

Pursuant to Article 295 of the Companies Act (ZGD-1) and Article 12 of the Articles of Association of SID banka d.d., Ljubljana, the Management Board of SID Bank hereby convenes the

**37th General Meeting of Shareholders
of SID – Slovenska izvozna in razvojna banka, d.d., Ljubljana,
which will be held at 10 am on 10 July 2024, at the Bank's registered office at Ulica
Josipine Turnograjske 6, Ljubljana**

with the following agenda proposed:

1. Determination of quoracy, presence of notary public, and appointment of chair of general meeting

1.1 Proposed resolution:

"Mr Bojan Pecher is appointed as the chair of the general meeting of SID Bank."

2. Audited annual report and supervisory board report on annual report, distributable profit, official approval for management board and supervisory board, annual internal audit report with supervisory board opinion on annual internal audit report, report on remuneration and payments to members of management board and supervisory board

2.1 Proposed resolution:

"The general meeting of SID Bank has been briefed on the Bank's annual report for 2023, and on the Supervisory Board report on the review and approval of the annual report for 2023."

2.2 Proposed resolution:

"The distributable profit amounted to EUR 7,427,876.20 as at 31 December 2023, and comprised the remainder of net profit for the 2023 financial year after allocation of regulatory reserves and reserves under the articles of association in the amount of EUR 8,209,757.91. The distributable profit for 2023 in the amount of EUR 7,427,876.20 is allocated to other profit reserves."

2.3 Proposed resolution:

"The general meeting of SID Bank confers official approval on the Management Board for its work in the 2023 financial year."

2.4 Proposed resolution:

"The general meeting of SID Bank confers official approval on the Supervisory Board for its work in the 2023 financial year."

2.5 Proposed resolution:

"The general meeting of SID Bank has been briefed on the annual internal audit report for 2023 and the Supervisory Board's opinion on the annual internal audit report."

2.6 Proposed resolution:

"The general meeting of SID Bank has been briefed on and approves the report on the remuneration of members of the Management Board and Supervisory Board in 2023."

2.7 Proposed resolution:

"The general meeting of SID Bank has been briefed on the remuneration of members of the Management Board in 2023."

3. Determination of payments to members of supervisory board

3.1 Proposed resolution:

1. Members of the Supervisory Board shall each receive a session attendance fee in the gross amount of EUR 357.50 per session. Members of the Supervisory Board committees shall each receive a session attendance fee in the amount of 80% of the attendance fee for Supervisory Board sessions. The attendance fee for correspondence sessions amounts to 80% of the ordinary attendance fee. Notwithstanding the above and irrespective of the number of sessions attended, each Supervisory Board member shall be entitled to the payment of session fees during a single financial year until the total amount of those fees reaches 50% of the basic annual salary for the performance of the function of Supervisory Board member. Notwithstanding the above and irrespective of the number of Supervisory Board and committee sessions attended, each Supervisory Board member who is a member of a committee or committees of the Supervisory Board shall be entitled to the payment of session fees during a single financial year until the total amount of attendance fees for Supervisory Board and committee sessions reaches 75% of the basic annual salary for the performance of the function of Supervisory Board member.

2. In addition to session attendance fees, each member of the Supervisory Board shall receive a basic salary for the performance of their function in the annual gross amount of EUR 19,500. The chair of the Supervisory Board shall also be entitled to an additional fee in the amount of 50% of the basic salary for the performance of the function of Supervisory Board member, while the deputy-chair of the Supervisory Board shall be entitled to an additional fee in the amount of 10% of the basic salary for the performance of the function of Supervisory Board member.

Members of the Supervisory Board committees shall receive an additional fee for the performance of their functions in the amount of 25% of the basic salary for the performance of the function of Supervisory Board member. For the performance of their functions, committee chairs shall be entitled to an additional fee in the amount of 37.5% of the basic salary for the performance of the function of Supervisory Board member. Notwithstanding the above and irrespective of the number of committees of which they are a member or chair, each member of a Supervisory Board committee shall be entitled to the payment of additional fees during a single financial year until the total amount of the additional fees reaches 50% of the annual basic salary for the performance of the function of Supervisory Board member. Notwithstanding the above and irrespective of the number of committees of which they are a member or chair, each member of a Supervisory Board committee whose term of office is shorter than the financial year shall be entitled to the payment of additional fees in a single financial year until the total amount of the additional fees reaches 50% of the basic salary for the performance of the function of Supervisory Board member relative to the eligible payments for the duration of the member's term of office in the financial year in question. At a time when the Supervisory Board is not functioning in its full complement (when one or more positions on the Supervisory Board are vacant), the maximum amount of additional fees to which each committee member is entitled for membership or chairing of Supervisory Board committees shall be raised from 50% to 62.5% of the annual basic salary for performance of the function of Supervisory Board member. A Supervisory Board member who performed the function at a time when the Supervisory Board was not functioning in its full complement and whose term of office ended during the financial year shall be entitled to the payment of additional fees during a single

financial year relative to the eligible payments for the duration of the member's term of office in the financial year in question.

3. In addition to the above, Supervisory Board members shall also be entitled to bonuses for special tasks. Special tasks on the part of a Supervisory Board member are those that involve the performance of unusually long tasks of above-average complexity, typically for a period of at least one month. With the consent of the Supervisory Board member in question, the Supervisory Board shall be authorised to decide on the allocation of special tasks to each Supervisory Board member, the duration of special tasks, and the bonus for special tasks in accordance with this general meeting resolution. The Supervisory Board shall be authorised to decide on bonuses for special tasks of Supervisory Board members on account of objective circumstances involving the Company. Bonuses for special tasks are only permitted during the period when the special tasks are actually performed, regarding which the Supervisory Board may exceptionally make retrospective decisions (particularly in the case of special tasks on account of objective circumstances involving the Company), albeit no further back than the previous financial year. Bonuses for special tasks in a single financial year may not exceed 50% of the basic salary for the performance of the function of Supervisory Board member (irrespective of the number of special tasks). The bonus for a specific special task shall be defined having regard for the complexity of a task, and the associated increase in workload and responsibility. Bonuses shall always be restated proportionately to the period when the special tasks are actually performed.

4. Supervisory Board members shall be entitled to receive a basic salary, an additional fee for the performance of their function, and bonuses for special tasks in proportionate monthly payments as long as they perform their function and/or special task. Monthly payments shall be equal to one-twelfth of the above-stated annual amounts. Depending on the circumstances, bonuses for special tasks may be paid in a one-off amount when the special task has been completed.

5. The limit on the total amount of session attendance fees, additional fees and bonuses paid to a member of the Supervisory Board shall in no way affect their duty to actively participate in all sessions of the Supervisory Board and the sessions of committees of which they are a member, or their responsibilities as set out in law.

6. Supervisory Board members shall be entitled to the reimbursement of travel expenses and the costs of overnight stays in connection with their work on the Supervisory Board up to the amount defined in regulations governing the reimbursement of work-related expenses and other income not included in the tax base (provisions applying to travel on business trips and overnight stays on business trips). The amount to which a Supervisory Board member is entitled according to the regulations referred to above shall be converted to a gross amount so that net payment is equal to the reimbursement of actual travel expenses. The distances between locations calculated via AMZS's public website shall be taken into account for the purpose of determining mileage. Overnight accommodation expenses may only be reimbursed if the domicile or temporary residence of the Supervisory Board member or Supervisory Board committee member is at least 100 kilometres distant from the place of work of the body in question, and if it was not possible to return home because there was no scheduled public transport or for other objective reasons.

7. This resolution shall enter into force on and shall apply as of the day that it is adopted by the general meeting. As of the adoption of this resolution, the resolution under item 3.1 adopted by the general meeting on 14 June 2018 shall be rescinded."

The proposed resolutions under items 1 and 2 of the agenda were put forward by the Management Board and the Supervisory Board of SID Bank, and the proposed resolution under item 3 was put forward by the Supervisory Board of SID Bank.

As the sole shareholder, in accordance with Article 4 of the Slovene Export and Development Bank Act (ZSIRB), the Republic of Slovenia may attend and vote at the general meeting. In accordance with the Slovenian Sovereign Holding Act (ZSDH-1), Slovenian Sovereign Holding acts as its proxy at the general meeting.

The representative of Slovenian Sovereign Holding is obliged to submit an appropriate proxy form to SID Bank before the opening of the general meeting and to produce proof of identity in the form of a personal document. The original of the proxy form is stored by SID Bank.

The Republic of Slovenia or its proxy may submit proposals, authorisations and other documents to SID Bank in connection with the general meeting by emailing *info@sid.si*.

Explanations of the agenda items and the proposed resolutions are given on SID Bank's website (www.sid.si).

Done in Ljubljana, on 7 June 2024

Management Board of SID Bank

Stanka Šarc Majdič
Member of the
Management Board

Borut Jamnik
President of the
Management Board