

Item on the agenda: **3**  
Proposed by: **Shareholders**

**Material for the Shareholders Assembly of NLB Banka AD Skopje**

**Decision for appointment of a member of the Supervisory Board of NLB Banka AD Skopje**

The Shareholders propose to the Shareholder's Assembly to adopt the following

**Decision for appointment of a member of the Supervisory Board of NLB Banka AD Skopje**

Attached:

- Proposal-decision for appointment of a member of the Supervisory Board of NLB Banka AD Skopje;

Skopje, November 2024

**Shareholders Assembly of NLB Banka AD Skopje****Proposal-decision for appointment of a member of the Supervisory Board of NLB Banka AD Skopje**

Pursuant to Article 39 paragraph 1 from the Statute of NLB Banka AD Skopje, the Assembly of NLB Banka AD Skopje, at its session held on 29.11.2024, made the following

**Proposal-decision for appointment of a member of the Supervisory Board of NLB Banka AD Skopje**

1. As member of the Supervisory Board of NLB Banka AD Skopje is appointed:
  - Mrs. Hedvika Usenik with address at Alešovčeva ulica 7, Ljubljana, Republic of Slovenia  
as a replacement for Mr. Blaž Brodnjak, President of the Supervisory Board.
2. The mandate of the member of the Supervisory Board lasts until the end of the mandate of Mr. Blaž Brodnjak, i.e until 30.08.2025.
3. The Law Office Radojckij from Skopje is authorized to submit the application for registration of the selected independent member of the Supervisory Board in the trade registry.
4. This Decision shall enter into force upon obtaining consent from the Governor of the National Bank of the Republic of North Macedonia for appointment of the member of the Supervisory Board.

In Skopje, 29.11.2024

The decision shall be submitted to:  
Secretariat  
National Bank of the Republic of North Macedonia  
Trade registry

Chairman of  
the Shareholders Assembly  
of NLB Banka AD Skopje

## **Explanation**

The need for appointing a new member of the Supervisory Board is accomplished due to the resignation of the Member of the Supervisory Board by Mr. Blaž Brodnjak on 10.10.2024.

Pursuant to Article 58 of the Statute of NLB Banka AD Skopje, in the event of early termination of the function of a member of the Supervisory Board, elections for the vacant place for the rest of the mandate shall be held at the next session of the Bank's Assembly.

Taking into account the provision from the Statute of NLB Banka AD Skopje, the mandate of the proposed member Mrs. Hedvika Usenik for the Supervisory Board Member, shall be determined for the remain mandate of Mr. Blaž Brodnjak, ie until 30.08.2025.

Also, in accordance with the Policy on the assessment of the suitability of key function holders within the NLB Banka AD Skopje, the Decision on good bank governance rules from 06.02.2018 and the Decision on amending and supplementing the Decision on good bank governance rules from 30.05.2019, issued by the National Bank of the Republic of North Macedonia, an assessment of adequacy was conducted of Mrs. Hedvika Usenik for appointment on position for a member of the Supervisory Board (individual and collective assessment.)

Pursuant to the Banking Law and the Statute of NLB Banka AD Skopje, prior consent by the Governor of the National Bank of the Republic of North Macedonia is required for appointment of a member of the Supervisory Board. This decision will come into force upon obtaining the consent of the Governor of NBRNM for the appointment of a new member of the Supervisory Board..



## HEDVIKA USENIK

- birth: 29.04.1972, Brežice, Slovenia
- address: Alešovčeva ulica 7, 1000 Ljubljana
- nationality: Slovenian
- national identification number: 2904972505181
- passport, nr. PB 1133383
- business phone number: +386 40 636 892
- email address: hedvika.usenik@nlb.si

Seasoned banker with 28 years of work experience, thereof 23 years within international banking groups and 5 years in economic research. More than 19 years of managerial experience. Membership of supervisory bodies in three banks, one asset management company and one research organization. Married and mother to two daughters aged 20 and 16.

## WORK EXPERIENCE

### **Nova Ljubljanska banka d.d.**

*Address: Trg republike 2, 1000 Ljubljana*

*Registration number: 5860571*

*Scope of business: Largest universal banking group of Slovenia, 26bn assets, 8000 employees, bank subsidiaries in six markets*

*Under supervision - respective supervisory authority: ECB / Bank of Slovenia*

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### **2022 - ... Management Board member**

Main areas of responsibility: Retail Sales network, Product, Segment and Channel development, CRM, Contact Centre and Private banking, Business Line CMO Retail of NLB Group. Responsibility for P&L of Retail segment and managerial responsibility for the team of more than 900 employees. Member of ALCO Committee, Risk Committee, Retail Credit Committee, Sustainability Committee and Sales Committee.

### **2020 - 2022 Assistant to Management Board for Retail**

Main areas of responsibility: Retail Sales network, Product, Segment and Channel development, Contact Centre and Private banking, Business Line Sales of NLB Group. Responsibility for P&L of Retail segment and managerial responsibility for the team of more than 900 employees.

### **2018-2019 Group Steering: Country Manager**

Country Manager for North Macedonia and Kosovo. Member of Supervisory Board of NLB Banka Skopje and President of the Audit Committee. Vice Chariman of Board of Directors of NLB Banka Priština. Stream co-ordinator for business line CMO within NLB Group Steering. Led the divestment of insurance company NLB Vita d.d. which included closing of a new long-term distribution agreement with NLB d.d.

**Aserta d.o.o. (family owned company):**

*Address: Alešovčeva ulica 7, Ljubljana*

*Registration number: 3864162*

*Scope of business: Whsl.of pharmaceutical products*

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**2018/03-06 Sales Director**

Management of a team of sales representatives for Seni incontinence programme in a family owned company engaged in sales and distribution of incontinence products as well as organization and execution of sales, communication and management trainings.

**UniCredit Banka Slovenija d.d.**

*Address: Ameriška ulica 2, 1000 Ljubljana*

*Registration number: 5446546*

*Scope of business: banking*

*Under supervision - respective supervisory authority: ECB / Bank of Slovenia*

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**2014 – 2018 Head of Retail and Private Banking Division and Management Board Member** (license obtained by European Central Bank in Feb 2016), **First Vice President of UniCredit Group**

Responsibility for P&L of Retail segment and managerial responsibility for the team of 200 employees. Main areas of responsibility: strategy and business development for the customer segments private individuals and small business, HR management, sales management, product and segment management, pricing management, CRM, execution of digital strategy: development of digital channels (online banking, mobile banking, public website, contact centre) and digitalization of products and processes. Member of ALCO (Asset Liability Committee), credit committees and ICBC (Internal Control Committee). Reporting to local CEO, Supervisory Board, Audit Committee and CEE Management Structures (matrix organization) within regular Financial Monitoring Cycles.

**2013-2014 Retail Division: Regional Head**

Management of Retail distribution network, managerial responsibility for the team of 90 employees (14 branches in Ljubljana and Western Slovenia), client segments: mass market, affluent and small business. Responsibility for reaching sales and revenue targets, HR management, ensuring high quality of service and compliance with valid rules and regulations. Execution of in-house management trainings for branch heads.

**2009 – 2013 Retail Division: Head of Marketing and Segments**

Direct responsibility for strategy and business development for customer segments mass market, affluent and small business, product management and segment management, pricing management, CRM, channel development (online banking, mobile banking, public web site) and marketing communication for all segment including corporate. Direct managerial responsibility for over 20 team members.

**2005 – 2009 Bank Austria Creditanstalt d.d., (in 2007 rebranded to UniCredit Banka Slovenija d.d.), Corporate Banking Division: Head of Trade Finance and Cash Management**

Trade and Export finance (guarantees, letters of credits, buyer's credits, purchase of receivables, structured trade finance...) and International Cash Management (cash pooling). Responsibility for product management, pricing, training of account managers, direct sales to corporate clients and organization of product related events for clients; strong co-operation with experts within UniCredit Group, especially Bank Austria Creditanstalt Vienna, HVB Milano, HVB München and HVB New York); setting up the department and managerial responsibility over 7 team members.

**2002 – 2005 Bank Austria Creditanstalt, Corporate Banking Division: Account Manager for Corporate clients**

Advisory and sales to corporate clients, mainly larger and medium sized International companies. Managing a portfolio of corporate clients, direct contacts with financial directors and CEOs and responsibility for the results of the portfolio. Informal deputy head of International Desk Department.

**2001 – 2002 Bank Austria Creditanstalt, Corporate Banking Division: Company Analyst**

Analysis of financial statements & other relevant data of Slovene companies and preparing credit proposals for credit committee and other decision making bodies of the bank.

**Institute for Economic Research**

*Address: Kardeljeva ploščad 17, 1000 Ljubljana*

*Registration number: 5051690*

*Scope of business: Economic Research*

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**1996 – 2001 Researcher**

Research areas: technology policy, buyer-supplier relationships, SME financing. Participation in a number of national and international research projects, mainly within the Framework programmes of the European Commission. Co-operation with research teams from different European countries. Author and co-author of a number of research papers, studies and books.

## **SUPERVISORY BOARD MEMBERSHIPS**

**NLB Banka Prishtina**

*Address: Rr. Ukshin Hoti nr. 124, 10000 Prishtinë, Kosovo*

*Registration number: 810486250*

*Scope of business: Retail and Corporate bank with EUR 1.21 bn assets, 468 employees, 33 branches*

*Under supervision - respective supervisory authority: Central Bank of Kosovo*

- **Vice Chairman of Board of Directors 2019-2021**

**NLB Banka a.d. Skopje**

*Address: Vodnjanska 1, 1000 Skopje, North Macedonia*

*Registration number: 4664531*

*Scope of business: Retail and Corporate bank with EUR 1.9bn assets, 953 employees, 48 branches*

*Under supervision - respective supervisory authority: National Bank of Republic of North Macedonia*

- **Supervisory board member 2019-2021, President of the Audit Committee**

**NLB Banka a.d. Banja Luka**

*Address: Milana Tepića 4, 78000, Banja Luka, Bosnia and Herzegovina*

*Registration number: 1905155*

*Scope of business: Retail and Corporate bank with EUR 1bn assets, 500 employees, 40 branches*

*Under supervision – respective authority: Banking Agency of Republic of Srpska*

- **Supervisory board member 2021-...**

**NLB Skladi, upravljanje premoženja, d.o.o.**

*Address: Tivolska cesta 48, 1000 Ljubljana, Slovenia*

*Registration number: 1876031000*

*Scope of business: management of investment funds*

*Under supervision - respective supervisory authority: The Securities Market Agency*

- **President of Supervisory board 2021 - ...**

**Institute for Economic Research**

*Address: Kardeljeva ploščad 17, 1000 Ljubljana*

*Registration number: 5051690*

*Scope of business: Economic Research*

- **Member of Supervisory Board Avgust 2023- ..**

## **MEMBERSHIP OF OTHER BODIES AND PROFESSIONAL ASSOCIATIONS**

**Slovenian Directors' Association**

*Address: Dunajska cesta 128a, 1000 Ljubljana*

*Registration number: 1202952*

*Scope of business: professional, non for profit, and non-governmental organisation that brings together members of Supervisory Boards, Directors, and other stakeholders of corporate governance.*

- **Member September 2018-...**

### **Managers' Association of Slovenia**

**Address:** *Dimičeva 13, 1504 Ljubljana, Slovenija*

**Registration number:**

*Scope of business: non-governmental organization, connecting Slovenian managers and supporting the development of management in Slovenia*

- **Member from 2019**

### **The British-Slovenian Chamber of Commerce**

**Address:** *Kardeljeva ploščad 17, 1000 Ljubljana*

**Registration number:** *3291472*

*Scope of business: non-governmental bilateral organization that aims to strengthen trade and investment between the United Kingdom and Slovenia*

- **Member of the Management Board September 2023-...**

## **EDUCATION**

**1996 - 2000 University of Ljubljana, Faculty of Economics: M. Sc. Business and Administration, Major: Finance**

**1991 - 1996 University of Ljubljana, Faculty of Economics: B. Sc. Economics, Major: Marketing**

Received the Bank of Slovenia award for the B.Sc. thesis Public Debt in Slovenia (1996). During student years active participation in AIESEC – International association of students in economics and international experience with two internships: 2 months internship in a family owned company Vetter Krantechnik GmbH in Germany and 4 months internship in advertising agency McCann Erickson in Manila, Philippines. Organization of events for foreign students within the Slovene student organization.

## **LANGUAGES**

Slovene – mother tongue

English – excellent

Croatian - good

Serbian - good

German – good

French – good

Italian – good

Spanish - basic

## **COURSES AND TRAININGS**

- Bancassurance Summit for NLB Group and Sava Group, Montenegro (2024)
- McKinsey, Global Digital Banking Conference 2024 in Barcelona (2024)
- Cyber security for Members of Supervisory board, Banja Luka (2024)
- Law on Prevention of Money Laundering and Financing of Terrorist Activities – amendment of legal regulations, for Members of Supervisory board, Banja Luka (2024)



- Leading High Performing Teams, Hult, International business school, Ashridge (2024)
- Cybersecurity – development of competences for Members of Supervisory bodies, Slovene Directors' association (2024)
- Bancassurance Summit for NLB Group and Sava Group, Belgrade
- Future of Asset Management Europe 2023 , online, 2023
- Learning tour in Spain, Quorus (2023)
- Training for members of Supervisory board, Cyber Security, Risk & ESG topics, Sarajevo (2023)
- Banking conference 2023, Slovene Banking Association (2023)
- Mergers and Acquisitions (M&A) (2023)
- NLB Culture - GreenLine Conversations (2023)
- ESG trends and Digitalization of Retail and SME segment (2023)
- Shaping the Future of Financial Sector in the Industry 4.0 era (2022)
- EFMA Live inspire change 2021 (2021)
- Training for members of Supervisory board , Sustainability&ESG, Sarajevo (2022)
- Cyber Crime and Social Engineering (NLB internal compliance training) (2021)
- Operational Risk (NLB internal compliance training) (2021)
- Training for members of Supervisory Board and Management Board of NLB Banka Skopje on Corporate Governance, Changes in banking regulation, AML, IFRS9 (2020)
- Risk Management in NLB Group (2018), NLB d.d.
- Own the Room Core Training (2018), Own the Room, Adriatic Region
- Agile / Scrum Methodology Workshops (2016/17), Croz
- Slovene Banking Days, ZBS (2017), Ljubljana
- Management by objectives – internal workshop (2017), UniCredit Bank
- Innovation in Action, UniCredit Learning Centre (2016), Torino
- First Vice President Onboarding Programme, UniCredit Training Centre (2015), Vienna
- Several successfully completed online compliance courses within UniCredit online learning platform (AML and Financial Sanctions, Market abuse, Conflict of interest, Data protection, Anticorruption, Antitrust...), 2012 – 2017
- Digital Transformation / Cutting Edge of Digital Mind, Faculty of Economics (2016), Ljubljana
- Corporate Governance in Slovene Banks, ZBS (2015), Ljubljana
- Lean Six Sigma Top Managers training, UniCredit Group (2015), Ljubljana
- Risk Academy for managers in the area of Retail Banking (2014), Ljubljana
- CEE Private Banking inception days, UniCredit Private Banking (2014), Vienna
- CIB Academy: Replication Portfolio and Liquidity Mapping – internal training, UniCredit Bank (2013), Ljubljana
- International Forum on Retail Banking, The P. World (2012), Belgrade
- Presentation skills, UniManagement (2012), Ljubljana
- Leadership for results, UniManagement (2011), Torino
- Translating Strategy into Results, UniManagement (2011), Torino
- Legal Training for Retail Marketing, Legal Office of UniCredit Bank (2010), Ljubljana
- Leadership Academy, Tela Vital (2008 – 2010), Ljubljana
- Selling Corporate Cash Management Products, Marcus Evans (2007), Amsterdam
- Cash, Treasury and Risk Management, Eurofinance (2007), Vienna

## **HOBBIES**

Sports (running, volleyball, skiing), travelling, learning foreign languages

### ФОРМУЛАР-FORM

За потребни податоци за кандидат за избор на член на Надзорен одбор/ For the necessary information for a candidate for appointment as a member of the Supervisory Board:

Име и презиме/ Name and Surname	<b>Hedvika Usenik/ Хедвика Усеник</b>
Број на акции што ги поседува во НЛБ Банка АД Скопје/ Number of shares held in NLB Banka AD Skopje	/
Број на акции што ги поседува во други друштва/ Number of shares held in other legal entity	NLB d.d., Trg republike 2, Ljubljana, Banking, 450 shares,(0,002% Share of holding in the capital)
Заеми и други обврски што ги има кон НЛБ Банка АД Скопје/ Loans and other obligations towards NLB Banka AD Skopje	/
Судир на интереси со НЛБ Банка АД Скопје/ Conflict of interest with NLB Banka AD Skopje	/

Под полна материјална и кривична одговорност ги потврдувам податоците запишани во овој формулар/ Under full material and criminal responsibility I confirm the data written in this form.

  
(потпис на кандидатот/signature of the candidate)