

STATUTE OF SKB BANKA D.D. LJUBLJANA

1. General provisions

Article 1 (one)

- (1) The name of the Bank shall read: SKB banka d.d. Ljubljana.
- (2) The abbreviated name of the Bank shall read: SKB d.d.
- (3) SKB banka d.d. Ljubljana shall be referred to hereinafter as »the Bank«.
- (4) The registered office of the bank is located at Ajdovščina 4, Ljubljana.

Article 2 (two)

- (5) The Bank shall perform the following banking services:
 - reception of deposits from public,
 - granting loans for own account.
- (6) The Bank may provide other mutually recognized financial services, in particular:
 - reception of deposits,
 - payment transaction services according to the law governing payment services, except for the management of payment system,
 - financial leasing,
 - issuing of guarantees and other commitments,
 - lending, including consumer loans, mortgage-backed loans, factoring with and without recourse and financing of commercial transactions,
 - collection, analysis and provision of information on the credit-worthiness of legal entities,
 - issuing and managing other payment instruments (e.g. debit and credit cards, travellers' cheques), including issuing of electronic money,
 - renting safe deposit boxes,
 - investment and ancillary investment services and transactions,
 - trading for own account or for the account of customers,
 - with money market instruments,
 - with foreign means of payments, including foreign exchange transactions,
 - with standardized futures and options,
 - with exchange and interest rate financial instruments,
 - with transferable securities,
 - participation in securities issues and the provision of services related to such issues,
 - advice to companies on capital structure, business strategy and related matters as well as advice and services on mergers and acquisitions,
 - money broking on inter-banking markets,
 - Portfolio management and advice,
 - Safekeeping and administration of securities.

(7) The Bank provides additional financial services, in particular:

- representation in sales of insurance policies, in accordance with the law governing the insurance sector,
- payment systems management services in accordance with the law governing payment services,
- pension fund management in accordance with the law governing pension and disability insurance,
- custodial services for which it is determined by other law to be provided by the bank and services related to custodial securities,
- credit intermediation for consumer and other loans,
- other services and transactions that have similar characteristics to the mutually recognized financial services referred to in items from 1 to 5 of this paragraph in terms of the manner of performance and the risks to which the Bank is exposed in its performance.

(8) The above banking and financial services are provided by the Bank on the assumption that it has obtained the appropriate license or authorisation to provide the service from the competent authority for an individual service.

(9) The Bank also provides ancillary services.

(10) Ancillary banking services consist of real property management, management or operation of data processing systems or performance of similar operations carried out in support of services provided by one or more credit institutions.

(11) Ancillary investment services consist of real property management, management or operation of data processing systems or performance of similar operations carried out in support of services provided by one or more investment firms

Article 3 (three)

(12) The Bank shall be founded for an indefinite period of time.

(13) Objectives of the Bank: Increasing of the Bank's market share, maximizing profit, increasing permanent assets of the Bank, expansion of operations; realizing material interests of shareholders in the Bank and its subsidiaries.

2. Share capital of the bank and types of shares

Article 4 (four)

(14) The share capital of the Bank shall amount to 52.784.176,26 EUR (fifty-two million seven hundred eighty-four thousand one hundred seventy-six 26/100 EUR) and is divided into 12.649.200 (twelve million six hundred forty-nine thousand two hundred) no-par value shares.

Article 5 (five)

(15) The shares have no par value.

(16) Each no par value share represents an equal corresponding percentage of the share capital of the Bank. The percentage of individual no par value in total share capital is determined in regard to the number of all no par value shares issued. The shares are indivisible.

Article 6 (six)

(17) The shares are registered shares and are issued in a dematerialized form.

Article 7 (seven)

(18) Shareholders are entitled to participate in the management of the Bank, to a share of the profit, and to a proportional part of the remaining assets of the Bank following its dissolution.

Article 8 (eight)

(19) The shares shall be entered in the Share Register pursuant to the regulations.

(20) The Central Share Register is kept by KDD - Centralna klirinško depotna družba d.d. (KDD d.d.).

(21) KDD d.d. performs all procedures concerning disposition of the shares and registration of new holders pursuant to the applicable law.

3. Rights and obligations of shareholders

Article 9 (nine)

(22) A shareholder participates in the share capital of the Bank depending on the shareholder's share, represented by his/her shares in proportion to the share capital of the Bank.

(23) Any person who legitimately holds a share shall have the status of a shareholder of the Bank.

(24) In relation to the Bank any shareholder entered in the Share Register shall be deemed a shareholder.

(25) A proxy can only exercise their voting right through/by a written proxy issued in the form and according to the procedure prescribed by the applicable law, this Statute and other rules of the Bank.

(26) A proxy who represents shareholders on the basis of an organized collection of proxies shall in addition to the proxy submit a written authorization according to the applicable law.

Article 10 (ten)

(27) The Bank shall timely publish notice of the General Meeting of Shareholders on the web page of the Agency of the Republic of Slovenia for Public Legal records and Related Services (AJPES), in the bank's internal magazine/newsletter if it has one and on the web site of the Bank.

(28) Notwithstanding the preceding paragraph, in the event that the the names and addresses of the Bank's shareholders can be determined from the valid share register, the General Meeting of Shareholders may be convened by sending a registered letter to all such shareholders. In such a case, the day on which the mail was sent shall be deemed to be the day of the publication of the notice convening the General Meeting of Shareholders.

(29) The Bank shall inform its shareholders and the general public of all important events and circumstances which may affect its business operations by announcing them on the AJPES web page or by other means pursuant to the applicable legislation.

4. Organisation and the bank's method of operation

Article 11 (eleven)

(30) The Bank shall perform its activities in the registered office of the Bank and in its business organizational units.

5. Bodies of the bank

Article 12 (twelve)

(31) The Bank shall have one - tier management system.

(32) The bodies of the Bank shall be:

- General Meeting of Shareholders,
- Board of Directors.

5.1. General Meeting of Shareholders

Article 13 (thirteen)

(33) The General Meeting of Shareholders shall consist of the holders of shares.

(34) The General Meeting of Shareholders shall make decisions upon following issues:

- use of balance sheet profit,
- the appointment and dismissal of the members of the Board of Directors,
- granting discharge to the members of the Board of Directors,
- amendments to this Statute,
- measures to increase or reduce the share capital,
- the dissolution of the Bank and status-related changes,
- the appointment of an Auditor,
- the adoption of rules governing its functioning,
- other matters according to the applicable law.

Article 14 (fourteen)

(35) The General Meeting of Shareholders shall be convened in accordance with the applicable law and this Statute.

(36) The General Meeting of Shareholders shall be convened by the Board of Directors on its own initiative or on written request of the shareholders whose total shares account for 5% (five percent) of the share capital.

Article 15 (fifteen)

(37) The notice of the General Meeting of Shareholders shall be published at least 30 (thirty) days prior to the General Meeting of Shareholders.

(38) In the notice of the General Meeting of Shareholders the Bank shall determine the place and time at which interested shareholders may obtain the required material and the proposed resolutions for the General Meeting of Shareholders.

Article 16 (sixteen)

(39) Each share shall carry one vote at the General Meeting of Shareholders.

(40) The General Meeting of Shareholders quorum shall be established if 20% (twenty per cent) of the share capital with the right to vote is represented.

(41) The General Meeting of Shareholders shall adopt valid resolutions by a simple majority of votes cast by shareholders present, unless otherwise specified by law.

Article 17 (seventeen)

(42) Only those shareholders or their proxies may participate in the General Meeting of Shareholders and exercise their voting rights who declared their participation in written at the latest at the end of the 4th (fourth) day before the General Meeting of Shareholders.

(43) Shareholders can participate in the General meeting of Shareholders or vote prior to the General Meeting of Shareholders or at the General Meeting of Shareholders through the use of electronic means without being physically present, whereby the possibility of voting by electronic means without physical presence or before the meeting of the General Meeting by voting by post or by electronic means is determined in the convening of the General Meeting.

(44) The general management regulates in more detail the procedure and the method of participation and voting as well as the exercise of shareholders' rights in the event of the use of electronic means in the convening of the General Meeting of Shareholders.

5.2. Board of Directors**Article 18 (eighteen)**

(45) The Bank shall have the Board of Directors composed of at least 5 (five) members. The number of members of the Board of Directors shall be determined by the General Meeting of Shareholders by a resolution on appointment without prejudice to the right of workers to elect workers' representatives for the members of the Board of Directors in accordance with the regulations on workers' participation in management

(46) The mandate of a particular member of the Board of Directors lasts 4 (four) years.

(47) Members of the Board of Directors may be re-elected, independent members may be re-elected only once. In the case of the resignation of a member or termination of his/her membership, the term of office of a new member shall be defined for 4 (four) years.

(48) Nomination Committee invites candidates for members of the Board of Directors to submit candidature.

(49) The Board of Directors shall nominate from among its members the President of the Board of Directors and his/her Deputy.

(50) The Executive Directors who are nominated among the members of the Board of Directors will run the business activities and represent the Bank.

Article 19 (nineteen)

(51) The Board of Directors shall have the quorum if at least half of its members are present during the adoption of decisions.

(52) Decisions shall be deemed valid, if the majority of the cast votes are in favour. In the case of a tie, the decision voted for by the President of the Board of Directors or the Deputy President in his/her absence shall be deemed passed.

(53) Along with the members of the Board of Directors, other persons according to the decision of the Board of Directors may regularly attend its sessions.

Article 20 (twenty)

(54) The Board of Directors shall manage the bank and supervise performance of its business operations.

(55) By performing its tasks the Board of Directors particularly:

- examines the Annual and other financial reports of the Bank and adopts the Annual report and the annual report of the Internal Audit Department,
- examines proposal for resolution on the use of balance sheet profit,
- supervises the adequacy of procedures and effectiveness of the Internal Audit Department performance,
- explains to the General Meeting of Shareholders its opinions on the annual report of the Internal Audit Department and opinion on the Annual report of the Management,
- adopts and supervises execution of the general principles of remuneration policies,
- forms the Audit Committee, Risks Committee, Nomination Committee, Remuneration Committee and other committees,
- discuss the findings of the Bank of Slovenia or European Central Bank (when in accordance with the EU Regulation 1024/2013 European Central Bank performs the authorizations and tasks of supervision over bank), findings of other bodies when the said findings refer to the bank, findings of the tax inspection and other regulatory bodies when performing supervision over bank,
- takes note of the compliance report,
- may review the books and documentation of the Bank, its cash transactions, deposited securities and other matters,
- reviews the reports prepared by the Internal Audit on a quarterly basis as well as monitors the implementation of necessary corrective measures, supports the activities of the Internal Audit with appointing external consultants, if necessary, and approves changes to the number of staff of the Internal Audit unit,
- evaluates regularly whether the internal governance framework is appropriate by reviewing the suitability of the organizational structure, completeness of the decision-making competencies, and the transparency of the entire decision-making process within the organization; by reviewing the effectiveness of the internal safeguards (internal lines of defense) at the bank and the group and proposing necessary measures in case of detecting potential deficiencies; and by assessing the short, medium and long-term effects of ESG factors and to ensure that these considerations are clearly integrated in the relevant responsibilities in the organizational structure, both within business lines and within internal control functions;
- performs other tasks and decides on other matters in accordance with the applicable law.

(56) The Board of Directors gives prior consent to the following business operations and matters of the Bank:

- the conclusion of a transaction that in consideration of the overall exposure of the Bank, including indirect credit exposure, would result in the Bank's exposure to a single party or a group of linked parties which reach or exceed 10% (ten per cent) of the acceptable capital of the bank from point 71 (b) of the first paragraph of the Article 4 of the EU Regulation 575/2013,
- the conclusion of a transaction which causes that the overall exposure of the Bank including indirect credit exposure of the Bank to a single party or a group of linked parties, would increase for each next 5% (five per cent) of the acceptable capital of the Bank,
- the cancellation of the contract on audit inspection, concluded between the audit company and the Bank, before the termination of the term, agreed in the contract,
- the dismissal of the Head of Risk management department,
- to the appointment, dismissal and remuneration of the Head of Internal Audit Department,
- plan of activities for Risk management in accordance with the strategies and policies of Risk accepting and managing,
- the conclusion of the transaction with a person in a special relationship with the bank if due to this transaction or common value of all transactions the overall exposure of the bank to a single party including the indirect exposure reach or exceed 100.000 EUR, and for each further transaction whereby the overall exposure of the bank against a single party from all transactions increase for the subsequent 100.000 EUR and the conclusion of a legal transaction with a person in a special relationship with the Bank under conditions that are more favourable than usual provided that objectively justified reasons are given for the conclusion of such a transaction, particularly in the event of the restructuring of a debtor who is a person in a special relationship with the Bank,
- to legal transactions of the Bank with related parties, with members of the Board of Directors or their family members in accordance with the applicable legislation, except for transactions performed in the ordinary course of business and under normal market conditions.

(57) The Board of Directors gives consent to the following business of the Management:

- determination of the business policy of the Bank,
- determination of the financial plan of the Bank,
- determination of the organization of internal controls' system,
- determination of the frame annual program of work for Internal Audit Department.

(58) The Board of Directors may give consent ex-post to a decision taken by the Executive Directors provided such decision is compliant with parent company corporate rules.

Article 21 (twenty-one)

(59) The Board of Directors shall appoint the following Committees preparing the proposals for the Board of Directors resolutions, taking care of their realization and performing other professional tasks:

- Audit Committee,
- Risks Committee,
- Nomination Committee,
- Remuneration Committee.

(60) Each of the Committees has a president and at least two members, all of them are members of the Board of Directors.

Article 22 (twenty-two)

(61) The Audit Committee is an advisory body of the Board of Directors which performs the following tasks:

- monitoring the financial reporting process,
- monitoring the internal controls system, permanent control system, internal audit and the risk management systems in the Bank,
- monitoring the obligatory audit of annual and consolidated financial statements,
- reviewing and monitoring the auditor independence for the purpose of annual report of the Bank, particularly with regard to provision of additional non-audit services,
- examining and verifying the preparation of the accounting policy,
- examining and verifying the process of preparing the financial reports, the annual and the consolidated annual audit reports, and the required supplementary reports of the auditors,
- proposing to the Board of Directors the appointment of the candidate for the auditor of the annual report of the Bank,
- supervising the integrity of financial information issued by the Bank,
- assessing the composition of the annual report including formation of the proposal for the Board of Directors,
- cooperation in determining the important segments to be audited,
- cooperation in preparing the agreement between the auditor and the Bank,
- other tasks defined by this Statute or a decision adopted by the Board of Directors,
- cooperation with the auditor in auditing the Bank's annual report particularly by mutual information on major issues concerning the audit,
- ensuring that all tasks monitored by the Audit Committee is up to date with changes in the legal and regulatory environment,
- approval of contracts concluded with the Auditor concerning non-forbidden, non-audit services.

(62) The Risks Committee is an advisory body of the Board of Directors which performs the following tasks:

- advises on general current and future predispositions of the Bank for taking-over of the risks and risk management strategy,
- helps at the execution of supervision over higher management with regard to the execution of risk management strategy,
- monitoring the implementation of the capital adequacy strategy and the liquidity strategy as well as other inherent risks to the bank (credit risk, operational risk, market risk, etc.)
- without the intervention in the Remuneration Committee's tasks quarterly examines and informs the Board of Directors whether it is assured that in the stimulations provided by remuneration system, the following issues: risk, capital, liquidity, probability and time scheme of the Bank's incomes are considered, with the intent to form deliberate remuneration policies and practices,
- examines and informs the Board of Directors on quarterly basis whether the Bank products' prices are completely compatible with the business model and the Bank's risk management strategy and in case of the established discrepancies forms a proposal of measures in order to abolish the discrepancies and present the proposal to the Management and Board of Directors,
- evaluates and informs the Board of Directors on a quarterly basis about ESG risks and the appropriate responses to these risks
- supports the Board of Directors in cases they are planning to commission external experts
- evaluates the scenarios to be used for tests regarding the impact of external and internal events on the prevalent risks
- formulates and initiates the necessary measures relating to risk management based on the findings and the recommendations of the internal and the external auditors as well as monitoring the implementation of the required corrective actions

- as regards counterparty risks, the Risk Committee reviews the following points:
 - the content of and changes to the credit portfolio per type of facility and debtor,
 - the key indicators (cost of risk, NPL, default ratios, recovery performance, etc...),
 - changes to the quality of commitments: sensitive, irregular, non-performing files,
 - compliance with the conditional authorizations issued by the parent company,
 - adequacy of the level of provision for the risks incurred,
 - the efficiency of debt collection,
 - changes in credit policy,
 - review of risk management.
- (63) The Nomination Committee is an advisory body of the Board of Directors which performs the following tasks:
- determines and recommends candidates for the Board of Directors members, including Executive Directors, taking into consideration policy on selection of suitable candidates in accordance with the law governing banking,
 - determines the tasks and required conditions for a certain appointment, including the estimation of time which is likely required for execution of the function,
 - determines the aim of gender representation which is not sufficiently represented in the Board of Directors and prepares a corresponding policy with the aim to increase the number of representatives of the underrepresented gender in the Board of Directors,
 - at least once a year rates a structure, size, composition and efficiency of the Board of Directors' and its Committees' activities and prepares reports related to the eventual modifications,
 - at least once a year rates knowledge, skills and experience of individual members of the Board of Directors and of the Board as a whole and correspondingly reports about it to the Board of Directors and Management,
 - reviews the absence of any external influence on the decisions of the Board of Directors on a regular basis,
 - regularly examines a policy of the Management with regard to the selection and appointment of suitable candidates for employment in the key positions and prepares the recommendations related to the eventual modifications,
 - actively contributes to the fulfilling of the Bank's responsibility to adopt the corresponding policies on evaluation of adequacy of the management body members,
 - when performing its tasks takes in consideration in the greatest extent that decision making within the Management and Board of Directors does not lead to the dominance of an individual or a narrower group of individuals in a way that would be detrimental to the interests of the Bank.
- (64) Remuneration Committee is an advisory body of the Board of Directors which performs the following tasks:
- performs professional and independent evaluation of remuneration policies and practices and on their basis forms the initiatives for measures related to improving of the Bank's risk management, capital and liquidity,
 - Provides advice to the Board of Directors for preparing and revising the remuneration policy of the bank as well as for monitoring of the remuneration system, considering the remuneration policy of the OTP Bank Group and applicable legislation
 - prepares the proposals of the management body decisions related to the remuneration, including those which influence the risk and risk management of the Bank,
 - supervises the remuneration of higher management which perform the risk management function, compliance function and internal audit function.
- (65) By preparing the above mentioned decisions the Remuneration Committee takes into consideration the long-term interests of shareholders, investors and other interested parties.

Article 23 (twenty-three)

(66) The rights and obligations of the member of the Board of Directors or Executive Director, shall be determined in the contract concluded with the Bank.

(67) The Bank shall be represented in the conclusion of the contract and other relations with the President of the Board of Directors by the member of the Board of Directors being appointed for the Deputy President of the Board of Directors. The Bank shall be represented in the conclusion of the contract and other relations with the members of the Board of Directors, who are employees of the Bank, by the President of the Board of Directors.

(68) The contract on the performance of the function concluded with the Bank by the Executive Director, who is also a member of the Board of Directors, must be approved by the General Meeting of Shareholders.

(69) Contract with the President and members of the Board of Directors shall be approved by the Board of Directors.

Article 24 (twenty- four)

(70) The Board of Directors shall appoint at least two Executive Directors, one of whom being the Chief Executive Officer.

(71) The mandate of Executive Director shall last 4 (four) years but not more than his membership in the Board of Directors. The Executive Director may be re-elected.

(72) Executive Directors shall adopt Rules of Procedure of Executive Directors which shall be approved by the Board of Directors before its entry into force.

Article 25 (twenty-five)

(73) The Board of Directors assigns to the Executive Directors the following tasks:

- management of regular operations, ensuring the development of secure business,
- applications for registration and submission of documents to the registry,
- ensuring the keeping of accounting records; and
- composition of the annual report to which, if subject to auditing, the auditor's report and the proposals for the use of balance sheet profit for the General Meeting of Shareholders shall be attached and immediately submitted to the Board of Directors.

(74) Executive Directors shall consider, in performance of their tasks, the instructions and limitations imposed by the Bank's General Meeting of Shareholders, the Board of Directors, the Statute and the Rules of Procedure of Executive Directors.

Article 26 (twenty-six)

(75) The Bank shall be represented by Executive Directors but none of them shall not and may not be authorized to independently represent the Bank with respect to the full scope of the Bank's business activities. The Bank's internal acts define the cases when the Executive Directors may represent the Bank collectively and the cases when they may represent it individually.

(76) Members of the Board of Directors who are not Executive Directors shall not manage the Bank's operations and shall not represent the Bank.

Article 27 (twenty-seven)

(77) The Executive Directors shall report to the Board of Directors regarding:

- the planned business policy of the Bank and other fundamental banking business,
- the profitability of the Bank, and particularly return on equity,
- course of transactions, especially turnover and financial position of the Bank,
- transactions, which may have significant influence on profitability or solvency of the Bank,
- establishment, acquisition, sale or capital increase of subsidiary companies;
- the acquisition and sale of interests/shares to other companies,
- consumer protection report and complaints,
- the implementation of adequate and effective internal governance and internal control framework, to ensure compliance with applicable requirements also in the context of the prevention of money laundering and terrorism financing and
- other matters in accordance with the applicable legislation.

(78) The Executive Directors shall immediately notify in writing the Board of Directors concerning the following occurrences:

- if the liquidity or capital adequacy of the Bank is threatened,
- if grounds arise for the cessation or revocation of the authorization for the provision of banking services or the prohibition from providing particular banking services or services from the law governing banking,
- if the financial position of the Bank changes in such a way that the Bank's capital falls below the minimum capital required by the law governing banking,
- the occurrence of every large exposure,
- findings of the Bank of Slovenia, tax inspection and other supervisory authorities in their bank supervision procedures,
- or other risks and events that significantly affect the Bank's operations.

(79) The Board of Directors may demand a report also on other matters. The Executive Directors have to inform the Board of Directors about matters regarding business of the Bank and its affiliated companies.

(80) The Board of Directors may at any time request from the Executive Directors a report on matters concerning and significantly impacting the Bank's business operation or for which are reasonably expected to significantly affect the position of the Bank. The reports shall comply with the principles of scrupulousness and credibility.

6. Reserves and distribution of profit

Article 28 (twenty-eight)

(81) The Board of Directors may upon the adoption of the annual report establish other profit reserves from total net profit remaining after its use for the purposes defined by law.

(82) The authorization from the previous paragraph does not apply when other reserves from profit already exceed half of the share capital or if they would exceed it with a use of this authorization; in that case the Board of Directors shall not use for making other reserves from profit more than half the amount of net profit which remains after its use for the purposes, defined by law.

(83) Other profit reserves may not be used for the distribution to the shareholders or other persons.

Article 29 (twenty-nine)

(84) The participation of the shareholders in the balance sheet profit shall be determined pro rata to their share in the share capital of the Bank. The shares paid-in during a business year shall be deemed paid as at the beginning of the business year.

(85) The Board of Directors may decide to pay out interim dividends, on the proposal of Executive Directors and in accordance with the applicable law.

7. Conditions and methods for increasing the bank's share capital

Article 30 (thirty)

(86) The Bank may increase its share capital by issuing new shares in the way and under conditions provided by the applicable law.

(87) An increase in the share capital of the Bank shall be determined in detail by a specific resolution of the General Meeting of Shareholders. Such a resolution shall be valid if adopted by at least a three-quarter majority of share capital represented in the voting.

8. General acts of the bank

Article 31 (thirty-one)

(88) The General Meeting of Shareholders may amend and supplement this Statute by decision made by at least a three-quarter majority of the share capital represented in the voting.

(89) The Board of Directors is authorized to amend this Statute only as an adjustment of the wording in line with the decisions validly adopted.

9. Dissolution of the bank

Article 32 (thirty-two)

(90) The Bank shall be dissolved due to reasons and according to the procedure determined by the law governing banking.

10. Final and transitional provisions

Article 32 (thirty-three)

(91) The provisions of this Statute shall enter into force upon the day they are entered in the Court Register.

(92) From that day the Statute of the bank, as last amended on the General Meeting of Shareholders on May 4, 2021 is no longer in force.

Ljubljana, 31 March 2022