

Material

for the 46th General Meeting of NLB d.d.
on 15/6/2026

**PUBLICATION OF AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT
46th 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

46th General Meeting of NLB d.d., Trg republike 2, 1000 Ljubljana,

which will be held in Ljubljana, on 15/6/2026, 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 Annual Report 2025 ("Annual Report 2025"), the Report of the Supervisory Board of NLB d.d. on the results of the examination of the NLB Group Annual Report 2025 ("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 2025 ("Report on remuneration") and the Additional Information to Remuneration Report for Business Year 2025 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 2025, 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 2025 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 31/12/2025 amounted to EUR 1,351,948,744.90 and consists of net profit for 2025 in the amount of EUR 426,917,665.96 and retained earnings from previous financial years in the amount of EUR 925,031,078.94.

Distributable profit in the amount of EUR 1,351,948,744.90 shall be allocated as follows:

1. part in the amount of EUR 138,400,000.00, which is EUR 6.92 gross per share, shall be paid out on 23/6/2026 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 (22/6/2026, Cut-Off Date);
2. the remaining part of distributable profit in the amount of EUR 1,213,548,744.90 remains undistributed and represents retained earnings.

With regard to the dividend payment, the day of announcement of the corporate action to the KDD - 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 (16/6/2026) and the day without entitlement is the last working day prior to Cut-Off Date (19/6/2026).

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
- Reinhard Höll, member,

is hereby granted a discharge from liability for the financial year 2025.

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,
- Tatjana Jamnik Skubic, member,

is hereby granted a discharge from liability for the financial year 2025.

Item 4: Internal Audit Report for 2025 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 2025 and the positive opinion of the Supervisory Board of NLB d.d. granted with the resolution passed on 12/3/2026.

Item 5: Appointment of the auditor for the financial years 2027, 2028 and 2029

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

The auditing company PricewaterhouseCoopers d.o.o. is hereby appointed the auditor of NLB d.d. for the financial years 2027, 2028 and 2029.

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:

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 21/10/2019 at the 34th General Meeting of NLB d.d. under Item 2 of the agenda shall be amended by replacing »25%« with »50%« in the second sentence of its first paragraph.

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 Skupscina2026@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. 8/6/2026 ("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. 11/6/2026. 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 11 and 12/6/2026 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. 11/6/2026. 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: Skupscina2026@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 Skupscina2026@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 80, +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, 29/4/2026

Management Board of NLB d.d.

**GROUNDS FOR THE PROPOSED RESOLUTIONS FOR
THE 46th 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.**

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 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 15/6/2020, 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 2025 (“Annual Report 2025”), the Report of the Supervisory Board of NLB d.d. on the results of the examination of the NLB Group Annual Report 2025 (“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 2025 (“Report on remuneration”) and the Additional Information to Remuneration Report for Business Year 2025 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 2025, Report of the Supervisory Board of NLB d.d. and Additional Report on remuneration.

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 2.2.

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 2025 and the Report of the Supervisory Board of NLB d.d.

In 2025, 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 9/4/2026, by which it approved the Annual Report 2025 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 22/4/2026. 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 SSH's Baselines, 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 2025
2. Report of the Supervisory Board of NLB d.d. on the results of the examination of the NLB Group Annual Report 2025
3. Report on Remuneration for members of the Management Body of NLB d.d. for Business Year 2025
4. Independent Auditor Report
5. Additional Information to the Remuneration Report for Business Year 2025 on the basis of SSH's Baselines

3. Item on the agenda: **Decision on the allocation of distributable profit for 2025 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

The distributable profit of NLB d.d. on 31/12/2025 amounted to EUR 1,351,948,744.90 and consists of net profit for 2025 in the amount of EUR 426,917,665.96 and retained earnings from previous financial years in the amount of EUR 925,031,078.94.

3.1 Distributable profit in the amount of EUR 1,351,948,744.90 shall be allocated as follows:

- 1. part in the amount of EUR 138,400,000.00, which is EUR 6.92 gross per share, shall be paid out on 23/6/2026 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 (22/6/2026, Cut-Off Date);*
- 2. the remaining part of distributable profit in the amount of EUR 1,213,548,744.90 remains undistributed and represents retained earnings.*

With regard to the dividend payment, the day of announcement of the corporate action to the KDD - 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 (16/6/2026) and the day without entitlement is the last working day prior to Cut-Off Date (19/6/2026).

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*
- Reinhard Höll, member,*

is hereby granted a discharge from liability for the financial year 2025.

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,*
- *Tatjana Jamnik Skubic, member,*
is hereby granted a discharge from liability for the financial year 2025.

Grounds

In accordance with the provisions laid down in the Companies Act, the General Meeting decides on the allocation of distributable profit based on the Audited Annual Report 2025 approved by the Supervisory Board of NLB d.d. at their meeting on 9/4/2026.

The Management Board of NLB d.d. and the Supervisory Board of NLB d.d. propose to the General Meeting of NLB d.d. the payment of dividends of EUR 138.4 million, which represent 27.5% of NLB Group net profit for the year 2025.

In the 2026 Outlook, the bank intended to pay total of 55% of net profit for the year 2025, which amounts to EUR 276.8 million. The planned payout represents an increase of EUR 19.6 million from previous year, or 7.6% growth in shareholder remuneration. The dividend yield of the NLB shares will once again exceed 6% in 2026, making it one of the highest dividend yields on domestic stock exchange.

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 of NLB d.d., while the second tranche is intended to be proposed to the General Meeting of NLB d.d. towards the end of this year.

The proposed 55% of net profit for the year 2025 (EUR 276.8 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 2025 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 2025 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 2025 and the positive opinion of the Supervisory Board of NLB d.d. granted with the resolution passed on 12/3/2026.

Grounds

This is an informative item on the agenda which is, according to the Companies Act and the Banking Act (ZBan-4), not voted on by the General Meeting of Shareholders.

Article 193 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 57 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 12/3/2026 the Supervisory Board of NLB d.d. discussed and approved the Internal Audit's Report for 2025.

Supervisory Board of NLB d.d.

Management Board of NLB d.d.

Attachments:

1. Internal Audit Report for 2025
2. Resolution of the Supervisory Board of NLB d.d. of 12/3/2026

5. Item on the agenda: **Appointment of the auditor for the financial years 2027, 2028 and 2029**

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 auditing company PricewaterhouseCoopers d.o.o. is hereby appointed the auditor of NLB d.d. for the financial years 2027, 2028 and 2029.

Grounds

At the end of year 2025, the bank in cooperation with the Audit Committee of the Supervisory Board of NLB d.d., initiated the selection process for the statutory auditor of standalone and consolidated annual financial statements of NLB d.d. for the period from year 2027 onwards. As part of the process, Request For Proposal were sent to KPMG Slovenija, d.o.o., Ernst & Young d.o.o. and PricewaterhouseCoopers d.o.o. Deloitte revizija, d.o.o. was not invited to participate due to a conflict of interest. All invited companies submitted their proposals. The statutory auditor selection process was carried out in a transparent manner and in compliance with applicable legislation, taking into account the criteria of quality, professional competence and independence. The selection was based on a content-related and commercial assessment of the submitted proposals. Upon completion of the process, PricewaterhouseCoopers d.o.o., Cesta v Kleče 15, 1000 Ljubljana, was selected.

The proposed audit company is a member of the international PricewaterhouseCoopers network, one of the largest audit networks in the world. They have many years of experience in auditing large corporate entities in Slovenia and in all countries in which subsidiaries of the NLB Group operate. Based on the proposal of the Audit Committee of the Supervisory Board of NLB d.d., the Supervisory Board of NLB d.d. proposes to the General Meeting of shareholders of NLB d.d. the appointment of the audit company PricewaterhouseCoopers d.o.o., Cesta v Kleče 15, 1000 Ljubljana, as the statutory auditor for the audit of the standalone and consolidated financial statements of NLB d.d. for the financial years 2027, 2028 and 2029.

Supervisory Board of NLB d.d.

6. 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 resolution under Item 6

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 21/10/2019 at the 34th General Meeting of NLB d.d. under Item 2 of the agenda shall be amended by replacing »25%« with »50%« in the second sentence of its first paragraph.

Grounds

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 proposed amendment to the General Meeting resolution represents an increase of the extra payment ("Chair Premium") for the performance of the function of the Chair of the Supervisory Board of NLB d.d. from 25% to 50% of the base pay for the performance of the function of a member of the Supervisory Board of NLB d.d.. Taking into account the base pay the Chair of the Supervisory Board of NLB d.d. receives as a member of the Supervisory Board of NLB d.d. and the Chair Premium, this represents a 20% increase. The proposed increase is to reflect the significantly greater time commitment that the Chair of the Supervisory Board of NLB d.d. makes compared to members of the Supervisory Board of NLB d.d. and to make the Chair Premium more commensurate with the workload of this increasingly demanding function in NLB d.d. which has grown dramatically in size and complexity since the last increase in 2019. Considering publicly available data on remuneration of chairs of supervisory boards of peer institutions, the proposed increase will bring the Chair Premium of the Chair of the Supervisory Board of NLB d.d. closer but still well below that of the chairs of supervisory boards of peer institutions.

The resolution of the General Meeting of Shareholders of NLB d.d. on determination of payments to 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 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 50% 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.«

Supervisory Board of NLB d.d.

Management Board of NLB d.d.