLB d.d.

Item 9: 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:

9.1. 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 shall be amended in the fourth paragraph so that reads as follows:

“The Supervisory Board members shall be entitled to the reimbursement of travel expenses, subsistence costs and costs of overnight accommodation related to their work in the Supervisory Board, namely up to the amount specified in the regulations on reimbursement of work-related expenses and other income not included in the tax base. The Bank will cover the cost of air tickets for Supervisory Board members to attend the meeting from their permanent or temporary residence in economy class. In the event that intercontinental flights are used to attend the meeting from their permanent or temporary residence, the members of the Supervisory Board may be reimbursed the cost of air tickets in a business class. Accommodation expenses shall be reimbursed if the permanent or temporary residence of a Supervisory Board member or a member of a Supervisory Board committee is at least 100 kilometres away from the place of work and when a Supervisory Board member is unable to return as there is no public transport connection scheduled or due to objective reasons. The Bank shall only cover the accommodation expenses of the members of the Supervisory Board starting on the day before the day of the meeting of the Supervisory Board and its committees and ending on the day following the day of the meeting. Additional accommodation costs not related to Supervisory Board activities shall be paid by the Supervisory Board members themselves.”

9.2. 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 sentence of the fourth paragraph by adding a comma after the phrase “reimbursement of travel expenses” and the word “daily allowances”.

With the exception of Items 5 and 8, which have 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 Skupscina2025@nlb.si.

Conditions for participation

Those Shareholders who are registered in the central register of dematerialised securities kept by KDD – Central Securities Clearing Corporation ("KDD"), as at the end of the seventh day prior to the General Meeting, i.e. 9 June 2025 ("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. 12 June 2025. 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 12 and 13 June 2025 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. 12 June 2025. 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: Skupscina2025@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 Skupscina2025@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, 25 April 2025

Management Board

**GROUNDS FOR THE PROPOSED RESOLUTIONS
FOR THE 44th 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 of NLB d.d. 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 Annual Report 2024 (“Annual Report 2024”), the Report of the Supervisory Board of NLB d.d. on the results of the examination of the NLB Group Annual Report for 2024 (“Report of the Supervisory Board of NLB d.d.”), the Report on Remuneration for members of the Management Body of NLB d.d. for Business Year 2024 (“Report on remuneration”) and the Additional information to the Report on remuneration for business year 2024 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 2024, 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, whereby the vote on this resolution is of a consultative nature.

Grounds

Pursuant to the Companies Act (ZGD-1), the General Meeting of NLB d.d. hereby acknowledges the discussed item on the agenda, i.e. the adopted Annual Report 2024 and the Report of the Supervisory Board of NLB d.d.

In 2024, 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 ZGD-1, 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 10 April 2025, by which it approved the Annual Report 2024 in the form submitted to it by the Management Board of NLB d.d.

Pursuant to Article 294.b of ZGD-1, 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 ZGD-1.

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 23 April 2025. 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 NLB d.d. to confirm the Report on remuneration, whereby the vote on the proposed resolution is of a consultative nature in accordance with ZGD-1.

In addition, on the basis of a recommendation of the Slovenian Sovereign Holding, 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 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 2024
2. Report of the Supervisory Board of NLB d.d. on the results of the examination of the NLB Group Annual Report 2024
3. Report on Remuneration for Members of the Management Body for Business Year 2024
4. Independent Auditor Report
5. Additional information to the Report on remuneration for business year 2024 on the basis of SSH's baselines

3. Item on the agenda: **Decision on the allocation of distributable profit for 2024 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. on 31 December 2024 amounted to EUR 1,194,062,703.15 and consists of net profit for 2024 in the amount of EUR 478,160,686.13 and retained earnings from previous financial years in the amount of EUR 715,902,017.02.*

Distributable profit in the amount of EUR 1,194,062,703.15 shall be allocated as follows:

- 1. part in the amount of EUR 128,600,000.00, which is EUR 6.43 gross per share, shall be paid out on 24.6.2025 to the persons who are registered as the Shareholders of NLB d.d. with the KDD – Central Securities Clearing Corporation on the day that is 5 working days after the day of the General Meeting that adopted this resolution (23.6.2025, Cut-Off Date);*
- 2. the remaining part of distributable profit in the amount of EUR 1,065,462,703.15 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 (17.6.2025) and the day without entitlement is the last working day prior to Cut-Off Date (20.6.2025)

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 2024.

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

- Primož Karpe, Chairman,*
- Shrenik Dhirajlal Davda, Deputy of the Chairman,*
- Mark William Lane Richards, member,*
- Islam Osama Bahgat Zekry, member,*
- André Marc Richard Prudent-Toccanier, member,*
- Cvetka Selšek, member,*
- Natalia Olegovna Ansell, member,*
- Luka Vesnaver, member,*
- Sergeja Kočar, member,*
- Tadeja Žbontar Rems, member,*

is hereby granted a discharge from liability for the financial year 2024.

Grounds

In accordance with the provisions laid down in the Companies Act, the General Meeting has decided on the allocation of distributable profit based on the Audited Annual Report 2024 approved by the NLB Supervisory Board at their meeting on 10 April 2025.



The Management Board of NLB d.d. and the Supervisory Board of NLB d.d. propose to the General Meeting the payment of dividends of EUR 128.6 million, which represent 25% of NLB Group net profit for the year 2024.

In the 2025 Outlook, the Bank intended to pay total of 50% of net profit for the year 2024, which amounts to EUR 257.2 million. 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.

The proposed 50% of net profit for the year 2024 (EUR 257.2 million) is not included in the capital base. Therefore, the payment will not affect the NLB Group capital ratios and will remain stable and high above the regulatory requirement after the dividend distribution.

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 2024 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 2024 and the positive opinion of the Supervisory Board of NLB d.d. granted with the resolution passed on 13 March 2025.

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 13 March 2025 the Supervisory Board of NLB d.d. discussed and approved the Internal Audit's Report for 2024.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

Attachments:

1. Internal Audit Report for 2024
2. Resolution of the Supervisory Board of NLB d.d. of 13 March 2025

5. Item on the agenda: Election of Member 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 resolution under Item 5

The General Meeting of NLB d.d. appoints Islam Osama Bahgat Zekry 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.

Grounds

The general meeting of shareholders is inter alia competent to appoint the members of the Supervisory board of the bank. Since Islam Zekry, a member of the Supervisory Board of NLB d.d. completing his four-year term, the Supervisory Board of NLB d.d. proposes to the General Meeting of Shareholders of NLB d.d. to appoint the current member 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.

Islam Zekry is the Group Chief Finance and Operations Officer at CIB, where he also serves on the Board of Directors, Executive Committee, and the Board of CIB Kenya. He has a proven track record in financial leadership, innovation, and strategic growth, which has resulted in CIB being one of the most profitable and data-driven banks in the world in relative metrics. With deep expertise in global markets and regulatory environments, he was recently also nominated to the Board of Telecom Egypt — the largest operator in the country and one of the leading telecom players across Africa.

He joined CIB in 2004 and previously served as its first Chief Data Officer, founding the Data Analytics Group and leading major advances in digital and quantitative finance. His leadership earned CIB international recognition, including case studies at London Business School and Harvard Business School.

Islam Zekry is a member of the World Economic Forum's Digital Transformation Committee, the EU-AU Digital Economy Task Force, Smart Africa, Egyptian AI Council, and Mastercard Global Advisory Council. He also holds non-executive and professional positions across Europe and the UK. He was awarded PhD in Financial Mathematics and MBA from the University of Chicago Booth School of Business.

He has been on the NLB Supervisory Board since 2021. He is a member of the Operations and IT Committee, Nomination Committee and Remuneration Committee. His insights and contributions in the fields of understanding of the banking technology of the future are priceless for the NLB Group.

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 candidate for the member 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 candidate for the member 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 candidate 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 candidate is independent in relation to NLB d.d.

Proposed candidate for the member of the Supervisory Board of NLB d.d. is a current member of the Supervisory Board of NLB d.d., 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.

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 resolution on the re-appointment of the existing member of the Supervisory Board of NLB d.d. is formulated in such a way that his function as member of the Supervisory Board of NLB d.d. does not cease between his current term of office and his new term of office.

Supervisory Board of NLB d.d.

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

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 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.

Currently, version four 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 22 April 2024 and approved by the General Meeting of NLB d.d. on 17 June 2024.

The fifth version of the Remuneration Policy is presented to the General Meeting of NLB d.d. for approval. The Supervisory Board of NLB d.d. adopted the fifth version of the Remuneration Policy on 10 April 2025. The Supervisory Board of NLB d.d. and the Management Board of NLB d.d. propose to the General Meeting of NLB d.d. to approve the fifth 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 fourth version of the Remuneration Policy are stated in Article 1 of the fifth 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 NLB d.d., the fifth 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.

7. Item on the agenda: Policy on the provision of diversity of the management body and senior management in 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 7

The General Meeting of NLB d.d. hereby adopts the Policy on the provision of diversity of the management body and senior management in NLB d.d.

Grounds

Policy on the provision of diversity of the management body and senior management in NLB d.d. (hereinafter: Diversity Policy) is a document that defines the bank's commitments on diversity in relation to representation on the management body and senior management as regards certain aspects of this Diversity Policy, which contains specific goals and the method of their implementation. Through its Diversity Policy, the Bank strives to include elements of corporate sustainability and good corporate governance, which should contribute to greater efficiency in the operations of these bodies and a good understanding of current developments and long-term risks and opportunities related to the bank's operations.

The Diversity Policy was amended in the part relating to the description of the diversity policy implemented in relation to representation in the company's management and supervisory bodies, namely in the part stating the goals, method of implementation and achieved results of the diversity policy in the reporting period, taking into account the amendments to the Companies Act (hereinafter: ZGD-1), which entered into force on 18/12/2024. These amendments are based on harmonisation with European directives and include reporting of tax and sustainability data, promoting gender diversity in management and supervisory bodies, and easing the burden on certain economic entities.

In accordance with the legal requirements, NLB d.d. supplemented the Diversity Policy on the basis of which it determined the target diversity to be pursued in relation to representation on the supervisory board and, in addition, it also determined the target diversity in the Management Board and senior management. Moreover, the Diversity Policy more clearly states diversity aspects and criteria, defines the tasks of the Works Council in the appointment process, defines the duties of stakeholders in the process of adopting the Diversity Policy and in the process of appointing a candidate, updates the measures to achieve diversity, and amends the provisions regarding diversity reporting.

The 4th version of the Diversity Policy contains the following major amendments compared to its 3rd version:

- it sets a gender diversity target of 40% for members of supervisory boards and sets a target for the underrepresented gender for members of the management board,
- it defines the diversity aspects and objectives more clearly,
- it sets out the duties of the Works Council in the process of appointing a new candidate,
- it sets out the duties of stakeholders to meet diversity aspects and objectives when appointing members of the management board and when appointing members of the supervisory board,
- it specifies more precisely the measures to achieve the objectives of the Diversity Policy,
- the provisions regarding reporting obligations related to achieving the goals set out in the Diversity Policy have also been supplemented.

For each aspect of diversity, the Diversity Policy sets goals by 2029.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

Attachment:

1. Policy on the provision of diversity of the management body and senior management in NLB d.d.

8. Item on the agenda: Policy on the selection of suitable candidates for members of the Supervisory Board in 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 resolution under Item 8

The General Meeting of NLB d.d. hereby adopts the Policy on the selection of suitable candidates for members of the Supervisory Board in NLB d.d.

Grounds

Policy on the selection of suitable candidates for members of the Supervisory Board of NLB d.d. (hereinafter Policy) defines the legally required conditions for the appointment of a member of the Supervisory Board of NLB d.d. and lays down the appointment process in NLB d.d. Through the Policy, the bank has established a transparent process for the appointment of a member of the Supervisory Board of NLB d.d., which includes all legally required requirements and conditions, including knowledge, skills and experience, and competencies for the supervisory function.

The amendment and supplement to the Policy refers to the amendments to the ZGD-1, which entered into force on 18 December 2024, and the resulting amendments to the Policy on the provision of diversity of the management body and senior management of NLB d.d.

In accordance with the legally required conditions, NLB d.d. supplemented version 2 of the Policy, which contains the following significant changes:

- clearly defined diversity aspects and objectives;
- a provision that should the bank fail to meet these legally required diversity objectives, it must transparently revise its candidate selection process in order to fulfil these obligations;
- a provision determining the rights given to unsuccessful candidates so as to ensure appropriate supervision of the selection procedures in judicial and administrative proceedings;
- a provision that the bank is committed to transparent and fair selection procedures for appointments to supervisory bodies;
- a provision regarding the rights of unsuccessful candidates to challenge the appropriateness of the selection process through appropriate judicial or administrative procedures, ensuring strong supervision and accountability;
- a provision regarding a statutory advocate of the principle of equality who has a key role in overseeing and supporting efforts to promote gender balance in executive and supervisory functions;
- a provision regarding failure to comply with these obligations, which may result in regulatory sanctions;
- a list of the conditions for the selection of a suitable member of Supervisory Board of NLB d.d. and the legislation from which they arise;
- a revised set of competencies based on the ECB model.

Supervisory Board of NLB d.d.

Attachment:

- 1 Policy on the selection of suitable candidates for members of the Supervisory Board in NLB d.d.

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

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 9

9.1. 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 shall be amended in the fourth paragraph so that reads as follows:

“The Supervisory Board members shall be entitled to the reimbursement of travel expenses, subsistence costs and costs of overnight accommodation related to their work in the Supervisory Board, namely up to the amount specified in the regulations on reimbursement of work-related expenses and other income not included in the tax base. The Bank will cover the cost of air tickets for Supervisory Board members to attend the meeting from their permanent or temporary residence in economy class. In the event that intercontinental flights are used to attend the meeting from their permanent or temporary residence, the members of the Supervisory Board may be reimbursed the cost of air tickets in a business class. Accommodation expenses shall be reimbursed if the permanent or temporary residence of a Supervisory Board member or a member of a Supervisory Board committee is at least 100 kilometres away from the place of work and when a Supervisory Board member is unable to return as there is no public transport connection scheduled or due to objective reasons. The Bank shall only cover the accommodation expenses of the members of the Supervisory Board starting on the day before the day of the meeting of the Supervisory Board and its committees and ending on the day following the day of the meeting. Additional accommodation costs not related to Supervisory Board activities shall be paid by the Supervisory Board members themselves.”

9.2. 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 sentence of the fourth paragraph by adding a comma after the phrase “reimbursement of travel expenses” and the word “daily allowances”.

Grounds

9.1 At the 34th General Meeting of Shareholders of Nova Ljubljanska banka d.d. Ljubljana on 21 October 2019, the General Meeting of Shareholders of NLB d.d. adopted a resolution on determining the remuneration to be paid to the members of the Supervisory Board of NLB d.d. and the members of the committees of the Supervisory Board of NLB d.d.

The draft of the amended General Meeting resolution provides a more precise definition of the method and amount of costs reimbursement to members of the Supervisory Board of NLB d.d. representing the interests of shareholders and members of the committees of the Supervisory Board of NLB d.d. with regard to the reimbursement of transport and accommodation costs, in accordance with the recommendations of good practice and the efficient management of the Bank's funds. Pursuant to Article 16 of the Articles of Association of NLB d.d., the members of the Supervisory Board are entitled to reimbursement of travel, subsistence and accommodation expenses up to the amount specified in the regulations governing the tax treatment of reimbursements of expenses and other income from employment. The resolution adopted at the 34th Regular General Meeting of Shareholders of NLB d.d. on 21 October 2019 on the reimbursement of expenses to members of the Supervisory Board further clarifies that accommodation expenses shall be reimbursed if the permanent or temporary residence of a Supervisory Board member or a member of a Supervisory Board Committee is at least 100 kilometres away from the place of work and when a

Supervisory Board member is unable to return as there is no public transport connection scheduled or due to objective reasons.

The provision on the reimbursement of expenses to members of the Supervisory Board of NLB d.d. is now amended as regards the reimbursement of transport expenses, in such a way that the bank will cover the cost of air tickets for Supervisory Board members to attend the meeting from their permanent or temporary residence in economy class. In the event that intercontinental flights are used to attend the meeting from their permanent or temporary residence, the members of the Supervisory Board may be reimbursed the cost of air tickets in a business class. At the same time, further clarification of accommodation costs is that the Bank shall only cover the accommodation expenses of the members of the Supervisory Board starting on the day before the day of the meeting of the Supervisory Board and its committees and ending on the day following the day of the meeting. Additional accommodation costs not related to Supervisory Board activities shall be paid by the Supervisory Board members themselves.

The resolution of the General Meeting of Shareholders of NLB d.d. on the determination of payments to the members of the Supervisory Board of NLB d.d. and its committees now reads in full as follows:

»The members of the Supervisory Board shall receive the base pay for the performance of the office in the amount of EUR 69,000.00 gross per member annually ("Base Pay"). The Chair of the Supervisory Board shall be entitled to receive extra payment for the performance of this office accounting for 25% of the Base Pay, and the Deputy Chair of the Supervisory Board to extra payment for the performance of this office accounting for 15% of the Base Pay (both extra payments together: "Top-up Payment").

The members of a Supervisory Board committee shall receive a top-up payment for performing the function, which shall amount to 10% of the Base Pay per individual committee member ("Member of a Committee Payment"), whereby the Member of a Committee Payment shall be paid for membership of up to two committees, regardless if an individual member of the Supervisory Board is member of more than two committees. In addition to a Member of a Committee Payment, the Chair of a Supervisory Board committee shall be entitled to a Chair of a Committee payment in the amount of 15% of the Base Pay ("Chair of a Committee Payment"), whereby the Chair of a Committee Payment shall be paid for the performance of the office of the Chair in up to one committee, regardless if an individual member of the Supervisory Board performs this office in more than one committee.

The members of the Supervisory Board shall receive the Base Pay, Top-up Payment, Member of a Committee Payment, and Chair of a Committee Payment in proportional monthly payments to which they are entitled for as long as they perform the office. The monthly payment shall amount to one twelfth of the above stated annual amounts. If they perform the office for less than one month, they shall be entitled to the proportional payment calculated based on the number of days they perform each function.

The Supervisory Board members shall be entitled to the reimbursement of travel expenses, subsistence costs and costs of overnight accommodation related to their work in the Supervisory Board, namely up to the amount specified in the regulations on reimbursement of work-related expenses and other income not included in the tax base. The Bank will cover the cost of air tickets for Supervisory Board members to attend the meeting from their permanent or temporary residence in economy class. In the event that intercontinental flights are used to attend the meeting from their permanent or temporary residence, the members of the Supervisory Board may be reimbursed the cost of air tickets in a business class. Accommodation expenses shall be reimbursed if the permanent or temporary residence of a Supervisory Board member or a member of a Supervisory Board committee is at least 100 kilometres away from the place of work and when a Supervisory Board member is unable to return as there is no public transport connection scheduled or due to objective reasons. The Bank shall only cover the accommodation expenses of the members of the Supervisory Board starting on the day before the day of the meeting of the Supervisory Board and its committees and ending on the day following the day of the meeting. Additional accommodation costs not related to Supervisory Board activities shall be paid by the Supervisory Board members themselves.

Supervisory Board members shall not be entitled to any benefits exceeding the provision of the conditions for unhindered work of the Supervisory Board (payment of insurance premiums, except for liability insurance, company car, company flat and fuel). Supervisory Board members shall be entitled to benefits providing for or improving the conditions or method of their work, considering the Bank's needs and the individual requirements of individual Supervisory Board members, on which the Supervisory Board shall decide (IT equipment, professional training, visits to institutions, organisations and bodies, and liability insurance).

On the day this resolution is adopted, the resolution on the determination of the Supervisory Board and committee members' attendance fees which was adopted at the 22nd Annual General Meeting of NLB d.d. on 11/6/2013 shall cease to be valid.«

9.2 At the 35th General Meeting of Shareholders of Nova Ljubljanska banka d.d. Ljubljana on 15 June 2020, the General Meeting of Shareholders of NLB d.d. adopted a resolution on the determination of the remuneration of the members of the Supervisory Board of NLB d.d. who are representatives of the employees.

The draft of the amended resolution of the General Meeting contains a minor correction to the text of the existing resolution as regards the reimbursement of subsistence expenses, so that employee representatives shall be entitled to reimbursement of daily allowance in accordance with the applicable legislation and the Bank's internal Rules on the Reimbursement of Expenses and Certain Other Remuneration to Employees in Connection with Their Work.

The resolution of the General Meeting of Shareholders of NLB d.d. on the determination of payments to the members of the Supervisory Board of NLB d.d. who are representatives of the employees now reads in full:

»Payment of an individual member of the Supervisory Board representing the interests of employees ("employee representatives") for performing the function amounts to EUR 69,000 gross per year ("Base Pay"), 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.

Employee representatives shall receive for their membership in the Committees of the Supervisory Board an additional payment for performing the function of a Committee member, which for an individual member amounts to 10% of the Base Pay ("Extra Pay"), whereby the Extra Pay is payable for membership in not more than two Committees, irrespective of whether or not the employee representative is a member of more than two Committees.

Monthly payment is calculated in the way that 1/12 of the Base Pay in the amount of EUR 5,750 gross (increased by potential 1/12 of Extra Pay) is reduced by the Basic Salary from employment in NLB d.d. or any other member of the NLB Group in an individual month. Should the Basic Salary in an individual month exceed EUR 5,750 (increased by potential Extra Pay), monthly payment in the next month shall be reduced by the rest of the Basic Salary exceeding this amount.

If Employee representatives perform the function for less than a month, they are entitled to a proportional payout based on the number of days they perform each function.

Employee representatives shall be entitled to the reimbursement of travel expenses, daily allowances and costs of overnight accommodation related to their work in the Supervisory Board, namely up to the amount specified in the regulations on reimbursement of work-related expenses and other income not included in the tax base. Accommodation expenses shall be reimbursed if the permanent or temporary residence of an employee representative who is a member of a Supervisory Board committee is at least 100 kilometres away from the place of work and he is unable to return as there is no public transport connection scheduled or due to objective reasons.

Employee representatives shall not be entitled to any benefits exceeding the provision of the conditions for unhindered work of the Supervisory Board (payment of insurance premiums (except for liability insurance), company car, company flat and fuel). Employee representatives shall be entitled to benefits providing for or improving the conditions or method of their work, considering the Bank's needs and the individual requirements of individual

employee representative, on which the Supervisory Board shall decide (IT equipment, professional training, visits to institutions, organisations and bodies, and liability insurance).

The resolution Determination of the payment for performing the function of the members of the Supervisory Board and its committees, adopted at the 34th General Meeting of NLB d.d. on 21 October 2019, shall not apply to the employee representatives.«

Supervisory Board of NLB d.d.

Management Board of NLB d.d.