

Pursuant to Articles 14, 15, 16 and 17 of the Statute of SKB banka d.d. Ljubljana, Ajdovščina 4, the Board of Directors of SKB d.d. hereby convenes the

43th General Meeting of Shareholders of SKB banka d.d. Ljubljana,

which will be held on **18 March 2024 at 8.30 a.m.** in the Bank's conference room (no.611/VI) at Ajdovščina 4, Ljubljana. For the General Meeting of Shareholders the Board of Directors proposes the following

AGENDA:

1. Opening of the General Meeting of Shareholders and election of its officers

PROPOSED RESOLUTION:

The General Meeting of Shareholders hereby appoints the Chairperson and the Credentials Committee:

- Chairperson: Petra Koželj
- Credentials Committee: president: Klemen Lorbek
member: Klemen Klopčič
member: Jadranka Zadnikar

Notary: Barbara Andrič Velkoverh

2. Addresses by:

- President of the Board of Directors of SKB d.d.

3. Acquaintance with Audited Annual report of the SKB Group for year 2023, the opinion of the auditing company Ernst&Young d.o.o., report of the Board of Directors to the Annual report of the SKB Group for 2023, decision of the Board of Directors on the adoption of the Annual report of the SKB Group, and decision of the Board of Directors on the adoption of Report on internal auditing in 2023

PROPOSED RESOLUTION:

The General Meeting of Shareholders takes notice of the Audited Annual report of the SKB Group for year 2023, the opinion of the auditing company Ernst&Young d.o.o., report of the Board of Directors to the Annual report of the SKB Group for 2023, decision of the Board of Directors on the adoption of the Annual report of the SKB Group, and decision of the Board of Directors on the adoption of the Report on internal auditing in 2023.

4. The allocation of SKB Bank d.d. Ljubljana distributable net profit for the business year 2023

PROPOSED RESOLUTION:

Distributable net profit for the year 2023 is in the total amount 369.047.590,10 EUR, with a net profit for the year 2023 in amount 82.873.142,80 EUR. An amount of EUR 31.117.032,00 is used to pay dividends, while an amount of EUR 51.756.110,80 is transferred to retained earnings. The gross dividend per share amounts to EUR 2,46.

Dividends are paid on the sixth working day after the date of the shareholders' meeting to shareholders registered as holders of SKB banka d.d. Ljubljana shares to the central securities register at the end of the fifth working day after the date of the shareholders' meeting, which will decide on the use of retained earnings.

With the date of the shareholders' meeting, the net profit from the item net profit of the financial year 2023 is transferred to the item retained profit and to the item liability from participation in profit - dividends.

5. The discharge to the members of the Board of Directors of the bank for their work in the business year 2023

PROPOSED RESOLUTION:

The General Meeting of Shareholders of the bank grants discharge to the members of the Board of Directors of the bank for their work in the business year 2023.

6. Acquaintance with the fulfillment of the resolutive condition in the appointment of a member of the Board of Directors

PROPOSED RESOLUTION:

The General Meeting of Shareholders takes notice that conditionally appointed member of Board of Directors Mr. Miro Cepec, withdrew his application for the issuance of authorisation to perform this function, which fulfilled the resolutive condition, specified in point 5 of Resolution I under point 3 of the agenda of the notary deed of notary Barbara Andrič Velkovrh, reg.no. SV 1067/2023, dated September 28, 2023.

7. Approval of the acquisition

PROPOSED RESOLUTION:

The General Meeting of Shareholders agrees and gives consent to the content of the merger agreement concluded by Nova KBM d.d., Ulica Vita Kraigherja 4, 2000 Maribor, registration number: 5860580000, as the acquiring company and SKB banka d.d. Ljubljana, Ajdovščina 4, 1000, Ljubljana, registration number 5026237, as the acquired company and is attached to this resolution.

The General Meeting of Shareholders gives consent to the acquisition of SKB d.d. into the Acquiring Company NKBM d.d..

The accounting date of the acquisition shall be 31.12.2023.

8. Nomination of external auditor of SKB banka d.d. Ljubljana for the years 2024, 2025 and 2026

PROPOSED RESOLUTION:

The General Meeting of Shareholders of the bank appoints Ernst&Young d.o.o. with its registered seat at Dunajska cesta 111, 1000 Ljubljana as the bank's auditor for the financial years 2024, 2025 and 2026.

PARTICIPATION

The General Meeting of Shareholders of SKB banka d.d. may be attended by the shareholders or their proxies. The right to participate at the General Meeting of Shareholders and to cast votes may be exercised by those shareholders who are registered in the central securities register at the end of seventh day before General Meeting of Shareholders and who have applied to participate in the General Meeting of Shareholders no later than at the end of fourth day before General Meeting of Shareholders.

The shareholders of SKB d. d. or their proxies may apply to participate:

- personally at the SKB headquarters, floor VI, room 612, Ajdovščina 4 in Ljubljana,
- by fax at no. + 386 1 432-91-22 marked »for the General Meeting of Shareholders «,
- by e-mail: jadranka.zadnikar@skb.si marked »for the General Meeting of Shareholders«,
- by registered mail marked »for the General Meeting of Shareholders«,

no later than at the end of (4) fourth day before General Meeting of Shareholders. The application shall be received by the end of 14 March 2024.

The shareholders may submit the written request for additional item of the agenda in accordance with first paragraph of Article 298 of the Companies Act no later than within 7 days after publication of this convocation.

The shareholders may submit proposal for publication according to first paragraph of Article 300 and 301 of the Companies Act to SKB d. d. within 7 days after the General Meeting is convened.

The shareholders' proposals of resolutions and voting proposals not submitted to the bank within the above stated period of seven (7) days and submitted at the General Meeting itself shall be treated at the General Meeting itself.

The shareholders will be able to exercise at the General Meeting their right to be informed pursuant to the paragraph 1, Article 305 of the Companies Act.

MATERIALS FOR THE GENERAL MEETING

As of the day when the convocation is announced all materials for the General Meeting of Shareholders will be available at the SKB's Secretariat General. Shareholders may request for all the material by e-mail: jadranka.zadnikar@skb.si, with a note "for the General Meeting". The Bank's annual report is published on the website www.skb.si.



Attila Kovacs

Deputy President of the Board of Directors

