DISCLAIMER REGARDING THE ENGLISH TRANSLATION

This document constitutes an unofficial English translation of the Slovenian-language prospectus approved by the Securities Market Agency of the Republic of Slovenia (*Agencija za trg vrednostnih papirjev*; '**ATVP**').

This English translation has been prepared solely for information purposes and for the purposes of marketing and offering the new shares of NLB Funds – Real Estate, Real Estate Investment Company, JSC ('NID') to professional investors outside the Republic of Slovenia, to the extent permitted under applicable laws and regulations. This English translation has not been approved by the ATVP and does not constitute the official version of the Prospectus.

The Slovenian-language version of the Prospectus, as approved by the ATVP, is the only legally binding version of the Prospectus and shall prevail in all respects. In the event of any inconsistency, discrepancy, ambiguity, omission, error in translation or interpretation between this English translation and the Slovenian-language version of the Prospectus, the Slovenian-language version shall prevail over this English translation and be controlling.

This English translation may only be distributed to, and relied upon by, persons to whom the Shares of NID may lawfully be offered under the applicable laws of the relevant jurisdiction and who qualify as professional investors under such laws. It is not intended for, and must not be relied upon by, retail investors or any other persons to whom the New Shares may not lawfully be offered.

No representation or warranty, express or implied, is made as to the accuracy, completeness or correctness of this English translation. Neither the Issuer, the Management Company, the Lead Manager nor any of their respective directors, officers, employees, advisers or representatives accepts any liability whatsoever arising from or in connection with any reliance placed on this English translation.

Any investment decision regarding the New Shares should be based exclusively on the Slovenian-language version of the Prospectus and any supplements thereto approved and published in accordance with applicable laws and regulations.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR FULL ATTENTION. Any decision made on the basis of this document must be based on a careful review of all the information contained therein. If you have any doubts, consult an independent adviser who is duly authorised to provide advice on financial instruments and alternative investment funds.

Potential Investors should read the entire Prospectus carefully before deciding on an investment in shares of NLB Funds – Real Estate, Real Estate Investment Company, JSC, paying particular attention to the section entitled 'Risk Factors'.

NLB Funds – Real Estate, Real Estate Investment Company, JSC

(a real estate investment company incorporated as a joint-stock company in the Republic of Slovenia)

Prospectus for the initial public offering of new shares in NLB Funds – Real Estate, Real Estate Investment Company, JSC (ticker symbol NLRR)

and

for the admission to trading of all shares of NLB Funds – Real Estate, Real Estate Investment Company, JSC (ticker symbol NLRR) on a regulated market in the Republic of Slovenia

The Management Company
NLB Funds, Asset Management, Ltd.

Lead Manager
Nova Ljubljanska banka d.d., Ljubljana

NLB Funds – Real Estate, Real Estate Investment Company, JSC (hereinafter: '**the Issuer**' or '**REIC'**) is a closed-ended alternative investment fund established in accordance with Article 5 in conjunction with Article 107 of the Act on Forms of Alternative Investment Funds (Official Gazette of the Republic of Slovenia, No. 101/22, as amended and supplemented; hereinafter: '**ZOAIS'**) as an investment company to which the provisions of the Companies Act (Official Gazette of the Republic of Slovenia, No. 65/09, as amended and supplemented; hereinafter: '**ZGD-1'**) relating to joint-stock companies, unless ZOAIS provides otherwise, apply. Its sole purpose is, as a collective investment undertaking, to pool investors' assets and invest them in various Real Estate properties in accordance with a pre-determined investment policy, for the exclusive benefit of REIC shareholders. The assets of the REIC are managed by the Management Company in accordance with the Articles of Association and the Act on Alternative Investment Fund Managers (Official Gazette of the Republic of Slovenia, No. 32/15, as amended and supplemented; hereinafter: '**ZUAIS'**).

The issuer of REIC shares and the applicant who is applying for admission to trading on the Ljubljana Stock Exchange is NLB Funds, Asset Management, Ltd., Tivolska cesta 48, 1000 Ljubljana, Slovenia, which, pursuant to Decision No. 40221-3/2026-9 of the SMA dated 29 April 2026, holds a licence to manage the REIC (hereinafter: '**the Management Company**') in accordance with the ZUAIS. The Management Company has the obligations and powers vested in the Management Board of a joint-stock company under the Companies Act (ZGD-1); as the Management Company for a real estate investment company, it is also authorised and responsible for providing the management services referred to in Article 57 of the ZUAIS.

The Management Company is submitting this offer and application for the admission of the REIC's shares to trading on the Ljubljana Stock Exchange on behalf of and for the account of the Issuer, NLB Funds – Real Estate, Real Estate Investment Company, JSC.

Prospectus date: 11 June 2026

NLB Skladi

INTRODUCTION AND IMPORTANT INFORMATION

This document constitutes **the 'Prospectus for the initial public offering of new shares in NLB Funds – Real Estate, Real Estate Investment Company, JSC (ticker symbol: NLRR) and for the admission to trading on an organised market in the Republic of Slovenia of all shares in NLB Funds – Real Estate, Real Estate Investment Company, JSC (ticker symbol NLRR)** ' (hereinafter: '**the Prospectus**') and has been prepared for the purpose of a public offering or initial sale of a minimum of 2,900,000 and a maximum of 10,000,000 new shares (hereinafter: '**New Shares'**) by the issuer, NLB Funds – Real Estate, Real Estate Investment Company, JSC, Tivolska cesta 48, 1000 Ljubljana, Slovenia (hereinafter: **'the Issuer**' or '**REIC**') to investors as defined in the Prospectus (hereinafter: '**Potential Investors**') and the admission to trading of a minimum of 3,000,000 and a maximum of 10,100,000 shares of the Issuer on the regulated market of Ljubljanska borza d.d., Ljubljana (hereinafter: **'Ljubljana Stock Exchange**').

The Issuer's share capital amounts to EUR 1,000,000.00 and is divided into 100,000 ordinary registered, freely transferable shares with voting rights, entered in the Central Securities Register maintained by CSCC - Central Securities Clearing Corporation d.d., Tivolska cesta 48, 1000 Ljubljana, Slovenia (hereinafter: '**CSCC**') under the symbol 'NLRR' and ISIN code SI0031118217 (hereinafter: **'Existing Shares**'), which are owned by NLB Funds, Asset Management, Ltd., Tivolska cesta 48, 1000 Ljubljana, Slovenia (hereinafter: **'the Management Company**'), as the Issuer's sole shareholder.

On 27 May 2026, the Issuer's General Meeting adopted a resolution on the increase of share capital, which was entered in the Companies Register of the Republic of Slovenia pursuant to a decision of the District Court in Ljubljana, ref. no. Srg 2026/19090 dated 2 June 2026 (hereinafter: '**Resolution on the Increase of Share Capital**'), pursuant to which the Issuer's share capital, amounting to EUR 1,000,000.00 and divided into 100,000 ordinary registered freely transferable shares with voting rights, be increased by a cash contribution of at least EUR 29,000,000.00 through the issue of at least 2,900,000 newly issued, freely transferable ordinary shares with voting rights, and by a maximum of EUR 100,000,000.00 EUR by issuing a maximum of 10,000,000 newly issued freely transferable ordinary shares with voting rights (hereinafter: **'New Shares**'), whereby the New Shares will form the same class as the Existing Shares (hereinafter, the New Shares and Existing Shares are collectively referred to as: '**Shares**'), such that, following the increase, the Issuer's share capital will amount to at least EUR 30,000,000.00 and will be divided into at least 3,000,000 freely transferable ordinary shares with voting rights and a maximum of EUR 101,000,000.00, divided into a maximum of 10,100,000 freely transferable ordinary shares with voting rights. The issue price (offering price) of the New Shares is EUR 10.00 per ordinary registered freely transferable share with voting rights. In connection with the increase in the Issuer's share capital, the pre-emptive right of the Management Company, as the sole existing shareholder of the Issuer, is entirely excluded.

The subject of the sale under this Prospectus is exclusively the New Shares, which will be offered to Potential Investors as part of a public offering and in accordance with the terms of this Prospectus. The Existing Shares held by the Management Company, as the Issuer's sole shareholder, are not the subject of the sale under this Prospectus.

The initial public offering or initial sale (hereinafter also referred to as the **'public offering**') of the Issuer's New Shares will be conducted in the Republic of Slovenia pursuant to paragraph 1 of Article 3 (*'Obligation to publish a Prospectus and exemptions'*) of Regulation (EU) 2017/1129/EU of the EU Parliament and of the Council of 14 June 2017 on the Prospectus to be published when securities are offered to the public or subjected to admission to trading on a regulated market, and repealing Directive 2003/71/EC, as last amended by Regulation (EU) 2024/2809 of the European Parliament and of the Council of 23 October 2024 amending Regulations (EU) 2017/1129, (EU) No 596/2014 and (EU) No 600/2014, with a view to enhancing the attractiveness of public capital markets in the Union for companies and facilitating access to capital for small and medium-sized enterprises (hereinafter: '**the Prospectus Regulation**'), pursuant to which, without prejudice to Article 1(4) of the ProspectusRegulation, securities in the European Union may only be offered to the public following the prior publication of a Prospectus in accordance with the Prospectus Regulation, and in conjunction with the Act on Forms of Alternative Investment Funds (Official Gazette of the Republic of Slovenia, No. 101/22, as amended and supplemented; hereinafter: '**ZOAIS**') and the Financial Instruments Market Act (Official Gazette of the Republic of Slovenia, No. 77/2018, as amended and supplemented; hereinafter: '**ZTFI-1**').

The New Shares will be offered to Retail Investors and Professional Investors, as defined later in this Prospectus, in the Republic of Slovenia, subject to the terms and conditions set out in this Prospectus.

The New Shares will also be offered to Professional Investors based in the Republic of Croatia who meet the conditions for such treatment in accordance with the provisions of Article 101 (*'Professional Investor'*) of the current Croatian Capital Market Act (Croatian*: Zakon o tržištu kapitala,* Narodne novine, No. 65/18, as amended and supplemented; hereinafter: '**ZTK**'), whereby the Lead Manager shall, for this purpose, in accordance with the provisions of Article 427 of the ZTK ('*Notification of the Agency regarding the use* of *an exemption*'), give prior notice to the Croatian securities market regulator – HANFA (*Croatian Financial Services Supervisory Agency)* of the application of an exemption from the obligation to publish a Prospectus on the basis of point (a), the fourth paragraph of Article 1 of the Prospectus Regulation, pursuant to which the obligation to publish a Prospectus under Article 3(1) of the Prospectus Regulation does not apply to an offer of securities to the public addressed solely to qualified Investors ('*Obligation to publish a prospectus and exemption*').

The public offering of the New Shares will be conducted in accordance with the terms set out in this Prospectus and in the manner to be specified in more detail in the public call to subscribe for and make binding offers to purchase the Issuer's New Shares (hereinafter: **'Public Call**'). The Public Call will be published on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID) and the Lead Manager's website (https://www.nlb.si/osebno/varcevanja-in-nalozbe/delnice-nid) and on the SEOnet information system of the Ljubljana Stock Exchange (LJUBLJANSKA BORZA – SEOnet, hereinafter: '**SEOnet**'), expected to be 2 working days before the start of the public offering of the New Shares. The Issuer reserves the right to amend the terms and conditions set out in the Public Call.

The Subscription Period, during which Potential Investors will be able to submit Binding Offers to subscribe for New Shares, will run simultaneously for Professional Investors and Retail Investors. The Subscription Period will commence on 16 June 2026 and will run until 16 October 2026, at 12 noon (hereinafter: '**the Subscription Period**'). The Issuer reserves the right to extend the Subscription Period by a further three weeks from the end date of the Subscription Period, which will run until 6 November 2026, at 12 noon (hereinafter: '**the Extended Subscription Period**').

No later than 2 business days from the end of the Subscription Period or the Extended Subscription Period, the Issuer shall determine the final number of New Shares allocated and, where applicable, in accordance with the allocation rules, determine the exact number of New Shares subscribed for or purchased by each Subscriber.

The New Shares will be issued in dematerialised form in accordance with the provisions of the Dematerialised Securities Act (Official Gazette of the Republic of Slovenia, No. 75/15, as amended and supplemented; hereinafter: '**ZNVP-1'**) and entered in the Central Securities Register of dematerialised securities maintained by CSCC.

This prospectus has been drawn up in accordance with Article 5 (*'Registration document for units of closed-end collective investment undertakings'*) of Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004 (hereinafter: **'Delegated Regulation (EU) 2019/980**') and Annex 4 to Delegated Regulation (EU) 2019/980 ('*Registration document for units of closed-end collective investment undertakings'*), on the basis of which the required content set out in Annex 1 to Delegated Regulation (EU) 2019/980 ("*Registration document for equity securities*"), and in accordance with Article 12 of Delegated Regulation (EU) 2019/980 (*'Securities note for equity securities or units issued by collective investment undertakings of the closed-end type '*) and Annex 11 to Delegated Regulation (EU) 2019/980 (*'Securities note for equity securities or units issued by collective investment undertakings of the closed-end type '*). The Summary of the Prospectus has been prepared in accordance with Article 7 of the Prospectus Regulation (*The prospectus 'summary'*) and Annex 1 to the Prospectus Regulation (*'The prospectus'*).

The Prospectus was approved on 11 June 2026 by decision ref. no. 40200-1/2026-10 of the Securities Market Agency, Poljanski nasip 6, 1000 Ljubljana, Slovenia (hereinafter: '**SMA**'), as the competent authority in accordance with the Prospectus Regulation, and is published in connection with the initial sale

of New Shares of the Issuer, NLB Funds – Real Estate, Real Estate Investment Company, JSC, Tivolska cesta 48, 1000 Ljubljana, Slovenia, and in connection with the admission to trading on the Ljubljana Stock Exchange of all Shares of the Issuer, LEI 485100FM8T8EGSTXLS13, with the ticker symbol 'NLRR' and ISIN code SI0031118217.

This Prospectus shall expire on 11 June 2027. Should a new factor arise or be identified in the period from the approval of the Prospectus to the commencement of trading in the Shares on a regulated market, a material error or a material inaccuracy relating to the information contained in this Prospectus, which could affect the valuation of the Shares, the Management Company is obliged, on behalf of and for the account of the Issuer, to publish a supplement to the Prospectus in relation to such new factor, error or inaccuracy. Following the commencement of trading in the Shares on a regulated market , the Management Company, on behalf of and for the account of the Issuer, shall not be obliged to supplement the Prospectus, even in the event of significant new factors, material errors or material inaccuracies.

The issuer, NLB Funds – Real Estate, Real Estate Investment Company, JSC, is a closed-ended alternative investment fund which, in accordance with Article 5 *('Legal Forms of AIF")* **in conjunction with Article 107** *("real estate investment company")* **of the ZOAIS, established as an investment company to which the provisions of the ZGD-1 on joint-stock companies apply, unless the ZOAIS provides otherwise, and whose sole purpose is, as a collective investment undertaking, to pool investors' assets and invest them in various Real Estate properties in accordance with a pre-determined investment policy, for the exclusive benefit of the REIC shareholders. The Issuer's assets are managed by the Management Company in accordance with the Articles of Association and the ZUAIS.**

In accordance with the provisions of Article 110 of the ZOAIS (*'deadline for the commencement of organised trading in shares of a real estate investment company'*), the Shares, taking into account Article 12 of the Prospectus Regulation ('*Validity of the prospectus, registration document and universal registration document*"), will be admitted to trading on a regulated market no later than one year after the SMA issues its decision approving the Prospectus. It is expected that the Issuer's Shares will be admitted to trading on the regulated market of the Ljubljana Stock Exchange following the issue of the New Shares in the CSCC Central Securities Register and the transfer of the New Shares to the Investors' Securities Accounts, without undue delay. It is expected that the Issuer's Shares will be traded in the Standard Listing segment of the Ljubljana Stock Exchange (or in the Structured Products Segment) under the ticker symbol 'NLRR'. If, no later than one year from the date of the decision approving the Prospectus, the Shares are not admitted to trading on a regulated market, the licence and consents issued pursuant to Article 113 of the ZOAIS (*'licence and consents of a real estate investment company'*) shall cease to be valid. This constitutes a failure to fulfil a condition precedent and grounds for initiating proceedings to wind up the Issuer in accordance with the Articles of Association and the ZGD-1.

Upon the admission of the Shares to trading on the regulated market of the Ljubljana Stock Exchange, the Issuer will acquire the status of a public company in accordance with Article 123 of the ZTFI-1 (*Fundamental rules on the obligations of public companies'*) (hereinafter: **'Public company**'). **Consequently, the Issuer will be subject to the obligations to disclose regulated information set out in Chapter 3 of the ZTFI-1** (*'Obligation to disclose regulated information'*).

NLB Funds, Asset Management, Ltd. has, on behalf of and for the account of NLB Funds – Real Estate, Real Estate Investment Company, JSC, with the aim of enabling Potential Investors to make an informed decision regarding an investment in the New Shares, and assumes responsibility for the information contained in this Prospectus. The use of such information for any purpose other than considering an investment in New Shares is not permitted. In particular, this Prospectus is not intended to serve as a basis for a credit or other assessment and must not be regarded as an investment recommendation or personal advice from the Management Company, the Issuer or NLB d.d. regarding the purchase of New Shares, nor as investment, legal or tax advice. The Issuer and the Management Company do not guarantee that the information in this Prospectus is accurate as at any date after the date stated on the cover page of this Prospectus. The fact that this Prospectus has been published, or that any transaction involving the New Shares has been concluded on the basis of this Prospectus, does not imply that no changes have occurred in the Issuer's business or affairs since the date of publication of the Prospectus, or that the information contained in the Prospectus is accurate at any time after that date.

In accordance with the requirements of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU, as amended (hereinafter: '**the MiFID II Directive**') and the regulations, directives and other delegated acts adopted on that basis, including guidelines issued by the European Securities and Markets Authority (*ESMA*), taking into account the provisions of ZTFI-1 and other regulations governing product governance, and for the purposes of the procedure for the authorisation of a financial instrument by the Manufacturer of Financial Instrument, which is NLB d.d. (hereinafter: '**the Manufacturer of Financial Instrument**'), the Manufacturer of Financial Instrument has:

(i) assessed that the New Shares are intended for Potential Investors who possess the appropriate professional knowledge and experience to make their own investment decisions and assess the risks associated with them, and who are a.) treated as professional clients in accordance with paragraph 1 of Article 246 of ZTFI-1 (*'Persons deemed to be professional clients'*), or b.) treated as Eligible Counterparties under paragraph 2 of Article 276 of the ZTFI-1 (*"Execution of orders for eligible counterparties*") and c.) treated as professional investors in accordance with paragraph 2 of Article 101 of the ZTK (*"Professional investor*") (hereinafter collectively referred to as: **'Professional Investors**') and all other investors who do not fall within the 'Professional Investors' category, but fall within the category of retail clients under paragraph 3 of Article 12 of the ZTFI-1 ('*Client'*), including persons who have requested to be treated as professional clients pursuant to Article 247 of the ZTFI-1 ('*Conditions for treating other persons as professional clients'*) (hereinafter collectively referred to as: **'Retail Investors**'), whereby the Manufacturer of Financial Instrument has thereby defined the potential target market (hereinafter: **'Target Market**'),

(ii) has assessed that an appropriate method of selling the New Shares upon their issue is an offer by the Manufacturer of Financial Instrument to invited Potential Investors who meet the specified conditions, and

(iii) assessed the sale of New Shares via Distributors, who provide brokerage investment service in accordance with the first and second indents of the first paragraph of Article 11 of the ZTFI-1 ('*Investment services and activities'*) (i.e. the reception and transmission of orders in relation to one or more financial instruments or the execution of orders on behalf of clients), whereby the Distributors must take into account the Target Market assessment made by the Manufacturer of Financial Instrument and are, insofar as they are subject to regulations transposing the provisions of the MiFID II Directive into the legal order of the relevant country, also responsible for carrying out their own assessment of the Target Market for the New Shares and for determining appropriate sales methods.

For the avoidance of doubt, the Target Market assessment does not constitute: a.) an assessment of suitability or appropriateness for the purposes of MiFID II; or b.) a recommendation to a Potential Investor for an investment in, purchase of or other dealing in the New Shares. Each Distributor is responsible for forming its own assessment of the Target Market in relation to the New Shares and for determining the appropriate sales channels.

An investment in New Shares is suitable exclusively for Retail Investors or Professional Investors who (i) are aware that the liquidity of the investments is limited; (ii) for whom an investment in the New Shares forms part of a diversified investment portfolio; and (iii) who fully understand and are prepared to accept the risks associated with an investment in the New Shares.

Potential Investors must review the entire Prospectus, including the documents incorporated by reference, before deciding on an Investment in New Shares. Each Potential Investor must assess for themselves whether the information contained in this Prospectus is relevant to them; any purchase of New Shares made by them must be based on enquiries they deem necessary, including an assessment of the risks and their own judgement as to the suitability of any such investment, taking into account, in particular, their own investment objectives and experience, as well as any other factors that may be relevant to them in relation to the purchase of New Shares. In this regard, Potential Investors should be aware that the Prospectus does not necessarily contain all the information that may be required to assess the advisability of purchasing the New Shares. Potential Investors must not regard any information in the Prospectus as investment, legal or tax advice. Each Potential Investor must, where necessary, consult their legal adviser, financial adviser, accountant and other advisers who provide legal, tax, business, financial and other advice in relation to the subscription for or purchase of New Shares. The Potential Investor is therefore entirely responsible for obtaining further information, for carrying out analyses and assessments of the Issuer's financial position and risks, to the extent and in the manner it deems necessary or appropriate,

as well as for assessing the suitability of its Investment in New Shares. In this regard, the Potential Investor must be aware that the Issuer's operations, operating results, financial position and prospects may have changed since the date of preparation of the Prospectus. Nevertheless, the Issuer will not amend or supplement this Prospectus. The Management Company will, on behalf of and for the account of the Issuer, inform the public of all significant business events through announcements on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID) and on SEOnet (LJUBLJANSKA BORZA – SEOnet).

NLB d.d. (hereinafter: '**the Lead Manager**') acts as the organiser of the initial public offering of the Issuer's New Shares. The Lead Manager provides the Issuer with (i) investment services and activities relating to the initial placing of financial instruments without a firm commitment basis, in accordance with point 7 of the first paragraph of Article 11 of ZTFI-1 (*"Investment services and activities")*, the Prospectus Regulation and Delegated Regulation (EU) 2019/980, and (ii) services relating to the distribution of the New Shares, the organisation of marketing activities, the marketing and sale of the New Shares, and (iii) services necessary for the admission of all the Issuer's Shares to trading on the regulated market of the Ljubljana Stock Exchange.

The Lead Manager also intends to invite certain CSCC system members, who are authorised to provide brokerage services, to participate in the sale of the New Shares; these members will (should a Distribution Agreement be concluded) carry out, as part of the sale of the New Shares and pursuant to a Distribution Agreement with the Lead Manager, alongside the Lead Manager, carry out transactions relating to the sale of New Shares to Potential Investors in the Target Market (hereinafter: '**Distributors**'), in particular (but not exclusively) the acceptance of binding offers to subscribe for New Shares from Potential Investors (hereinafter: '**Binding Offer**', and any Potential Investor who submits a Binding Offer: '**Subscriber**'), forwarding aggregate data on the Binding Offers received to the Lead Manager, collecting and transferring the purchase price for the New Shares to a special transactionaccount maintained by the Lead Manager, to which the sums collected in the public offering of New Shares from the payment of Binding Offers are transferred (hereinafter: '**Collection Account**'), and the settlement of concluded transactions relating to the purchase of New Shares. In the sale of the New Shares, the Lead Manager also acts as a distributor of the New Shares and, for the purposes of the sale and distribution of the New Shares (in the event that a Distribution Agreement is concluded), will have entered into a Distribution Agreement with Distributors, through whom Potential Investors may submit Binding Offers to subscribe for the New Shares. The law firm Ulčar & partnerji d.o.o. of Ljubljana, a member of the CERHA HEMPEL network, was involved in the process of establishing the Issuer and in the preparation of the Issuer's Articles of Association; whilst the law firm Vidmar, Ogrič and Pejovnik of Ljubljana was engaged to advise on specific legal issues relating to the sale of New Shares and the preparation of the Prospectus (hereinafter referred to individually as '**the Legal Adviser**').

The Legal Adviser and the Lead Manager accept no liability for the accuracy, truthfulness or completeness of the information contained in the Prospectus, nor for the content of this Prospectus, nor for any other statements relating to the Issuer or the Shares. The Legal Adviser and the Lead Manager, in connection with the issue of New Shares and the admission of the Shares to trading on the regulated market of the Ljubljana Stock Exchange, are acting on the instructions of the Management Company and for the benefit of the Issuer; and therefore the Legal Adviser and the Lead Manager are under no obligation to regard any other person as their client, to protect that person's interests, or to advise them, unless such a person is their client on the basis of another legal relationship. In this regard, the professional advice and documents prepared by the Lead Manager and the Legal Adviser for the Management Company, acting on behalf of the Issuer, are not binding, and the Management Company, acting on behalf of the Issuer, shall decide at its own discretion whether or not to incorporate the proposed solutions, clarifications or comments of the Lead Manager and the Legal Adviser into the Issuer's documents, and shall itself, at its own discretion, determine the final content of all documents, including this Prospectus. The Lead Manager and the Legal Adviser make no representations or warranties, whether express or implied, as to the accuracy or completeness of the information in this Prospectus, and nothing in this Prospectus may be relied upon or construed as a promise made by the Lead Manager. Notwithstanding the foregoing, the Lead Manager and the Legal Adviser are liable for the professionalism and correctness of their professional advice, opinions and services in accordance with the general rules of the law of obligations and the standard of professional care required of them in the performance of their activities.

The Distributors accept no liability whatsoever for the content of this Prospectus.

Following the successful completion of the public offering of the New Shares, the Issuer intends to enter into an agreement with a market maker, in accordance with the applicable regulations and rules of the regulated market, with the aim of improving trading conditions on the secondary market. For the avoidance of doubt, the market maker will not endeavour to ensure that the market value of a Share does not differ materially from the net asset value (NAV) within the meaning of Article 9 of the ZTFI-1 (*'Exchange-traded investment fund'*).

NLB Funds – Real Estate, Real Estate Investment Company, JSC, as the Issuer of the New Shares, and NLB Funds, Asset Management, Ltd. as the founder and Management Company, and as the offeror of the Issuer's securities and the applicant seeking admission of the Issuer's securities to trading on a regulated market, accept full responsibility for the accuracy and completeness of the information provided or presented in this Prospectus as at the date of its preparation. The responsible persons of the Issuer and the Management Company, having exercised all due care, confirm that, to the best of their knowledge, the information contained in this Prospectus, having taken all reasonable care to ensure this, is in accordance with the facts and that no material fact has been omitted which might affect the significance of this information or of the Prospectus.

The Issuer and the Management Company do not guarantee that the information in this Prospectus is accurate as at any date after the date stated on the front cover of this Prospectus. The fact that this Prospectus has been published, or that any transaction involving the Shares has been concluded on the basis of this Prospectus, does not imply that no changes have occurred in the Issuer's business or affairs since the date of publication of the Prospectus, or that the information contained in the Prospectus is accurate at any time after that date.

No person is authorised to provide information or give assurances regarding the Shares, other than the information contained in this Prospectus. No reliance may be placed on any information or assurances not contained in this Prospectus as having been approved by the Issuer or the Management Company. This Prospectus must not be regarded as a recommendation that the recipient of this Prospectus should subscribe for or purchase New Shares.

Nor does this Prospectus constitute an offer to sell, nor does it solicit any person on behalf of or in the name of the Issuer to subscribe for or purchase New Shares in any jurisdiction where such a person is not permitted by law to make such an offer or to solicit the subscription for or purchase of New Shares. This Prospectus must not be used for, or in connection with, any offer to any person or any solicitation by any person in any jurisdiction or under any circumstances in which such use is not permitted or is unlawful. Neither the Issuer nor the Management Company, nor the Lead Manager, has taken any steps to ensure that the possession or distribution of this Prospectus is permitted in any jurisdiction where such steps are required for this purpose, other than in the Republic of Slovenia. Consequently, this Prospectus must not be used in any jurisdiction where this is not permitted.

The use, reproduction or distribution of the Prospectus, in whole or in part, is permitted solely for the purpose for which the Prospectus was prepared. The use of parts of or the entire Prospectus for any purpose other than to consider an Investment in New Shares is not permitted. Neither the delivery of the Prospectus nor any sale made pursuant to the Prospectus shall, under any circumstances, imply that no change has occurred in the Issuer's business or affairs as a whole since the date of the Prospectus, or that the information contained in the Prospectus remains accurate at any time thereafter.

With the exception of information expressly incorporated into this Prospectus by reference (see *'Documents Incorporated by Reference'*), the information on the Issuer's website and on other websites referred to in this Prospectus is not incorporated into this Prospectus, and no decision to purchase New Shares should be made on the basis of such information.

Certain statements in this Prospectus are not historical facts and constitute forward-looking statements. These are statements preceded by, containing or involving forward-looking terms such as *'may', 'will', 'would', 'should', 'expect', 'intend', 'estimate', 'forecast', 'anticipate', 'plan', 'predict', 'commit', 'target', 'commitment'* and similar expressions. All such forward-looking statements involve known and unknown risks, uncertainties and other significant factors over which the Issuer has no control and as a result of which actual results, performance or achievements may differ materially from the results, performance or achievements expressly or implicitly implied by such projections. Some figures included in this Prospectus have been rounded, and as a result (a) there may be minor discrepancies between the figures for the

same items or similar data in different tables, and (b) the totals in certain tables are not necessarily the arithmetic sums of the figures preceding such totals.

This Prospectus may contain forecasts or estimates of profits or 'forward-looking statements' that do not relate to past facts. Statements regarding forward-looking projections include words such as *'plans', 'estimates', 'believes', 'expects', 'targets', 'intends', 'will', 'may', 'anticipates', 'would', 'could'* or similar expressions, or their negatives. Such forward-looking statements involve known and unknown risks, uncertainties and other significant factors over which the Issuer has no control and which could cause its actual results, operations or achievements to differ materially from any future results, operations or achievements expressed or implied in these forward-looking statements. Such forward-looking statements are based on a number of assumptions regarding the Issuer's current and future business strategy and the environment in which it currently operates and will operate in the future. Among the significant factors that could cause the Issuer's actual results, operations or achievements to differ materially from those expressed in the forward-looking statements are those described in Section 3 of the Prospectus (*'Risk Factors')* and elsewhere in this Prospectus. These forward-looking statements are valid only as at the date of this Prospectus. The Issuer and the Management Company expressly disclaim any obligation or commitment to distribute any updates or corrections to the forward-looking statements contained in this Prospectus that would reflect changes in the assumptions underlying such forward-looking statements, or any changes in events, conditions or circumstances on the basis of which the forward-looking statements were made, unless required by law or the listing rules of the Ljubljana Stock Exchange. **Potential Investors should be aware that a number of significant factors may cause actual results to differ materially from the plans, objectives, expectations, estimates and forecasts expressed in such forward-looking statements.**

The prospectus is published in electronic form on the Issuer's website: (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID), on the website of the Lead Manager (https://www.nlb.si/osebno/varcevanja-in-nalozbe/delnice-nid) and on SEOnet (LJUBLJANSKA BORZA – SEOnet).

The Prospectus is also available for inspection by Investors at the Issuer's registered office. Investors may request a free copy of the Prospectus.

SUMMARY OF THE PROSPECTUS

The Prospectus includes a summary containing key information that Potential Investors need to understand the nature and risks of the Issuer and the securities being offered and admitted to trading on a regulated market, and which, together with the other parts of the Prospectus, assists Potential Investors in making a decision on whether to make an Investment in such securities (i.e. in the 'New Shares'). The Summary comprises the following four sections: (A) Introduction with warnings; (B) Key information about the Issuer; (C) Key information about the New Shares; and (D) Key information about the public offer of the New Shares and the admission of the Shares to trading on a regulated market.

A. Introduction with warnings

This **'Prospectus for the initial sale of New Shares in NLB Funds – Real Estate, Real Estate Investment Company, JSC (ticker symbol NLRR) and for the admission to trading of all shares in NLB Funds – Real Estate, Real Estate Investment Company, JSC (ticker symbol NLRR) on a regulated market in the Republic of Slovenia**', which was approved on 11 June 2026 by decision ref. no. 40200-1/2026-10 of the Securities Market Agency, Poljanski nasip 6, 1000 Ljubljana, Slovenia, as the competent authority in accordance with the Prospectus Regulation, and is published in connection with the issue or initial sale of a minimum of 2,900,000 and a maximum of 10,000,000 newly issued shares of the Issuer, NLB Funds – Real Estate, Real Estate Investment Company, JSC, Tivolska cesta 48, 1000 Ljubljana, Slovenia, and the admission to trading of a minimum of 3,000,000 and a maximum of 10,100,000 shares of the Issuer on the regulated market of the Ljubljana Stock Exchange, contains the summary of the Prospectus described herein.

The Prospectus Summary has been prepared in accordance with Article 7 of the Prospectus Regulation (*'The prospectus Summary')* and Annex 1 to the Prospectus Regulation ('*The prospectus'*). The Prospectus Summary should be read as an introduction to the Prospectus and is intended to familiarise Potential Investors with the New Shares, but it is not a substitute for the Prospectus. Potential Investors must review the entire Prospectus, including the documents incorporated by reference, before deciding on an investment in the New Shares.

By investing in the New Shares, an Investor is exposed to risk and may lose the entire amount invested in the purchase of the New Shares.

The Issuer and the Management Company shall be liable for the content of this summary only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus, or if it does not contain key information that would assist Potential Investors in deciding whether to make an Investment in the New Shares when read together with the other parts of the Prospectus.

The subject of the public offering consists exclusively of New Shares, which will be offered to Potential Investors as part of the public offering and in accordance with the terms of the Prospectus. The Existing Shares (100,000), which are held by the Management Company as the sole shareholder of the Issuer, are not the subject of the public offering under this Prospectus.

The public offering of New Shares relates exclusively to ordinary, registered, no-par value shares with voting rights, bearing the designation 'NLRR' and the ISIN code SI0031118217, with a minimum of 2,900,000 New Shares and a maximum of 10,000,000 New Shares. The New Shares have no maturity date. The New Shares are freely transferable, without restrictions. The New Shares have an assigned value of EUR 10.00 per share.

The New Shares will be issued in dematerialised form in accordance with the provisions of ZNVP-1 and entered in the Central Securities Register maintained by CSCC – Central Securities Clearing Corporation, Tivolska cesta 48, 1000 Ljubljana, Slovenia. By admitting the Existing Shares and the New Shares to trading on the regulated market of the Ljubljana Stock Exchange, the Issuer will acquire the status of a public company. Consequently, the Issuer will be subject to the obligations to disclose regulated information set out in Chapter 3 of the ZTFI-1 (*'Obligation to disclose regulated information'*).

An investor who brings a claim before a court in a country other than Slovenia in relation to the information contained in the Prospectus will, if the regulations of that country so require, have to cover the costs of translating the Prospectus before the start of the legal proceedings.
The product you are purchasing is complex and may be difficult to understand.

B. Key information about the Issuer

B.1 Who is the issuer of the New Shares?

The issuer of the New Shares is NLB Funds – Real Estate, Real Estate Investment Company, JSC, a closed-end alternative investment fund established as an investment company to which the provisions of the ZGD-1 regarding joint-stock companies apply, unless otherwise provided for in the ZOAIS, and whose sole purpose is, as a collective investment undertaking, to pool investors' assets and invest them in various Real Estate properties in accordance with a pre-determined investment policy, for the exclusive benefit of the REIC shareholders.

The Issuer is incorporated under the laws of the Republic of Slovenia and is registered in the Republic of Slovenia.

Basic information about the Issuer as at the date of approval of the Prospectus is as follows:

Company name	NLB Funds – Real Estate, Real Estate Investment Company, JSC
Abbreviated company name	NLB Funds – Real Estate JSC
Address / registered office	Tivolska cesta 48, 1000 Ljubljana, Slovenia
Legal form	Joint-stock company, d.d.
Registration number	7510861000
Tax number	43476422
Legal Entity Identifier (LEI)	485100FM8T8EGSTXLS13
Law under which the Issuer operates	Slovenian law
Country of registration	Republic of Slovenia
Main activity	64.310 Activities of investment funds in financial and non-financial markets
Date of entry in the court register	18 May 2026
The Issuer's Management Board as Chief Executive Officer[1]	NLB Funds, Asset Management, Ltd., represented by: Luka Podlogar, President of the Management Board, and Blaž Bračič, Member of the Management Board
Statutory auditor[2]	PricewaterhouseCoopers d.o.o., Cesta v Kleče 15, 1000 Ljubljana, Slovenia
The Issuer's major shareholder	NLB Funds, Asset Management, Ltd., Tivolska cesta 48, 1000 Ljubljana, Slovenia (100% stake). The Issuer is directly owned and controlled by NLB Funds, Asset Management, Ltd. The Issuer is indirectly owned by NLB d.d., which is the 100% owner of NLB Funds, Asset Management, Ltd.
Status under the ZOAIS	Real estate investment company (*closed-ended alternative investment fund*)
Authorisation under the ZOAIS	SMA Decision ref. no. 40221-3/2026-9 dated 29 April 2026
Competent authority	Securities Market Agency of the Republic of Slovenia, Poljanski nasip 6, 1000 Ljubljana, Slovenia
Date of entry in the register of alternative investment funds at SMA	Entry will be made following approval of the Prospectus.

[1] As defined in point (iv) of the sixth paragraph of Article 7 of the Prospectus Regulation. In accordance with Article 55 of the ZOAIS and the Issuer's Articles of Association, the function of the Issuer's Management Board is performed by the Issuer's Management Company, NLB Funds, Asset Management, Ltd.

[2] In accordance with Article 192 of the Companies Act (ZGD-1), the Founder appointed a statutory auditor on the date of incorporation, 4 May 2026.

The contact details (telephone number) of the Issuer, the offeror and the competent authority are:

NLB Funds - Real Estate, Real Estate Investment Company, JSC	+386 (0)1 476 52 70
NLB Funds, Asset Management, Ltd.	+386 (0)1 476 52 70
Securities Market Agency of the Republic of Slovenia	+386 (0)1 280 04 00

B.2 What is the key financial information about the Issuer?

The Issuer was incorporated on 18 May 2026. As a result, no historical key financial information exists and no audit report on the Issuer's operations has been prepared.

B.3 What are the key risks specific to the Issuer?

i) **Financial risks**, which include:

a. Credit risks, which include, in particular, the risk associated with lease agreements arising from the late, partial or defective performance of tenants' obligations under lease relationships or the early termination of lease relationships.

b. Liquidity risks, which include the liquidity risk of Investments arising from the risk that the Investments could not be sold in a timely manner or at the expected price.

c. Market risks, which include interest rate risk, leverage risk and reliance on external financing arising from the risk that the Issuer may have limited access to sources of financing, that such financing may become more expensive, that the maturity profile of liabilities may not be appropriate, and that loans may not be refinanced on acceptable terms; macroeconomic risk arising from exposure to general economic, financial and geopolitical conditions; and currency risk arising from exposure to changes in exchange rates.

ii) **Operational risks**, in particular the risk of dependence on property managers, the risk of changes in legislation and regulations, the risk associated with external service providers, cyber and IT risk, asset valuation risk, the risk of Real Estate development or unforeseen defects or damage to Real Estate assets, the risk of catastrophic events, wars and terrorism, custody, settlement and professional liability risk, and the risk of conflicts of interest.

iii) **Other risks specific to the Issuer**, in particular the risk associated with the lack of a track record, due diligence risk and sustainability risk.

iv) **Strategic risks**, in particular competitive environment risk, the risk of failing to implement the Investment Strategy and achieving the structure of Investments, and the risk of changes in business practices.

B.4 What are the key risks associated with the Shares?

i) **Risks associated with the public offering of New Shares and the admission of the Shares to trading on a regulated market**

a. Risks associated with the Share price: Once the Shares have been admitted to trading on a regulated market, their price may fluctuate significantly due to a number of factors that may be related to the Issuer, such as expectations regarding the Issuer's operating performance or the difference between the Issuer's expected and actual business results, or such factors may not be related to the Issuer at all, but rather result from fluctuations in the prices of other shares and the volume of trading on the stock exchange.

b. Liquidity risk in relation to the Shares: There is no guarantee that active trading in the Shares will develop following their admission to trading on the Standard Market (or the Structured Products Segment) of the Ljubljana Stock Exchange. If a liquid market for the Shares does not develop, the prices of the Shares will be subject to greater fluctuations and it may be more difficult to execute a buy or sell order for the Shares.

c. Risk associated with the public offering of New Shares and future issuances of shares: If the minimum amount specified in the Prospectus is not raised during the public offering of New Shares, the public offering of New Shares will not be successfully completed and the New Shares will not be issued. If the amount of funds raised is significantly lower than the maximum contemplated size of

the issue of the New Shares, this may affect the pace of portfolio formation, the diversification of the Investments and the implementation of the Investment Strategy. If demand for the New Shares exceeds the number of New Shares being offered in the public offering, an Investor may receive fewer New Shares than desired. In the event of future issuances of shares, the share of existing shareholders in the Issuer's share capital and voting rights may be reduced if they do not participate in such issuances in proportion to their existing shareholding.

d. Risk of a temporary suspension of trading in the Shares on the Ljubljana Stock Exchange: The Ljubljana Stock Exchange must temporarily suspend trading in the Shares if this is ordered by the Securities Market Agency as a supervisory measure in accordance with ZTFI-1, if the Shares no longer meet the conditions for trading on the Ljubljana Stock Exchange, unless such a suspension would cause significant harm to Investors or to the normal functioning of the stock market, and if the temporary suspension is necessary due to procedures in the Central Register. The Ljubljana Stock Exchange may also temporarily suspend trading in the Shares on the stock market if there are justified grounds for protecting the interests of Investors, in exceptional circumstances on the stock market, or if there is a significant fluctuation in the price of the Shares over a short period of time.
e. Risk of delisting of the Shares from the Ljubljana Stock Exchange: The Ljubljana Stock Exchange must delist the Shares if the delisting has been confirmed by the SMA as a supervisory measure, if the Shares or their Issuer no longer meet the conditions for trading on the Ljubljana Stock Exchange, if the Issuer submits a justified request for the delisting of the Shares; if the delisting is requested by a person at whose request the Shares were admitted to trading on the Ljubljana Stock Exchange without the Issuer's consent; or if the Issuer fails to meet the conditions for the commencement of trading. The Issuer considers that, as at the date of this Prospectus, there are no circumstances that would give rise to the delisting of the Shares from the Ljubljana Stock Exchange in the near future; however, it cannot be guaranteed that such circumstances in relation to the Shares will not arise in the future.

ii) **Risks associated with the nature of the Shares**

a. Risk of non-payment of dividends: The Issuer will only be able to pay dividends if it has distributable profit available. The decision to pay a dividend rests with the Issuer's General Meeting; therefore, there is no guarantee that a dividend will be paid.
b. Obligation to make a takeover bid: In accordance with ZPre-1, any person or group of persons acting in concert who, directly or indirectly, acquires Shares, rights to Shares or options to purchase the Issuer's Shares representing at least one-third of the voting rights, must make a takeover bid for the purchase of the remaining Shares. The price at which the offeror offers to purchase the remaining Shares must not be lower than the highest price at which the offeror purchased Shares in the 12 months preceding the announcement of the offer.
c. Concentration risk: If significant holdings of Shares are owned by individual Investors or a limited number of Investors, this may lead to a concentration of ownership that affects the liquidity of the Shares on the market, and may consequently reduce the number of Shares available for trading, which may make it more difficult to sell Shares at the desired price and increase fluctuations in the market price of the Shares.

C. Key information on the New Shares[3]

In accordance with Article 1 of Regulation (EU) No 1286/2014 of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (hereinafter: '**the PRIIPs Regulation'**) (*'Subject matter, scope and definitions'*), the Management Company, as a PRIIP manufacturer, is , in the event of an offer of the Issuer's New Shares to Retail Investors, obliged to prepare a key information document (hereinafter: '**KID**') to enable them to understand and compare the key features of investment products and the key risks associated with them.

The KID was drawn up by the Management Company on behalf of and for the account of the Issuer in accordance with the PRIIPs Regulation prior to the commencement of the offer of New Shares and published on its website: https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID

[3] The text set out below under clause C is taken in its entirety from the KID. To ensure consistency with the terminology used in the Prospectus, only specific terms and expressions, as defined in this Prospectus, have been adapted, whilst the content and meaning of the text remain unchanged.

Having regard to the provision of the second sentence of the second subparagraph of paragraph 7, Article 7 of the Prospectus Regulation (' The prospectus summary'), which, where the Issuer is required to draw up a KID, allows the Issuer or offeror applying for admission to trading on a regulated market to replace the content specified in paragraph 7 Article 7 of the Prospectus Regulation ('Key Information Document'), with the information specified in points (c) to (i) of Article 8(3) of the PRIIPs Regulation, the Management Company, on behalf of and for the account of the Issuer, hereby provides the key information on the New Shares, as an investment product, as required by the PRIIPs Regulation and contained in the KID, so that Potential Investors may familiarise themselves with the nature, risks and costs of this product, as well as the potential gains and losses, and more easily compare it with other products.

C.1. What is this product?

Product type: The product is an ordinary registered share in NLB Funds – Real Estate, Real Estate Investment Company, JSC (hereinafter: '**REIC**'), which is a closed-end alternative investment fund the purpose of which is to invest funds raised from investors, in accordance with REIC's Investment Strategy and policy, in various Real Estate properties, with the aim of diversifying risk, for the exclusive benefit of REIC's shareholders. REIC is established in accordance with the ZOAIS as a joint-stock company with its registered office in the Republic of Slovenia, and its shares will be admitted to trading on the Ljubljana Stock Exchange. REIC shares are of the same class and are freely transferable; however, redemption of REIC shares at the request of Investors from REIC's assets is not possible. The depositary for REIC's assets is Banka Intesa Sanpaolo d.d., with its registered office in Koper, at the business address Pristaniška ulica 14, Koper, Slovenia, which is authorised by the Bank of Slovenia to provide depositary services.

*The Prospectus is available for inspection by Investors free of charge at the Management Company's registered office. Investors may request a free copy of the Prospectus. The annual report and the document containing information on the Issuer's past performance will be made available once the financial data is available. The REIC documents (all in Slovenian) are also published on the Issuer's website (*https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID*) and on SEOnet (*LJUBLJANSKA BORZA – SEOnet*), if publication is mandatory under applicable regulations. The telephone number to contact for further information regarding REIC's operations or REIC shares is: +386 (0)1 476 52 70.*

Objectives: REIC's investment objective is to provide investors with long-term and stable returns from rental income and moderate capital growth through Real Estate Investments in high-quality real estate assets located in established locations across the South-Eastern European region. For the purposes of REIC's investment objective, long-term returns refer to returns that are expected to be generated primarily throughout the entire period of REIC's operations through the generation of rental income and growth in the value of the Real Estate portfolio. Stable returns refer to returns that are generally expected to stem from regular rental income and are not primarily dependent on short-term market fluctuations. Moderate growth in capital value refers to growth achieved primarily through active Real Estate management and a gradual increase in the value of the portfolio whilst maintaining a moderate risk profile.

REIC pursues an investment policy focused on Real Estate, whereby it may invest exclusively in (i) Real Estate and Real Estate SPVs, (ii) units in AIFs with a property fund strategy, the Management Companies of which are authorised in accordance with the regulations adopted to transpose Directive 2011/61/EU, or hold other authorisation from the competent authority of a Member State; or (iii) public real estate companies listed on a regulated market operated by a full member of the World Federation of Exchanges (hereinafter: 'Investments'). The REIC may use financial leverage to finance the Investments. This may increase returns or losses, depending on whether the value of the Real Estate or the income from their letting, or the value of other Investments, develops favourably or unfavourably. The return on the REIC depends in particular on the occupancy rate of the Real Estates, the level and stability of rents, management and maintenance costs, trends in Real Estate prices, interest rates, etc. The relationship between the REIC yield and the yield on Real Estate Investments is indirect – rising rents, high occupancy rates and rising market values can have a positive impact on share price, dividends and the REIC yield, whilst a fall in property values, lower occupancy rates, tenant defaults, higher financing costs or unfavourable market conditions may reduce returns. The REIC's return may differ from the direct return on individual Investments, as it is also influenced by management fees, operating costs, potential borrowing, liquidity and other factors, all at the REIC level. As REIC shares are listed for trading on a regulated market, the Investor's actual return also depends on the ratio

between the market price of the shares and the net asset value (hereinafter 'NAV') per share at the time of sale of the shares. Rental income is, as a rule, distributed to Investors and is only reinvested to a limited extent. The recommended holding period reflects the long-term nature of the Investments, the value of which is typically realised through rental income, management and any growth in the value of the Real Estate. A shorter holding period may increase exposure to short-term market fluctuations, limited liquidity or temporary changes in the value of the REIC. A longer holding period allows the effects of management and rental income to be realised more fully, but does not guarantee a positive return. **The product is therefore more suitable for Investors who accept fluctuations in value, property market risks and the possibility of losing part or all of their investment in exchange for the potential for long-term returns.**

The Management Company has the discretion to select, acquire, manage and dispose of individual Investments in accordance with the investment policy, the Investment Restrictions and the Investment Objective of the REIC. The REIC is actively managed. Its management does not involve benchmarking against a reference index.

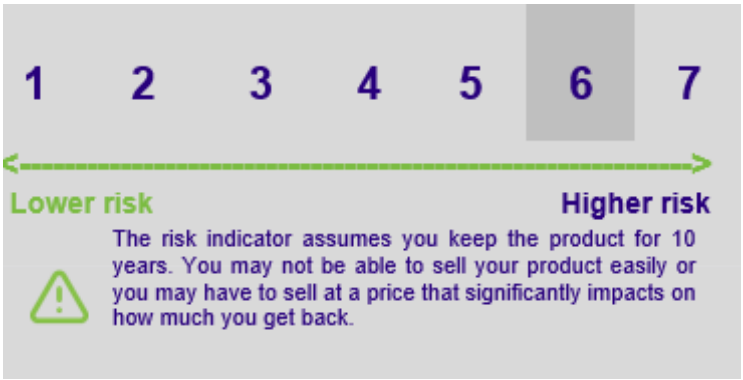
Investment decisions are made independently, based on the Management Company's judgement and within the framework of the REIC's investment policy.

Target Retail Investor: Investment in the REIC is suitable for both professional and non-professional (retail) investors who are prepared to hold the investment for a longer period and whose objective is capital growth and the generation of returns. Investors are expected to have an intermediate level of knowledge regarding investment products, meaning that they are capable of assessing the risks and benefits of the investment and have sufficient financial resources to cover any losses that may arise from such an investment. **Only investors who accept the risks and are aware that there is no guarantee that the REIC's investment objective will be achieved or that the funds invested will be repaid may invest in the REIC.** Investors should seek professional advice before investing or ensure that they fully understand the Investment Strategy and techniques employed by the Management Company.

Duration: The REIC is established for an indefinite period. The REIC shall be dissolved by a resolution of the Investors' General Meeting or for reasons specified in the REIC's Articles of Association. During the liquidation of the REIC, the Management Company shall have the powers of a liquidator. The provisions of the Companies Act (ZGD-1) shall apply to the procedure for the termination of the REIC, unless the ZOAIS provides otherwise.

C.2 What are the risks and what could I get in return?

Summary risk indicator:
The summary risk indicator is a guide to the level of risk of this product compared to other products. It shows how likely it is that the product will lose money because of movements in the markets or because we are unable to pay you.



We have classified this product as level 6 out of 7, which is the second-highest risk class. The summary risk indicator is based on an assessment of the extent of fluctuations in the value of the investment.

An investment rated 6 may be exposed to high price volatility. The summary risk indicator may change in line with the actual performance of the product.

Risks arise from fluctuations in real estate prices and macroeconomic conditions, changes in interest rates, financing, tenancy arrangements and property management, the use of external financing, as well as risks associated with tenants. **The market price of the shares may deviate significantly from the NAV per share.** The risk associated with the REIC may be significantly higher than that indicated by

the summary risk indicator if REIC shares are not held until the end of the recommended holding period. **This product does not include any protection from future market performance or market risk, so you could lose some or all of your investment.**

Performance scenarios:
The table below shows how much you could get back under various scenarios, assuming you invest EUR 10,000. You may also receive part of the total amount before the end of the recommended holding period in the form of dividends, if and when the conditions for the payment of dividends are met (net profit for the previous financial year, no grounds for withholding payment, and approval by the General Meeting of shareholders). The scenarios presented are illustrative examples based on the assumptions used. Markets may develop very differently in the future. This is a new product with no relevant benchmark or comparable, so the figures provided represent a reasonable best estimate of the expected values for the performance scenarios at the end of the recommended holding period. The stress scenario illustrates how much you might get back under extreme market conditions. As exit at the Investor's request is not possible, the assumed amounts are based on the estimated value that the Investor could realise upon selling their REIC shares on the regulated market of the Ljubljana Stock Exchange.

The scenarios presented are based on assumptions regarding the expected performance of the REIC's Investments, in particular rental income, property occupancy rates, changes in property values, operating costs, financing costs and other factors affecting the REIC's operations and its NAV. The performance scenarios represent an assessment of the potential development of the product's returns, assuming that the market price of REIC shares moves roughly in line with the NAV per share. *The actual market price of REIC shares may deviate from the NAV per share, either upwards or downwards, due to supply and demand, trading liquidity, market sentiment and other factors on the regulated market. Consequently, the Investor's actual return on the sale of REIC shares may differ significantly from the performance scenarios presented.*

Recommended holding period:	**10 years**	If you exit after one year	If you exit after 5 years	If you exit after 10 years or after the recommended holding period
Minimum	**You may lose some or all of your investment. A minimum return is not guaranteed.**			
Stress	What you might get back after costs	EUR 8,180	EUR 6,960	EUR 9,130
	Average return each year	-18.17%	-6.99%	-0.91%
Unfavourable	What you might get back after costs	EUR 8,940	EUR 9,540	EUR 14,490
	Average return each year	-10.64%	-0.93%	3.78%
Moderate	What you might get back after costs	EUR 10,610	EUR 13,640	EUR 19,160
	Average return each year	6.07%	6.40%	6.72%
Favourable	What you might get back after costs	EUR 10,740	EUR 14,720	EUR 22,370
	Average return each year	7.37%	8.04%	8.38%

The figures shown include all the costs of the product itself but may not include all costs that you pay to your adviser or Distributor. The figures do not take into account your personal tax situation, which may also affect how much you get back.

Warning: What you will get from this product depends on future market performance. Market developments in the future are uncertain and cannot be accurately predicted.

C.3 What happens if the Issuer is unable to pay out ?

The REIC is organised as a closed-end alternative investment fund, in which the Investors have no right or option to request the redemption or repayment of their shares from the REIC's assets. In the event of the Issuer's liquidation, Investors are entitled to a share of the Issuer's remaining assets, after all liabilities to creditors have been settled, in proportion to the number of REIC shares they hold.

An investor may suffer a financial loss of part or all of the amount they have paid in due to the Issuer's failure to meet its obligations, including in the event of liquidation. However, any insolvency or failure to meet obligations on the part of the Management Company does not directly affect the Issuer's assets, as these are separate from the Management Company's assets. **There is no specific guarantee scheme or compensation scheme in place for investments in shares in REIC that would ensure the Investor is reimbursed for any losses. The Investor must therefore be prepared to accept the risk of losing the full amount paid in and the entire value of their investment.**

C.4 What are the costs?

We have assumed that i) the Investor recovers the amount invested in the first year (0 per cent return before costs) – for subsequent holding periods, we have assumed REIC's performance as shown in the moderate scenario, and ii) the Investor invests EUR 10,000. Due to the rounding of amounts, there may be discrepancies in the totals of the items.

Costs over time:
The tables show the amounts deducted from your investment to cover various types of costs. These amounts depend on how much you have invested and how long you hold the investment in the REIC. The amounts shown are illustrative examples based on a sample investment amount and various possible investment periods.

Costs over time	If you exit after one year	If you exit after 10 years
Total costs	EUR 392	EUR 4,316
Annual cost impact*	3.9 %	4.3 %

** The annual percentage charge illustrates how costs reduce your returns each year over the holding period. For example, it shows that if you exit after the recommended holding period, your average annual return is projected to be 11% before costs and 6.7% after costs. The annual cost impact does not include borrowing costs, which will be covered by the operations of the Real Estate SPVs.*

Composition of costs:

One-off entry or exit fees – if you exit after 10 years		
Entry costs	We do not charge entry fees for REIC.	/
Exit costs	We do not charge exit fees for REICs.	/
Ongoing charges, taken each year		
Basic Management Fee	This amounts to 2% of the annual value of your investment until the REIC reaches a net asset value (NAV) of EUR 300 million, and 1.75 % of the annual value of your investment once the NAV reaches or exceeds EUR 300 million.	EUR 200
Other administrative and operating costs*	Estimated at 1.3% of the annual value of your investment to cover other administrative and operational costs.	EUR 132
Transaction costs**	Estimated at 0.6% of the invested capital. This is an estimate of the upper limit of the costs incurred when buying and selling the underlying investments for the product. The actual amount will vary depending on the value of the purchase and sale.	EUR 60

Incidental costs taken under specific conditions		
Performance fee	No performance fee is expected.-.	/
Incentive commissions	Incentive commissions are not charged to REIC.	/

** including formation costs borne by the REIC in connection with the establishing of the company and the issue of shares, and in connection with any increase in the REIC's share capital, up to a maximum of 3% of the amount of the share capital or 3% of the amount of the share capital increase, respectively, and which are amortised. The latter also include the costs of organising the sale, distribution and marketing of the REIC's New Shares and their admission to trading on a regulated market.*
*** including the purchase commission, as part of the Management Fee, amounting to 1% of the Real Estate's value at the time of purchase.*

Please note: Persons marketing this product as part of the initial sale of REIC shares (Distributors) or persons advising you on the product may also charge additional costs. In this case, these persons will provide you with information about their costs and their impact on your investment.

C.5 How long should I hold it and can I take my money out early?

REIC shares have no fixed maturity date or expiry date. **The recommended holding period, given the nature of REIC investments, is 10 years**; however, Investors may hold REIC shares for longer or sell them before the end of this period.

Investors are free to dispose of their REIC shares as they wish. REIC shares may be sold at any time on the regulated market of the Ljubljana Stock Exchange. There are no exit charges levied by the Management Company upon the sale of REIC shares. However, the sale of REIC shares may result in brokerage commissions, fees and other related costs for the Investor, which are payable to third parties and not to the Management Company.

Withdrawal of a Binding Offer to subscribe for New Shares by Subscribers is only possible in the event of the publication of a Supplement to the Prospectus, if, prior to the expiry of the Subscription Period or the Extended Subscription Period, or the delivery of the New Shares, whichever occurs first, a Significant New Factor arises or is identified, within 3 business days or within any longer period following the publication of the Supplement to the Prospectus.

C.6 How can I complain?

An investor may submit a complaint to the Management Company by post to the address NLB Funds, Asset Management, Ltd., Tivolska 48, 1000 Ljubljana, Slovenia, or by email to info@nlbskladi.si. Any disputes between Investors and the Management Company that cannot be resolved by mutual agreement or through internal complaint-handling procedures shall be settled by the court with subject-matter and territorial jurisdiction in the Republic of Slovenia, in accordance with the law of the Republic of Slovenia.

D. Key information on the public offering of New Shares and the admission of Shares to trading on a regulated market

D.1 Under what conditions and in accordance with what timetable can I invest in the New Shares?

The public offering of New Shares will be conducted in accordance with the terms set out in this Prospectus, following the approval of this Prospectus by the SMA and the adoption of the Resolution on the Increase of Share Capital in accordance with Article 12 of the Articles of Association (*'increase in share capital from the company's own funds'*), and in the manner to be specified in more detail in the Public Call to Subscribe and Submit Binding Offers for the Subscription of the Issuer's New Shares (hereinafter: '**the Public Call**'). The Public Call will be published on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID), on the Lead Manager's website (https://www.nlb.si/osebno/varcevanja-in-nalozbe/delnice-nid) and on SEOnet (LJUBLJANSKA BORZA – SEOnet), which is expected to be 2 business days before the start of the public offering of the New Shares. The Issuer reserves the right to amend the terms and conditions set out in the Public Call.

The subject of the public offering is exclusively the New Shares, which are offered to Potential Investors as part of the public offering and in accordance with the terms of the Prospectus. Existing Shares held by the Management Company, as the Issuer's sole shareholder, are not the subject of the public offering

under this Prospectus. The public offering of New Shares relates exclusively to ordinary, registered, no par value shares with voting rights, designated 'NLRR' and bearing the ISIN code SI0031118217, with a minimum of 2,900,000 New Shares and a maximum of 10,000,000 New Shares. The New Shares have no maturity date. The New Shares are freely transferable, without restrictions. The New Shares have an assigned value of EUR 10.00 per share.

The Subscription Period, during which Potential Investors will be able to submit Binding Offers to subscribe for New Shares, will run simultaneously for Professional Investors and Retail Investors. The Subscription Period will commence on 16 June 2026 and will run until 16 October 2026, at 12 noon (hereinafter: '**the Subscription Period**'). The Issuer reserves the right to extend the Subscription Period by a further three weeks from the end date of the Subscription Period, which will run until 6 November 2026, at 12 noon (hereinafter: '**the Extended Subscription Period**'). The Issuer will notify Potential Investors or Subscribers of the decision regarding the Extended Subscription Period no later than 2 business days before the expiry of the Subscription Period, by publishing a notice on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID), on the Lead Manager's website (https://www.nlb.si/osebno/varcevanja-in-nalozbe/delnice-nid) and on SEOnet (LJUBLJANSKA BORZA – SEOnet). For the purposes of this Prospectus, the Extended Subscription Period does not constitute a Significant New Factor that would give rise to an obligation to draw up a Supplement to the Prospectus.

i. *Retail Investors and the subscription procedure for New Shares for Retail Investors*

Retail Investors are all natural and legal persons who do not qualify as Professional Investors.

The minimum subscription amount for Retail Investors is EUR 5,000.00 or 500 New Shares.

Retail Investors will be able to submit Binding Offers to subscribe for New Shares by completing a form containing the Subscriber's declaration regarding the subscription for New Shares (hereinafter: '**the Subscription Form**'), which will be available at each subscription location held by the Distributors (hereinafter: **'Subscription Location**'). Retail Investors will be able to submit Binding Offers to subscribe for New Shares during the Subscription Period or the Extended Subscription Period by duly completing the Subscription Form and affixing a physical or valid Qualified Electronic Signature thereto. The subscription for New Shares by a Subscriber who is a Retail Investor, by submitting a correctly and timely completed Subscription Form, shall be valid and shall be taken into account for the allocation of New Shares only on condition that, no later than the end of the Subscription Period or the end of the Extended Subscription Period, the Subscriber who is a Retail Investor also pays the amount corresponding to the subscribed New Shares into their Trading Account, individual investment account or Custody Account (hereinafter: '**the Securities Account**'). A Retail Investor wishing to submit a Binding Offer to subscribe for New Shares must have a Securities Account open by the time the Subscription Form is submitted at the latest, or may apply to open such an account in accordance with the Distributors' standard account opening procedures. Subscription Forms (Binding Offers) relating to New Shares (i) where the amount corresponding to the subscribed New Shares of a Subscriber who is a Retail Investor has not been paid up by the end of the Subscription Period or by the end of the Extended Subscription Period, (ii) where the amount transferred to the transaction account maintained by the Lead Manager, into which the funds raised in the public offering of New Shares are transferred (hereinafter: '**the NLB Collection Account**'), is not equal to the number of New Shares subscribed for by the individual Subscriber who is a Retail Investor, (iii) where the subscription procedure of the Subscriber who is a Retail Investor was not carried out in accordance with the provisions of this Prospectus, or (iv) which are incomplete or incorrectly completed, or received after the expiry of the Subscription Period or the expiry of the Extended Subscription Period, shall not be valid and shall not be taken into account in the allocation of New Shares. Subscribers who are Retail Investors and whose Subscription Forms are not valid will be notified accordingly. Amounts paid will be refunded to Subscribers who are Retail Investors within 8 business days of the end of the Subscription Period or the Extended Subscription Period to the Securities Account specified on the Subscription Form, less any fees and charges that may arise in accordance with the standard terms and conditions of business.

Retail Investors will be able to submit multiple Binding Offers to subscribe for New Shares with the Distributors during the Subscription Period or the Extended Subscription Period, in which case multiple Binding Offers to subscribe for New Shares from the same Retail Investor will be treated as a single Binding Offer to subscribe for New Shares. To submit each additional Binding Offer to subscribe for New

Shares, a Retail Investor must, no later than the end of the Subscription Period or the Extended Subscription Period, submit a new, completed and signed Subscription Form and transfer the amount corresponding to the subscribed New Shares on the Securities Account as specified on the new Subscription Form.

Subscribers classified as Retail Investors may not amend a submitted and signed Subscription Form, nor may they withdraw from the Binding Offer to subscribe for New Shares once they have paid the amount for the subscribed New Shares, as the subscription for New Shares becomes binding upon payment of the amount for the subscribed New Shares. A Subscriber who is a Retail Investor may withdraw from the Binding Offer to subscribe for New Shares only under certain conditions.

The Distributor must receive the Subscription Forms (Binding Offers) no later than 12 noon on the last day of the Subscription Period or the last day of the Extended Subscription Period, in order for them to be deemed to have been submitted in time. Payment for the subscribed New Shares must be made no later than 1.00 pm on the last day of the Subscription Period or the last day of the Extended Subscription Period.

ii. *Professional Investors and the subscription procedure for New Shares for Professional Investors*

Professional Investors are investors who possess the relevant professional knowledge and experience to make investment decisions independently and assess the risks associated with them, and (i) are treated as professional clients in accordance with the first paragraph of Article 246 of ZTFI-1 (‘*Persons deemed to be professional clients’*) is treated as a professional client; or (ii) is, in accordance with the second paragraph of Article 276 of the ZTFI-1 (‘*Execution of orders for eligible counterparties’*) treated as an Eligible Counterparty; or (iii) is treated as a professional investor in accordance with Article 101 of the ZTK (‘*Professional investor’*).

The minimum subscription amount for Professional Investors is EUR 5,000.00 or 500 New Shares.

Professional Investors may submit a Binding Offer to subscribe for New Shares during the Subscription Period or the Extended Subscription Period by completing the Subscription Form and affixing a physical or valid Qualified Electronic Signature to it, either in person, by post or by email to the Subscription Location at the branch of Corporate Finance, Investment Banking and Custody Services, NLB d.d., Trg republike 2, 1520 Ljubljana, Slovenia (hereinafter: **‘Corporate Finance**’), in which case the Professional Investor must, for this purpose, prior to submitting a Binding Offer to subscribe for New Shares, demonstrate in writing that (i) pursuant to the first paragraph of Article 246 of ZTFI-1 (*’Persons deemed to be professional clients’*) is treated as a professional client; or (ii) in accordance with the second paragraph of Article 276 of the ZTFI-1 (*’Execution of orders for eligible counterparties’*) is treated as an Eligible Counterparty, or (iii) in accordance with Article 101 of the ZTK (*’Professional investor’*) is treated as a professional investor.

Upon submission of a duly completed and signed Subscription Form (Binding Offer), the subscription for New Shares by a Subscriber classified as a Professional Investor shall be deemed valid. A Subscriber classified as a Professional Investor will, following the publication of the notice of allocation of New Shares, be invited to pay for the allocated New Shares, with payment due on the 4th business day following the close of the Subscription Period or the Extended Subscription Period. The amount to be transferred by the Professional Investor directly to NLB’s Collection Account will be equal to the amount of New Shares subscribed for, potentially reduced by the amount of New Shares subscribed for but not allocated to the Professional Investor in the event of a reduction in Excess Subscription Funds.

A Subscriber classified as a Professional Investor is entitled to limit their Binding Offer to subscribe for New Shares to 10 per cent of all New Shares allocated under the public offering of New Shares, including Binding Offers to subscribe for New Shares made by the Professional Investors’ related parties. The amount to be transferred by the Subscriber, classified as a Professional Investor, directly to the NLB Collection Account may differ from the amount of New Shares subscribed for if the latter exceeds a 10 per cent share of all allocated New Shares. In this case, the Subscriber shall transfer to NLB’s Collection Account the amount of the subscribed New Shares, reduced by the amount of the subscribed New Shares by which the 10% threshold of all allocated New Shares was exceeded.

Professional Investors will be able, during the Subscription Period or the Extended Subscription Period, to submit multiple Binding Offers to subscribe for New Shares at the Subscription Location in the Corporate Finance branch, in which case multiple Binding Offers to subscribe for New Shares from the same Professional Investor will be treated as a single Binding Offer to subscribe for New Shares. For each new Binding Offer to subscribe for New Shares, the Professional Investor must submit a new, completed and signed Subscription Form by the end of the Subscription Period or the Extended Subscription Period at the latest.

Subscribers classified as Professional Investors may not amend a submitted and signed Subscription Form; nor may they withdraw from the Binding Offer to subscribe for New Shares once the Binding Offer has been submitted, as the subscription for New Shares becomes binding upon the submission of a duly completed and signed Subscription Form. A Subscriber who is a Professional Investor may withdraw from the Binding Offer to subscribe for New Shares only under certain conditions.

The Distributor must receive the signed Subscription Forms no later than 12 noon on the last day of the Subscription Period or the last day of the Extended Subscription Period, in order for them to be deemed to have been submitted in time.

iii. *The success of the public offering of New Shares and any suspension of the public offering of New Shares*

The public offering of New Shares will be successful if, by the end of the Subscription Period or by the end of the Extended Subscription Period, at least 2,900,000 New Shares have been subscribed for. If this condition is not met, the increase in the Issuer's share capital pursuant to the public offering of New Shares shall be deemed unsuccessful. Each Subscriber classified as a Retail Investor will have the amount paid for the subscribed New Shares refunded no later than 8 business days after the end of the Subscription Period or the end of the Extended Subscription Period, specifically to their Securities Account or as otherwise agreed between them and the Lead Manager or Distributor. Subscribers are not entitled to any interest or related costs for the period from payment to the refund of such amounts. Refunds of amounts paid for subscribed New Shares are not provided for Subscribers classified as Professional Investors, as they will only be invited to pay after the publication of the notice of allocation of New Shares, which is conditional upon the successful public offering of the New Shares.

The Issuer may cancel or temporarily suspend the public offering of New Shares in accordance with the provisions of the Prospectus in the event of circumstances specified by the applicable regulations (for example, due to a decision by a competent court or authority). If the increase in the Issuer's share capital is not entered in the Companies Register of the Republic of Slovenia within 60 days of the date of submission of the application for the entry of the increase in the Issuer's share capital in the Companies Register of the Republic of Slovenia, the Subscription Forms (Binding Offers) shall no longer be binding on the Subscribers who have subscribed for the New Shares. Any payments made will be refunded immediately to the Subscriber's Securities Account, which the Subscriber specified for this purpose on the Subscription Form. In this case, the Issuer will not bear the costs of payment transactions or any other costs, nor will it pay interest to the Subscribers.

D.2 Who is the offeror and/or the person applying for admission to trading?

The offeror of the New Shares and the person applying for admission to trading on the Ljubljana Stock Exchange is the Management Company, i.e. NLB Funds, Asset Management, Ltd., Tivolska cesta 48, 1000 Ljubljana, Slovenia, acting on behalf of and for the account of the Issuer, i.e. NLB Funds – Real Estate, Real Estate Investment Company, JSC, Tivolska cesta 48, 1000 Ljubljana, Slovenia.

D.3 Why have we prepared this Prospectus?

This Prospectus has been prepared in accordance with the applicable regulations for the purpose of a public offering of New Shares to the public and the admission of all Shares (i.e. Existing Shares and New Shares) of the Issuer to trading on the regulated market of the Ljubljana Stock Exchange. The purpose of the public offering of the Issuer's New Shares, which is a real estate investment company, is to raise capital from Investors for the establishment and commencement of the Issuer's business operations and for the implementation of its investment policy, as set out in the Articles of Association and this Prospectus, namely a minimum of EUR 29,000,000.00 and a maximum of EUR 100,000,000.00.

The Issuer will use the funds raised through the issue of New Shares primarily for the acquisition, ownership and management of Real Estate Investments or other permitted Investments, in accordance with applicable legislation, the Issuer's instruments and the principles of diversification of risks. The admission of the Issuer's Shares to trading on a regulated market will facilitate the disposal of the Shares by Investors, thereby ensuring liquidity and the possibility of selling them at a later date. No underwriting agreement with an obligation to purchase has been concluded in connection with the public offering of the New Shares.

D.4 Admission to trading on a regulated market

In accordance with Article 110 of the ZOAIS (*'deadline for the commencement of organised trading in the shares of a real estate investment company'*), the Shares, having regard to Article 12 of the Prospectus Regulation ('*Validity of the Prospectus, Registration Document and Universal Registration Document'*), will be admitted to trading on a regulated market no later than one year after the issuance of the decision approving the Prospectus by the SMA. It is expected that the Issuer's Shares will be admitted to trading on the regulated market of the Ljubljana Stock Exchange following the issue of the New Shares in the CSCC Central Securities Register and the transfer of the New Shares to the Investors' Securities Accounts, without undue delay. Neither the Issuer nor the Lead Manager can guarantee that the Ljubljana Stock Exchange will approve the admission of the Shares to trading on the regulated market, nor that it will approve their admission to the Standard Listing segment.

Following the registration of the New Shares in the CSCC Central Securities Register and the transfer of the New Shares to the Investors' Securities Account, the Issuer will submit an application to the Ljubljana Stock Exchange for the admission of the Existing and New Shares to trading on the regulated market of the Ljubljana Stock Exchange. Investors will be able to start trading the Shares on the regulated market of the Ljubljana Stock Exchange on the date the Shares are admitted to trading.

D.5 Most significant conflicts of interest relating to the admission of the Shares to trading

The Issuer is not aware of the existence of any natural or legal persons involved in the admission of the Shares to trading on the regulated market who might have any interests, including conflicting interests, that would be material to the admission of the Shares to trading on the regulated market.

The Issuer has not identified any conflicts of interest in relation to the admission of the Shares to trading on a regulated market.

DEFINITIONS AND GLOSSARY OF SELECTED TERMS

Unless the context otherwise requires, the terms and abbreviations used in this Prospectus shall have the following meanings:

TERM:	MEANING OR FULL NAME:
AIF	means an alternative investment fund, i.e. a collective investment undertaking (investment fund), the sole purpose of which is to pool investors' assets and, in accordance with a pre-determined investment policy, invest them in various types of investments, solely for the benefit of the unit-holders of that alternative investment fund, and which is structured or established as an alternative mutual fund, an investment company or a special limited partnership, and managed by the Management Company in accordance with the ZOAIS and the ZUAIS;
AJPES	Agency of the Republic of Slovenia for Public Legal Records and Services, Tržaška cesta 16, 1000 Ljubljana, Slovenia;
SMA	Securities Market Agency, Poljanski nasip 6, 1000 Ljubljana, Slovenia, which is the competent authority responsible for the supervision of the Issuer, the Management Company and the Depositary, in accordance with the ZUAIS and the ZOAIS;
Significant New Factor	is, in accordance with the Prospectus Regulation, any material new factor, a material error or material inaccuracy relating to the information contained in the Prospectus, which could affect the assessment of the New Shares and which arises or is discovered during the period from the approval of the Prospectus until the expiry of the public offering period or until the commencement of trading on a regulated market, whichever is later;
GDP	means gross domestic product;
BS	Bank of Slovenia, Slovenska cesta 35, 1000 Ljubljana, Slovenia;
Central Securities Register	means the Central Securities Register maintained by CSCC;
Target Market	means the potential target market identified by the Manufacturer of Financial Instrument for the purpose of selling the New Shares pursuant to this Prospectus, comprising Retail Investors and Professional Investors;
NAV	means the most recently calculated net asset value of the REIC, calculated as at the Calculation Date as the difference between the total assets of the REIC and the total liabilities of the REIC;
NAV per Share	means the net asset value per Share;
Issuance Date	means the Issuance Date for New Shares at CSCC;
VAT	means value added tax, as defined in the VAT Act (ZDDV-1);
Share	means a share in REIC, which is a dematerialised registered security, entered in the CSCC Central Securities Register under the code 'NLRR' and ISIN code SI0031118217, and which confers certain rights on the holder and, in accordance with the ZOAIS, also represents a proportional share in the capital of REIC;
Shares	means, collectively, Existing Shares and New Shares;
Business day	means a day (excluding Saturdays, Sundays and public holidays designated by law as non-working days) on which commercial banks are open for general business in Ljubljana, Slovenia, and which is also a TARGET2 system business day;
Distribution Agreement	means the agreement entered into between the Lead Manager and the Distributors, pursuant to which the Distributors, in the course of the sale of New Shares, carry out activities relating to the sale of New Shares to Potential Investors in the Target Market, in particular (but not exclusively) the acceptanceof Binding Offers from Potential Investors for the subscription and payment for New Shares, the provision of aggregated data on the Binding Offers received to the Lead Manager, collecting and transferring the purchase price for the New Shares

	to the Lead Manager's Collection Account, and settling transactions concluded in respect of the purchase of New Shares by Investors;
Distributor	means, in addition to the Lead Manager, those Authorised Investment Firms which, in the process of selling New Shares, pursuant to a Distribution Agreement with the Lead Manager, carry out activities related to the sale of New Shares to Potential Investors in the Target Market, in particular (but not exclusively) the acceptance of Binding Offers from Potential Investors for the subscription and payment for New Shares, the provision of aggregated data on the Binding Offers received to the Lead Manager, collecting and transferring the purchase price for the New Shares to the Lead Manager's Collection Account, and settling transactions concluded in respect of the purchase of New Shares by Investors;
Supplement to the Prospectus	means a supplement to this Prospectus, which the Issuer is required to publish in accordance with the provisions of Article 23 of the Prospectus Regulation (*'Supplements to the Prospectus*'), in the event that a Significant New Factor arises;
NID Documentation	comprises the Articles of Association, this Prospectus, the Subscription Form and other documentation intended for Investors or documentation designated as such by the Management Company;
EU	European Union;
EUR	Euro;
IIA	means an individual investment account of a Retail Investor, who is a natural person as defined by the ZINR, opened with an IIA provider;
Issuer	NLB Funds – Real Estate Investment Company, JSC, Tivolska cesta 48, 1000 Ljubljana, Slovenia;
Public offering or sale	means the initial sale of securities (i.e. the Issuer's New Shares), which is a sale based on the Issuer's public offering upon their issue, in accordance with paragraph 1 of Article 55 of the ZTFI-1 (*'initial and subsequent sale of securities'*);
Public Call	means a public call to subscribe for and submit Binding Offers to purchase the Issuer's New Shares;
CSCC	CSCC – Central Securities Clearing Corporation d.d., Tivolska cesta 48, 1000 Ljubljana, Slovenia;
KID	means the key information document on the Issuer's shares, prepared by the Issuer in accordance with the PRIIP Regulation and provided to Potential Investors prior to the commencement of the public offering of New Shares; the KID is also published on the Issuer's website: https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID;
Qualified Electronic Signature	means an advanced electronic signature as defined by the e-IDAS Regulation, based on a qualified certificate for electronic signatures, whereby only those qualified digital certificates listed at the web link https://spot.gov.si/sl/e-procedures-and-services/terms-of-use-for-e-procedures-and-login-to-the-SPOT-portal/digital-certificates#e940 of the SPOT national web portal, specifically in the 'Digital Certificates' section, under the 'Issuers of Qualified Digital Certificates' subsection;
IFRS	International Financial Reporting Standards, which set out the rules for the preparation and presentation of financial statements;
Retail Investors	means a Potential Investor who does not fall within the category of Professional Investors but within the category of retail clients under paragraph 3 of Article 12 of ZTFI-1 (*'client'*), including also persons who have requested to be treated as professional clients pursuant to Article 247 of the ZTFI-1 (*'request to be treated as a professional client'*) (hereinafter collectively referred to as: '**Retail Investors**');
REIC	means the Issuer, NLB Skladi – Nepremičnine, nepremičninska investicijska družba, d.d. (e*ng. NLB Funds – Real Estate, Real Estate Investment Company, JSC*), which is an AIF organised as a real estate investment company, i.e. an investment company whose investment policy complies with the provisions of

	Chapter 3.2 of the ZOAIS (*'real estate investment company')* on real estate investment companies, which has obtained the necessary licence and consents under Article 113 of the ZOAIS (*'authorisation and consents of a real estate investment company'*) and whose Shares are to be admitted to trading on a regulated market in accordance with Article 110 of the ZOAIS (*'deadline for the commencement of regulated trading in the shares of a real estate investment company'*);
Investment	means a Real Estate Investment or an Investment in AIF Units or an Investment in Shares, in accordance with the Issuer's investment policy in force at any given time;
Investment Strategy	means the Investment Strategy as defined in the Issuer's Articles of Association in force at any given time;
Real Estate Investment	means the Issuer's Real Estate Investments and Real Estate SPVs, which the Issuer carries out in accordance with its investment policy;
Investment in AIF Units	means the Issuer's investment in AIF Units with a property fund strategy, the Management Companies for which are authorised in accordance with the regulations adopted for the transposition of the AIFMD or hold another authorisation from the competent authority of a Member State;
Investment in Shares	means the Issuer's investments in public real estate companies listed on a regulated market managed by a full member of a global association of stock exchanges;
Real Estate	means developed Real Estate Investment as defined in International Accounting Standard 40, adopted in accordance with the Regulation on the Application of International Accounting Standards. Unless expressly stated otherwise, the term **'real estate'**, when written with a lower-case, is used in this Prospectus with the same meaning as the term '**Real Estate'**, except where it is specifically stated that it refers to **'Real Estate under development**' or **'Real Estate under construction**';
Real Estate SPV	means a company, other than a partnership, of which the Issuer is the sole shareholder and which assumes the risks of the Issuer. A Real Estate SPV may not carry out activities of a general commercial or economic nature, but is established or acquired exclusively for the ownership and management of real estate to the extent permitted to the Issuer by the ZOAIS;
New Shares	are shares in NLB Funds – Real Estate, a Real Estate Investment Company, JSC, with the symbol 'NLRR' and ISIN code SI0031118217, which are the subject of a public offering or public sale in accordance with the terms and conditions set out in this Prospectus and which will be issued on the basis of the Resolution on the Increase of Share Capital following the close of the Subscription Period or the Extended Subscription Period;
NLB d.d.	Nova Ljubljanska banka d.d., Ljubljana, Trg republike 2, 1000 Ljubljana, Slovenia;
Calculation Period	means the three-month period ending on 31 March, 30 June, 30 September and 31 December;
Calculation Date	is the date on which the value of the Issuer's assets and the value of the Shares are calculated, which takes place on 31 March, 30 June, 30 September and 31 December each year, as well as whenever there is evidence that the most recently determined value is no longer fair or appropriate. The calculation of the value of the Issuer's assets and the value of the Shares as at the Calculation Date shall be carried out within the timeframe specified in the Articles of Association;
Lead Manager	NLB d.d., which, under contract, provides the Issuer with (i) investment services and the execution of the initial placing of financial instruments without a firm commitment basis, in accordance with point 7 of the first paragraph of Article 11 of the ZTFI-1 (*"investment services and activities"*), the Prospectus Regulation and Delegated Regulation (EU) 2019/980, and (ii) services relating to the distribution of New Shares, the organisation of marketing activities, the marketing and sale of New Shares, and (iii) services necessary for the admission

	of both Existing Shares and New Shares to trading on the regulated market of the Ljubljana Stock Exchange;
Subscription Period	means the period from (and including) 16 June 2026 to (and including) 16 October 2026, during which Potential Investors may subscribe for and pay for the New Shares;
Existing Shares	are the Issuer's shares held, as at the date of this Prospectus, by the Management Company, as the sole shareholder of the Issuer;
Extended Subscription Period	means the Extended Subscription Period, which is extended by a further three weeks from the closing date of the Subscription Period;
Corporate Finance	means the Corporate Finance, Investment Banking and Custody Services division of NLB d.d., Trg republike 2, 1520 Ljubljana, Slovenia;
Authorised Investment Firm	means a person who, under the ZTFI-1, is authorised in the Republic of Slovenia to provide investment services and carry out transactions referred to in points 6 or 7 of the first paragraph of Article 11 of the ZTFI-1 (*'investment services and activities'*);
Legal Adviser	is Mitja Vidmar, a solicitor at the law firm Vidmar, Ogrič and Pejovnik, with whom the Issuer has entered into a contract for legal advice and services under the ZTFI-1 in relation to the sale of New Shares, their issue via CSCC and their admission to trading on the regulated market of the Ljubljana Stock Exchange;
Collection Account	is a transaction account maintained by the Lead Manager, into which the funds collected in the public offering of New Shares from the payment of Investors' Binding Offers are transferred;
Excess Subscription Funds	is the difference between the amount of New Shares subscribed for, as stated by the Subscriber (who is a Retail Investor) on the Subscription Form and paid by the end of the Subscription Period or the Extended Subscription Period, and the amount of New Shares allocated;
Potential Investors	are Retail Investors and Professional Investors to whom the public offering for the sale of the Issuer's New Shares pursuant to this Prospectus is addressed;
Eligible Counterparty	means a Potential Investor who meets the conditions set out in the second paragraph of Article 276 of the ZTFI-1 (*'Execution of orders for Eligible Counterparties'*);
PRIIP	means a packaged retail investment product, as defined by the PRIIP Regulation;
Manufacturer of Financial Instrument	means NLB d.d., which is the Manufacturer of Financial Instrument (i.e. REIC shares) within the meaning of the provisions of the MiFID II Directive, the ZTFI-1 and other regulations governing product management;
Prospectus	is this Prospectus for the initial sale of New Shares in NLB Funds – Real Estate, Real Estate Investment Company, JSC (ticker symbol NLRR) and for the admission to trading of all shares in NLB Funds – Real Estate, Real Estate Investment Company, JSC (ticker symbol NLRR) for trading on a regulated market in the Republic of Slovenia;
Management Fee	represents remuneration for the performance of the Issuer's management functions and REIC management services, and consists of a basic Management Fee, which is periodic in nature, and a purchase fee, which is a one-off charge linked to the purchase of an individual Investment;
Securities Account	means a Trading Account, an IIA or a Custody Account;
Binding Offer Withdrawal Deadline	means a period of 3 business days or any longer period following the publication of the Supplement to the Prospectus, during which Investors who have already submitted a Binding Offer to subscribe for New Shares prior to the publication of the Supplement to the Prospectus, the right to withdraw their acceptance of the Binding Offer if, prior to the expiry of the Subscription Period or the delivery of the New Shares, whichever occurs first, a Significant New Factor has arisen or been identified;

SEOnet	is the electronic publication system of the Ljubljana Stock Exchange, d.d., Ljubljana (LJUBLJANSKA BORZA – SEOnet);
Depositary	means the Depositary for the Issuer's assets, the company BANKA INTESA SANPAOLO d.d., with its registered office at Pristaniška ulica 14, Koper, 6000 Koper, Slovenia, which provides custodian services to the Issuer under a custodian services agreement and in accordance with the ZUAIS;
Custodian	means a person who provides custody services to the Investor in relation to financial instruments in accordance with the ZTFI-1:
Custody Account	means an account maintained for the Investor by the Investor's Custodian;
Resolution on the Increase of Share Capital	the resolution of the Issuer's General Meeting on the increase of share capital dated 27 May 2026, entered in the Companies Register of the Republic of Slovenia pursuant to the decision of the District Court in Ljubljana, ref. no. Srg 2026/19090, pursuant to which the Issuer's share capital, amounting to EUR 1,000,000.00 and divided into 100,000 Existing Shares, is increased by a cash contribution of at least EUR 29,000,000.00 through the issue of at least 2,900,000 New Shares and by a maximum of EUR 100,000,000.00 through the issue of a maximum of 10,000,000 New Shares, whereby the New Shares form the same class as the Existing Shares, such that following the increase, the Issuer's share capital amounts to at least EUR 30,000,000.00 and is divided into at least 3,000,000 freely transferable ordinary shares with voting rights and a maximum of EUR 101,000,000.00, divided into a maximum of 10,100,000 freely transferable ordinary shares with voting rights;
Companies Register of the Republic of Slovenia	means the Companies Register of the Republic of Slovenia as regulated by the Court Register Act (Official Gazette of the Republic of Slovenia, No. 54/07, as amended and supplemented);
Articles of Association	means the Issuer's Articles of Association, adopted at the Issuer's General Meeting on 4 May 2026 (Ref. no. SV 477/2026);
Trading Account	means the account of the Subscriber or Investor with CSCC, which is maintained on their behalf by a CSCC system member;
Management Company	means the company NLB Skladi, upravljanje premoženja, d.o.o. (*eng. NLB Funds, Asset Management, Ltd.*), Tivolska cesta 48, 1000 Ljubljana, Slovenia, which, pursuant to Decision No. 40221-3/2026-9 of the SMA dated 29 April 2026, to provide the service of managing a real estate investment company and is authorised to manage the Issuer as an external Management Company in accordance with Article 37 of the ZUAIS (*'management of AIF'*);
Professional Investors	is an investor who possesses the relevant professional knowledge and experience to make investment decisions independently and assess the risks associated with them, and a.) is treated as a professional client in accordance with paragraph 1 of Article 246 of the ZTFI-1 (*'Persons deemed to be professional clients'*) or b.) is treated as an Eligible Counterparty under paragraph 2 of Article 276 of the ZTFI-1 (*'Execution of orders for Eligible Counterparties'*) or c.) treated as a professional investor in accordance with paragraph 2 of Article 101 of the ZTK (*'Professional investor'*);
Investor	means a Subscriber who has subscribed for New Shares, paid up the allocated New Shares in full, and received the allocated New Shares into their Securities Account;
Subscription Form	means the form containing the Subscriber's declaration of subscription for New Shares and prepared by the Lead Manager;
Subscriber	means a Potential Investor who has submitted a Binding Offer to purchase New Shares;
Subscription Location	means the Subscription Locations as set out in clause 31.4.2. of the Prospectus (*'Names and addresses of all paying and depositary agents in each country')* of this Prospectus, at which Potential Investors may subscribe for New Shares during the Subscription Period or the Extended Subscription Period;
Binding Offer	means a signed, valid and binding offer by a Potential Investor (Subscriber) to subscribe for and pay for the number of New Shares specified by the Potential

	Investor (Subscriber) on the Subscription Form, all subject to the terms and conditions set out in the Prospectus;
OZ	Obligations Code (Official Gazette of the Republic of Slovenia, No. 97/07 – officially consolidated text, 64/16 – Constitutional Court decision and 20/18 – OROZ631, as amended and supplemented);
SPZ	Law of Property code (Official Gazette of the Republic of Slovenia, No. 87/02, as amended and supplemented);
SZ-1	Housing Act (Official Gazette of the Republic of Slovenia, No. 69/03, as amended and supplemented);
ZDavP-2	Tax Procedure Act (Official Gazette of the Republic of Slovenia, No. 13/2011, as amended and supplemented);
ZDDPO-2	Corporate Income Tax Act (Official Gazette of the Republic of Slovenia, No. 117/2006, as amended and supplemented);
ZDDV-1	Value Added Tax Act (Official Gazette of the Republic of Slovenia, No. 13/2011, as amended and supplemented);
ZDoh-2	Personal Income Tax Act (Official Gazette of the Republic of Slovenia, No. 13/2011, as amended and supplemented);
ZDPN-2	Real Property Transaction Tax Act (Official Gazette of the Republic of Slovenia, Nos. 117/06 and 25/16 – Constitutional Court decision, as amended and supplemented);
ZGD-1	Companies Act (Official Gazette of the Republic of Slovenia, No. 65/2009, as amended and supplemented);
ZNPosr	Real Estate Agency Act (Official Gazette of the Republic of Slovenia, No. 72/06, as amended and supplemented);
ZNVP-1	Book-entry Securities Act (Official Gazette of the Republic of Slovenia, No. 75/2015, as amended and supplemented);
ZOAIS	Act on the Forms of Alternative Investment Funds (Official Gazette of the Republic of Slovenia, No. 101/22, as amended and supplemented);
ZINR	Individual Investment Accounts Act (Official Gazette of the Republic of Slovenia, No. 40/25, as amended and supplemented);
ZPre-1	Takeovers Act (Official Gazette of the Republic of Slovenia, No. 79/06, as amended and supplemented);
ZTFI-1	Market in Financial Instruments Act (Official Gazette of the Republic of Slovenia, No. 77/2018, as amended and supplemented);
ZUAIS	Alternative Investment Fund Managers Act (Official Gazette of the Republic of Slovenia, No. 32/15, as amended and supplemented);
ZVOP-2	Personal Data Protection Act (Official Gazette of the Republic of Slovenia, No. 163/22, as amended and supplemented);
ZZK-1	Land Register Act (Official Gazette of the Republic of Slovenia, No. 58/03, as amended and supplemented);
ZTK	Capital Markets Act (Narodne novine Nos. 65/18, 17/20, 83/21, 151/22, 85/24 and 126/25) (unofficial consolidated text), which is the Croatian law governing trading in financial instruments in the Republic of Croatia;
e-IDAS Regulation	Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, as last amended on 18 October2024;
MAR Regulation	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC), as last amended on 4 December 2024;

PRIIP Regulation	Regulation (EU) No 1286/2014 of 26 November 2014 on key information documents for packaged retail and insurance-based investment products, as last amended on 9 January 2024;
Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the Prospectus to be published when securities are offered to the public or subjected to admission to trading on a regulated market, and repealing Directive 2003/71/EC, as last amended by Regulation (EU) 2024/2809 of the European Parliament and of the Council of 23 October 2024 amending Regulations (EU) 2017/1129, (EU) No 596/2014 and (EU) No 600/2014, with a view to enhancing the attractiveness of public capital markets in the EU for companies and facilitating access to capital for small and medium-sized enterprises;
Delegated Regulation (EU) 2019/980	Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the form, content, review and approval of the Prospectus to be published when securities are offered to the public or subjected to admission to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004, as last amended on 17 September 2020;
Regulation on the application of international accounting standards	Regulation (EU) No 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of IIA standards (OJ L 243, 11 September 2002, p. 1), as last amended by Regulation (EU) No 297/2008 of the European Parliament and of the Council of 11 March 2008 amending Regulation (EU) No 1606/2002 on the application of international accounting standards, as regards the implementing powers conferred on the Commission (OJ L 97, 9 April 2008, p. 62), as last amended on 10 April 2008;
Regulation on sustainability-related disclosures in the financial services sector	Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector, as last amended on 9 January 2024;
Regulation establishing a framework to promote sustainable investments	Regulation (EU) 2020/852 of 18 June 2020 establishing a framework to promote sustainable investment and amending Regulation (EU) 2019/2088, as last amended on 22 June 2020;
MiFID II Directive	Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU, as last amended on 17 January 2025;
Sustainable Reporting Directive (CSRD)	EU Directive 2022/2464 of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU as regards corporate sustainability reporting, as last amended on 18 March 2026;
AIFMD Directive	Directive 2011/61/EU of 8 June 2011 on alternative investment fund managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No 1060/2009 and (EU) No 1095/2010, as last amended on 16 April 2026.

TABLE OF CONTENTS

PART I: INFORMATION ABOUT THE ISSUER 37

1. RESPONSIBLE PERSONS 38

1.1. Persons responsible for the information 38

1.2. Third-party information and expert reports 38

1.3. Statement regarding the competent authority 38

2. INFORMATION ON STATUTORY AUDITORS 39

2.1. Details of the auditors 39

2.2. Services provided by the authorised auditor, other than the audit of the financial statements 39

2.3. Changes on the part of the auditors 39

3. RISK FACTORS 39

3.1. Introduction 39

3.2. Risks relating to the Issuer 40

3.3. Risks relating to the Shares 52

4. INFORMATION ABOUT THE ISSUER 55

5. BUSINESS OVERVIEW 56

6. ORGANISATIONAL STRUCTURE 56

6.1. The Issuer's Group 56

6.2. Significant subsidiaries 57

7. REVIEW OF OPERATIONS AND FINANCIAL POSITION 57

7.1. Financial position 57

7.2. Operating results 57

8. SOURCES OF CAPITAL 57

8.1. Information on restrictions on the use of capital resources which have, or could, have a material impact, either directly or indirectly, on the Issuer's operations 57

9. REGULATORY ENVIRONMENT 58

9.1. Regulations relevant to the Issuer's operations 58

9.2. Regulations relevant to the Investments 59

10. INFORMATION ON TRENDS 59

11. PROFIT FORECASTS OR ESTIMATES 65

12. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT 65

12.1. The Issuer's bodies 65

12.2. Conflicts of interest involving the Management Company, the Management Company's Management Board and the Issuer's Supervisory Board 71

13. REMUNERATION 73

13.1. The Issuer's Remuneration Policy....73
13.2. Remuneration policy of the Management Company....73
14. STANDARD PROCEDURES OF THE MANAGEMENT BOARD....74
14.1. Term of office of the Issuer's Management Board and Supervisory Board members and the Management Company's Management Board....74
14.2. Audit Committee and Remuneration Committee....75
14.3. Corporate Governance Arrangements....76
15. EMPLOYEES....76
15.1. Number of employees....76
15.2. Shares and share options....76
16. MAJOR SHAREHOLDER....77
16.1. Composition....77
16.2. Rights of the Major Shareholder....77
16.3. Ownership and control of the Issuer....77
16.4. Special arrangements....77
17. TRANSACTIONS BETWEEN RELATED PARTIES....77
17.1. Disclosure of transactions with related parties....77
a. Agreement on the management of Alternative Investment Fund NLB Funds – Real Estate, Real Estate Investment Company, JSC *(slo. Pogodba o upravljanju alternativnega investicijskega sklada NLB Skladi - Nepremičnine, nepremičninska investicijska družba, d.d.)*....77
b. Agreement on the provision of investment services in connection with the public offering of New Shares and the admission of the Issuer's Shares to trading on a regulated market. ..79
17.2. The amount or percentage by which transactions between related parties form part of the Issuer's turnover....79
18. FINANCIAL INFORMATION ON THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION, AND PROFITS AND LOSSES....79
18.1. Financial information....79
18.2. Dividend policy....80
18.3. Legal and arbitration proceedings....80
19. ADDITIONAL INFORMATION....81
19.1. Share capital....81
19.2. Articles of Association, shares and provisions regarding a change of control....81
20. MATERIAL CONTRACTS....83
PART II: THE ISSUER'S INVESTMENT POLICY....85
21. INVESTMENT OBJECTIVE AND INVESTMENT POLICY....86
21.1. Investment Policy and Strategy....86
21.2. Amendment to the Investment Policy and Investment Strategy....93
21.3. Restrictions on the REIC's leverage....93
21.4. Regulatory status....93

21.5. Target Investors 94
21.6. Approval of the Prospectus 94
22. INVESTMENT RESTRICTIONS 94
22.1. Investment restrictions and other conditions and criteria relating to Investments 94
22.2. Disclosures relating to Investments 96
23. SERVICE PROVIDERS 96
23.1. The maximum actual or estimated amount of fees payable by the REIC and a description of the calculation 96
23.2. Description of other fees that may be relevant 100
23.3. Service providers providing services to the REIC and receiving payments from third parties 102
23.4. Identity of service providers and description of the duties and rights of Investors 102
23.5. Description of significant potential conflicts of interest and the arrangements in place for managing them. 103
24. INFORMATION ON THE MANAGEMENT COMPANY AND INVESTMENT ADVISER 106
24.1. Management Company 106
24.2. Investment Adviser 107
25. CUSTODIAN 108
25.1. Information on the Depositary and a description of how the REIC's assets are held 108
25.2. Description of the method of holding assets not in the Depositary's possession and the associated risks 110
26. VALUATION OF REIC ASSETS 110
26.1. Description of the valuation procedure and pricing methodology for the valuation of REIC assets 110
26.2. Temporary suspension of valuation and notification of Investors 112
27. CROSS-REFERENCED INFORMATION 113
28. FINANCIAL INFORMATION 113
PART III: INFORMATION ON THE PUBLIC OFFERING OF NEW SHARES BY THE ISSUER 114
29. KEY INFORMATION 115
29.1. Statement on liquid assets 115
29.2. Capitalisation and indebtedness 115
29.3. Interests of natural and legal persons involved in the issue and offer of shares 116
29.4. Reasons for the offer and use of proceeds 117
30. INFORMATION ON THE SHARES TO BE OFFERED TO THE PUBLIC 117
30.1. Description of the type and class of securities offered and admitted to trading, including the International Securities Identification Number (ISIN) 117
30.2. Legislation under which the securities were created 118

30.3. Indication of whether the securities are registered or bearer securities, and whether they are in certificated or dematerialised form, as well as information on the entity responsible for maintaining the register 118

30.4. Currency in which the securities are issued 118

30.5. Description of the rights attaching to the securities, including any restrictions on those rights and the procedure for exercising them 118

30.6. Resolutions, authorisations and approvals on the basis of which the securities of have been or will be created and/or issued 120

30.7. Expected date of issue of the shares 120

30.8. Restrictions on the transferability of the shares 120

30.9. Takeover legislation and other restrictions and obligations in the event of mandatory takeover bids and/or squeeze-out and sell-out rules relating to shares 121

30.10. Public offerings by third parties in the previous and current year 121

30.11. Taxation 122

31. TERMS AND CONDITIONS OF THE PUBLIC OFFERING OF SHARES 126

31.1. Terms and conditions, offer statistics, expected timetable and the steps required to participate in the offer 126

31.2. Distribution and Allocation Plan 134

31.3. Pricing 137

31.4. Placement and underwriting of the issue 138

32. ADMISSION TO TRADING AND TRADING ARRANGEMENTS 139

32.1. A statement as to whether the securities are or will be the subject of an application for admission to trading with a view to their distribution on a regulated market, and the indicative dates for the admission of the securities to organised trading 139

32.2. Trading on other regulated markets 139

32.3. Simultaneous listings or private placements of New Shares of the same or another class 140

32.4. Information on entities that have firmly committed to acting as intermediaries in secondary trading, providing liquidity through bid and offer prices, and a description of the main terms of their commitment 140

32.5. Details regarding stabilisation 140

33. SHAREHOLDERS SELLING SHARES 140

34. ISSUE AND PUBLIC OFFERING COSTS OF THE NEW SHARES 140

35. DILUTION 141

35.1. Comparison 141

35.2. Dilution, despite the exercise of subscription rights, due to the partial reservation of the offer for certain categories of investors 142

36. ADDITIONAL INFORMATION 142

36.1. If advisers involved in the issue are mentioned in the securities note, a statement must be provided detailing the role they performed. 142

36.2. Indication of other information in the securities note that has been audited or reviewed by statutory auditors and on which they have prepared a report. A copy of the report or a summary thereof, if permitted by the competent authority. 142

37. AVAILABLE DOCUMENTS.....142

TABLE OF REFERENCES

	Reference:	Details:
1.	https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID	Issuer's website (within the Management Company's website)
2.	https://www.nlbskladi.si	Management Company's website
3.	https://www.nlb.si/osebno/varcevanja-in-nalozbe/delnice-nid	Website of the Lead Manager, where information relating to the public offering of New Shares will be published
4.	https://www.nlb.si/osebno/varcevanja-in-nalozbe/trgovanje-z-vrednostnimi-papirji	NLB's website, in its capacity as a Distributor, where the current price lists will be published, according to which the costs borne by Investors are calculated
5.	https://seonet.ljse.si/default.aspx	SEOnet, the Ljubljana Stock Exchange's electronic publication system
6.	https://www.ajpes.si/jolp/podjetje.asp?maticna=1876031000&leto=1	The Management Company's remuneration policy for previous years, as set out in the Management Company's annual reports[4]
7.	https://www.intesasanpaolobank.si/prebivalstvo/nasa-skupina/spoznajte-nas.html	The Depositary's website, on which information on the history and development of the Depositary is published
8.	https://spot.gov.si/sl/e-postopki-in-storitve/pogoji-za-uporabo-e-postopkov-in-prijava-v-portal-spot/digitalna-potrdila#e940	The website of the national SPOT portal, 'Digital Certificates' section, 'Issuers of Qualified Digital Certificates' subsection

DOCUMENTS INCORPORATED BY REFERENCE

Document	Chapter or clause of the Prospectus	Link
The Issuer's Articles of Association	8.1.3. Disclosure regarding the Issuer's liquidity and the expected sources of funds that the Issuer will require to meet its obligations	https://www.nlbskladi.si/content/dam/nlb/nlb-skladi-si/skladi-documents/nalozbene-moznosti/alternativni-investicijski-skladi/nepremicninska-druzba/dokumenti/statut_nid_notarski_zapis.pdf
	13.1. The Issuer's remuneration policy	
	17.1. Disclosure of transactions between related parties	
	18.2. Dividend Policy	
	19.2.1. Articles of Association	
	19.2.3. Change of Control of the Issuer	
	21.1.(c) Types of assets in which the REIC may invest, additional liquid assets and derivative financial instruments	
	21.1.e) Use of leverage and associated risks	
	22.1.a) Investment restrictions	
	23.1.d) Other costs of the REIC	
	23.4. Identity of service providers and a description of the duties and rights of Investors	
	23.5. Description of significant potential conflicts of interest and the arrangements for their resolution	

[4] The remuneration policy does not include the Management Company's remuneration for the management of the real estate investment company. The data relate to the previous calendar year, during which the Management Company had not yet provided management services for the real estate investment company.

DOCUMENTS TO BE INCORPORATED BY REFERENCE IN THE FUTURE

Document	Chapter or clause of the Prospectus	Link
Future reports on the Issuer's financial information	18.4. Subsequent publication of financial information	https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/nid

PART I: INFORMATION ABOUT THE ISSUER

1. Responsible persons

1.1. Persons responsible for the information

The Issuer and the Management Company in its capacity as the Issuer's Management Board, the Issuer's founder and the Issuer's Management Company, and as the issuer of the Issuer's securities and the applicant for the admission to trading of the Issuer's securities on a regulated market, are responsible for the accuracy and completeness of the information set out in the Prospectus.

Statement by the Issuer

"We, the undersigned NLB Funds, Asset Management, Ltd., with its registered office in Ljubljana, as the Management Board of the Issuer NLB Funds – Real Estate, Real Estate Investment Company, JSC, Tivolska cesta 48, 1000 Ljubljana, Slovenia, and acting as its authorised representatives, hereby declare that, to the best of our knowledge, the information contained in the Prospectus is in accordance with the facts and that no information has been omitted from the Prospectus that could affect its meaning."

Ljubljana, June 2026

NLB Funds, Asset Management, Ltd.

Blaž Bračič, Member of the Management Board	Luka Podlogar, President of the Management Board

Statement by the Management Company

"We, the undersigned legal representatives of the Management Company NLB Funds, Asset Management, Ltd., Tivolska cesta 48, 1000 Ljubljana, Slovenia, hereby declare that, to the best of our knowledge, the information contained in the Prospectus is in accordance with the facts and that no information has been omitted from the Prospectus that could affect its meaning."

Ljubljana, June 2026

Blaž Bračič, Member of the Management Board	Luka Podlogar, President of the Management Board

1.2. Third-party information and expert reports

The Prospectus does not include any statement or report attributed to a person as an expert, nor any statement or report prepared at the Issuer's request; therefore, it is not necessary to seek any consent or approval from such an expert.

1.3. Statement regarding the competent authority

The Prospectus was approved on 11 June 2026 by decision ref. no. 40200-1/2026-10 of the Securities Market Agency, Poljanski nasip 6, 1000 Ljubljana, Slovenia (SMA), as the competent authority in accordance with the Prospectus Regulation. Approval by the SMA means that the Prospectus meets the standards of completeness, comprehensibility and consistency set out in the Prospectus Regulation; however, such approval must not be regarded as an endorsement of the quality of the Shares to which the Prospectus relates or of the Issuer.

Every Potential Investor in the New Shares is required to carry out their own suitability assessment prior to purchasing the New Shares and to judge for themselves whether the New Shares represent a suitable investment for them.

2. Information on statutory auditors

2.1. Details of the auditors

The Issuer's financial statements will be audited by PricewaterhouseCoopers (PwC), Cesta v Kleče 15, 1000 Ljubljana, Slovenia, acting as an independent external auditor, registered in the register of audit firms maintained by the Agencija za javni nadzor nad revidiranjem (*Agency for Public Oversight of Auditing*), Cankarjeva cesta 18, 1000 Ljubljana, Slovenia, under No. RD-A 014/94. Upon incorporation, the auditor was appointed by the Management Company as the founder in accordance with the first paragraph of Article 192 of the ZGD-1 (*'appointment of the company's first bodies'*), namely for the part-year 2026 and the financial years 2027 and 2028.

The audit will be conducted in accordance with applicable International Standards on Auditing (ISA) and applicable legislation.

The auditor reports to the Issuer's Supervisory Board and General Meeting.

2.2. Services provided by the authorised auditor, other than the audit of the financial statements

During the Issuer's incorporation process, the competent district court in Ljubljana, at the Issuer's request, appointed UHY Revizija in svetovanje d.o.o. as the incorporation auditor, Vurnikova ulica 2, 1000 Ljubljana, Slovenia, entered in the register of audit firms maintained by the Agencija za javni nadzor nad revidiranjem (*Agency for Public Oversight of Auditing*), Cankarjeva cesta 18, 1000 Ljubljana, Slovenia, under No. RD-A-073/05, which, in accordance with the provisions of Article 194 of the ZGD-1 (*'incorporation audit'*), reviewed the correctness and legality of the incorporation procedures. The formation auditor prepared a written report on his findings, which he submitted to the Issuer for the purposes of registering the Issuer's formation in the Companies Register of the Republic of Slovenia; during the review, he did not identify any irregularities. In the auditor's opinion, the founder acted in accordance with the provisions of the ZGD-1 in all material respects when establishing the new company.

2.3. Changes on the part of the auditors

The Issuer has no historical financial information that would be subject to an audit; therefore, there have been no instances of termination of cooperation, dismissal, expiry of the term of office or failure to appoint auditors.

3. Risk factors

3.1. Introduction

An Investment in the New Shares involves risk. Before deciding on an Investment in the New Shares, Potential Investors must carefully consider the risk factors relating to the Issuer and the New Shares described below, which should be read in conjunction with the other information set out in this Prospectus or the information incorporated into the Prospectus by reference to the Documents incorporated by reference.

Set out below are the key risks relating to the Issuer which, either on their own or in combination with other events and circumstances, could have a material adverse effect on the Issuer's business, financial position, business results and prospects, although these are not the only risks to which the Issuer or the Investor is exposed in connection with an nvestment in the New Shares. Other risks, which are not currently known or appear insignificant, may also, individually or collectively, affect the Issuer's operations, its business results and financial position and/or the price of the New Shares.

Various circumstances were taken into account when selecting the key risks, including the probability and severity of the consequences should the risks materialize. An explanation of how each factor affects the Issuer and the Shares is provided alongside the description of each risk. Risk factors are classified into categories in order of importance, from the most significant to the least significant, taking

into account their negative impact on the Issuer and the likelihood of their occurrence (the same applies within each category, where the most significant factors are listed first).

Each section sets out significant and specific risks that could have a material adverse effect on the Issuer's business results, financial position and business performance, and could cause the market price of the Issuer's Shares to fall, which may result in the loss of all or part of the Investment. The risks and uncertainties set out in this Prospectus are not necessarily the only ones facing the Issuer. The Issuer does not claim that the information set out below is exhaustive.

Additional risks and uncertainties, which are not currently known or are deemed immaterial, may also have a material impact on the Issuer's operations, financial position and business results, which may lead to a fall in the market price of the Shares or affect the anticipated amount of dividends paid.

The Management Company is responsible for risk management. The Management Company establishes and implements appropriate risk management systems to identify, measure, manage and monitor, in an appropriate manner, the risks relevant to the Issuer's investment policy and to which the Issuer is or may be exposed. The Management Company has also established and maintains a permanent risk management function that is functionally and hierarchically separate from the Management Company's other organizational units. The Management Company performs risk managementin accordance with the Risk Management Plan in force at the relevant time.

The Management Company regularly discloses to Investors, at least once a year or upon any significant change, the Issuer's current risk profile and the risk management systems used to manage the risks to which the Issuer is or may be exposed. This disclosure is published as part of regular reports or as a separate disclosure on the Issuer's website.

3.2. Risks relating to the Issuer

The Issuer is exposed to various risks in the course of its business.

The key objectives of risk management are to maintain the Issuer's financial stability, ensure that business operations comply with the investment policy, restrictions and applicable regulations, and to protect the interests of Investors.

The most significant categories of risk to which the Issuer is exposed are:

- **Financial risks** – risks related to market, credit and liquidity risks, and to the Issuer's financing structure.
- **Operational risks** – risks arising from inadequate internal processes, the conduct of employees, systems, external service providers and other external events, including risks relating to Real Estate valuation, Real Estate management, operating costs, legal and documentation aspects of business operations, and other operational processes carried out by the Issuer or the Management Company.
- **Other, risks specific to the Issuer** – risks associated with the structure, stage of development and business model of the Issuer as a real estate investment company, including risks arising from the lack of a track record, due diligence procedures and other specific features of the Issuer's business model.
- **Strategic risks** – risks arising from changes in the market environment, business practices, competitive conditions and other factors that may affect the long-term success of the implementation of the Issuer's investment policy.

3.2.1.Financial risks

Financial risks are those risks that may adversely affect the Issuer's financial position, liquidity, profitability and the value of its assets. They arise primarily from changes in market factors, credit exposures and the limited liquidity of the Investments, and may affect the Issuer's ability to finance its operations, meet its obligations and achieve its set Investment Objective.

Credit risks

Credit risk is the risk of loss arising from non-payment or failure to meet obligations by tenants, Real Estate SPVs or other debtors. Credit risk also includes the risk of exposure to a counterparty in the event of the use of derivative financial instruments, which are used exclusively as asset management techniques, with the aim of managing the Issuer's long-term risk profile or hedging existing and future assets and liabilities against fluctuations in exchange rates or interest rates.

Lease risk / credit risk (Very high risk)

Lease risk, or credit risk, is the risk that tenants will fail to meet their obligations under lease agreements on time or in full, particularly with regard to the payment of rent, charges and other contractual obligations, or that lease relationships will be terminated prematurely.

The Issuer assesses this risk as very high due to the high probability of the risk materialising and its significant impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise is reflected in lower rental income, an increase in overdue and unpaid receivables, the possible early termination of lease relationships, and an increase in the costs of re-letting the Real Estate assets.If tenants fail to meet their contractual obligations or terminate their lease relationships, the Issuer's revenue may fall, whilst certain operating costs remain unchanged, which may adversely affect the Issuer's financial results, liquidity and profitability.

This risk will be managed through appropriate monitoring of lease relationships, assessment of tenants and the application of contractual and other measures deemed appropriate in light of the circumstances and characteristics of each individual lease relationship; however, this risk cannot be entirely eliminated.

Liquidity risks

Liquidity risks are the risks that the Issuer will be unable to realise Investments in a timely manner or to secure cash in a timely manner to meet its obligations without a material adverse effect on its operations or the value of its assets.

Liquidity risk of the Investments (High risk)

The liquidity risk of the Investments is the risk that the Investments cannot be sold in a timely manner or at the expected price should this be necessary for liquidity management, refinancing of liabilities, portfolio adjustment or other business reasons.

The Issuer assesses this risk as high due to the moderate probability of the risk materialising and its significant impact on the Issuer's operations.

Real Estate assets are, by their nature is a less liquid form of investment, where sales are generally a more time-consuming process, more complex to execute and dependent on market conditions, buyer interest, the legal and technical status of the Real Estate, financing terms and other factors. In certain market circumstances, liquidity may be further reduced, increasing the risk of having to sell at a lower price than expected. Liquidity risk may also apply to other types of Investments, including Investments in AIF Units or shares, where the possibility of selling or realising the investment also depends on market conditions, the liquidity of the individual instrument or the terms of exit from the individual investment.

The impact on the Issuer's operations should the risk materialise is that, during certain periods, particularly when market activity is subdued or there is a greater supply of comparable Real Estate assets, the sale of assets may take a long time or be carried out at a lower price than expected. Such a situation may affect the Issuer's ability to settle its obligations on time, finance new projects or achieve its planned financial results. Liquidity risk is particularly pronounced in the case of Real Estate

Investments, which are less liquid and require more time to complete transactions, which may result in temporary restrictions on the availability of the Issuer's funds.

This risk will be managed through appropriate monitoring of liquidity, cash flows, the maturity of liabilities and market conditions, and through the aplication of measures deemed appropriate in light of the circumstances, the structure of the portfolio and the characteristics of individual Investments.

Market risks

Market risks are the risks of incurring a loss due to changes in market factors, such as interest rates, exchange rates, macroeconomic conditions and other factors that may affect the value of the Investments, the Issuer's financing costs, revenues and profitability. The level of market risk is largely influenced by the Issuer's investment policy, as it determines the types of permissible Investments, Real Estate investment categories, the portfolio's geographical and sectoral focus, the extent of permissible financial leverage, currency exposure and other characteristics of the Investments that affect the Issuer's sensitivity to changes in market conditions.

Interest rate, leverage and external financing risk (High risk)

Interest rate, leverage and external financing risk is the risk of an increase in financing costs, an inappropriate maturity profile of liabilities, limited access to external sources of financing or the inability to refinance liabilities on acceptable terms, which may adversely affect the Issuer's liquidity, financial position, operations and profitability.

When investing the Issuer may utilise external financing, both at the Issuer's level and through Real Estate SPVs. This exposes it to the risk of dependence on external sources of financing and to the risk of changes in interest rates. The obligation to settle maturing debt obligations represents a normal risk for any business entity, but this risk may be exacerbated by broader market factors (e.g. financial market instability, reduced availability of financing) or the Issuer's specific circumstances (e.g. excessive reliance on a single source of financing, a deterioration in creditworthiness or financial position).

Financial leverage refers to the use of debt or external financing to fund the Investments. Financial leverage increases the sensitivity of the Issuer's net asset value, financial position, liquidity and profitability to changes in the value of the Investments, income from the Investments, financing costs and the availability of refinancing. In the event of a fall in the value of the Investments or a reduction in income, the use of financial leverage may result in a proportionally greater negative impact on the Issuer's net asset value, financial position, liquidity and profitability than would have occurred had the Investments been financed exclusively by equity.

The Issuer assesses this risk as high due to the moderate probability of the risk materialising and its significant impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise is reflected in the uncertainty or unavailability of sources of financing, in which case the Issuer would have to seek more expensive alternative sources, provide additional collateral or sell part of its assets, although the possibility of such a sale could be limited due to simultaneous selling pressures on the market. As the Issuer may use financial leverage to finance its Investments, movements in interest rates are directly reflected in its financing costs and, consequently, in its profitability. A rise in interest rates could significantly increase the cost of existing and future liabilities and reduce the Issuer's net profit. Furthermore, financial leverage acts as a risk multiplier, as it can increase returns during periods of asset value growth but cause proportionally greater losses during periods of falling asset values. Risks relating to external financing, interest rates and financial leverage may be a significant factor in fluctuations in the Issuer's financial results and may affect its liquidity, ability to meet its obligations and returns to Investors.

Interest rate risk, leverage risk and reliance on external financing will be managed through appropriate monitoring of the financing structure, the level of leverage, cash flows and the maturity of liabilities,

and by implementing measures deemed appropriate in light of the circumstances, market conditions and the characteristics of individual Investments.

Risk associated with macroeconomic conditions (Moderate risk)

Risk associated with macroeconomic conditions is the risk that general economic, financial and geopolitical conditions may adversely affect the Issuer's operations, revenues, costs, the value of the Investments and the availability of financing.

The value of the Issuer's Investments is sensitive to general economic conditions and macroeconomic factors. The Issuer's operations may be affected by changes in interest rates, inflation, deflation, movements in energy prices, the employment rate, economic growth, private consumption and investment, and other macroeconomic indicators. During periods of inflation, there is a risk that the value of the Investments may increase slower than inflation, meaning that the real return is lower than expected. In the event of deflation, however, the value of the Investments may fall due to a decline in the general price level.

Demand for the purchase or leasing of Real Estate is typically higher in conditions of economic growth, a stable geopolitical environment and low interest rates. During a recession, an economic slowdown or a rise in interest rates, demand for Real Estate, Real Estate prices and rental levels may fall. An economic slowdown, recession or negative trends in the Europe, particularly in Slovenia and certain other countries in the South-Eastern European region, could have a significant adverse impact on the Issuer's operations. Macroeconomic factors thus directly affect the Issuer's profitability and financial results and, indirectly, the value of the Shares and the expected amount of dividends paid.

The Issuer assesses this risk as moderate due to the moderate likelihood of the risk materialising and its moderate impact on the Issuer's operations.

The impact on the Issuer's operations is reflected in a reduction in demand for Real Estate lettings or a fall in market rents, which may adversely affect the Issuer's financial results. Similarly, a fall in market real estate prices in the area where the properties are located may significantly reduce the value of the Issuer's assets and, consequently, the value of the Shares. Although the Issuer's operations are primarily influenced by economic trends in the immediate vicinity of the relevant Real Estate, these trends are often the result of global and regional economic and geopolitical conditions. There is no guarantee that conditions will not deteriorate in the future, which could adversely affect the Issuer's operations, financial position, business results, liquidity and future prospects.

Risks associated with macroeconomic conditions will be managed through the following measures: geographical and sectoral diversification of the portfolio, a conservative approach to financing, monitoring of macroeconomic factors, and adapting investment activities to market conditions.

Currency risk (Moderate risk)

Currency risk is the risk that changes in exchange rates may adversely affect the value of the Investments, the Issuer's revenues, costs, operations or profitability.

As the Issuer may also invest outside the euro area, it may be exposed to the risk of changes in foreign exchange rates. Fluctuations in foreign exchange rates may affect the value of rental income, operating costs, the value of individual Investments and the Issuer's financial results. Currency risk may also arise in connection with the financing, valuation or disposal of Investments in countries where a currency other than the euro is used.

The Issuer assesses this risk as moderate due to the moderate likelihood of the risk materialising and its minor impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise is reflected in a reduction in revenue, an increase in costs, lower returns on individual Investments, and a negative impact on the Issuer's financial results and the value of its assets.

The risk will be managed by monitoring currency exposure and by applying measures deemed appropriate in light of the circumstances, the structure of the portfolio and the characteristics of individual Investments, such as entering into lease agreements with a euro-denominated currency clause in countries where the euro is not the official currency.

3.2.2. Operational risks

Operational risk is the risk of loss arising from inadequate or failed internal processes, human behaviour, system failures or external events.

Risk of dependence on property managers (Moderate risk)

The risk of dependence on property managers is the risk that changes in market conditions, service prices, the quality of management or the continuity of service provision may adversely affect Real Estate management costs, the quality of services provided to tenants and the performance of individual Real Estate assets.

The Issuer will enter into contracts with external property managers. The profitability and value of the Real Estate assets depend to a significant extent on effective management, maintenance, cost control, communication with tenants and the provision of an appropriate standard of service. Should the manager fail to provide the expected quality of service or should there be changes to the contractual terms, this could lead to tenant dissatisfaction, an increase in operating costs, poorer Real Estate maintenance, difficulties in letting premises or lower rental income, which could negatively impact the profitability and value of the Real Estate assets in the Issuer's portfolio.

The Issuer assesses this risk as moderate due to the low probability of the risk materialising and its significant impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise is reflected in increased operating costs, a decline in the quality of services provided to tenants, tenant dissatisfaction, greater difficulty in letting premises, lower rental income and, consequently, a reduction in the profitability and value of the Real Estate assets in the Issuer's portfolio.

This risk will be managed through the following measures: the careful selection of property managers, regular monitoring of their performance, and the application of other measures deemed appropriate in light of the circumstances and needs of each individual Real Estate assets. Such measures may also include the direct management of relationships with major tenants; however, this risk cannot be entirely ruled out.

Risk of changes in legislation and regulations (Moderate risk)

The risk of changes in legislation and regulations is the risk that changes to legislation, subordinate legislation, tax rules, accounting standards and other legal frameworks may adversely affect the Issuer's operations, costs, business organisation or profitability. This also includes potential interventions by the states in which the Issuer will purchase Real Estate, such as expropriation, nationalisation or confiscation of assets, as well as the introduction of new rules in the areas of environmental protection, spatial planning or construction legislation.

The Issuer assesses this risk as moderate due to the low probability of the risk materialising and its significant impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise is reflected in increased operating costs, legal uncertainty, restrictions on the implementation of the Investment Strategy, and a negative impact on the Issuer's business results, liquidity and value. There is no guarantee that future developments in the legal environment will be favourable to the Issuer and the Investors.

This risk will be managed through the following measures: by conducting appropriate legal, tax and technical reviews of individual Investments and transactions; by monitoring legislative and regulatory changes; by involving legal, tax and other professional advisers in the Investment management

process, and by adapting internal policies and procedures; however, this risk cannot be entirely ruled out.

Third-party service provider risk (Moderate risk)

Third-party service provider risk is the risk that the Issuer's performance in relation to specific functions and services also depends on the capabilities and performance of third parties. There is a risk that external service providers may propose decisions that are not entirely in line with the interests of the Issuer or the Investors, either due to differing investment priorities, market assessments or conflicts of interest with other funds or clients for whom they provide services. Furthermore, there is a risk of operational or management errors which may adversely affect the profitability, liquidity or value of the Issuer's assets.

The Issuer or the Management Company may, when implementing the investment policy or in connection with the provision of specific services relating to the management of the Issuer, rely on various external service providers, investment advisers, valuers, legal, tax and technical advisers and other professional partners. The risk also includes the possibility of a temporary impact on the performance of the Issuer's individual activities due to the replacement or unavailability of key personnel. Inadequate performance of their services, incorrect decisions, delays or a lack of alignment between their actions and the Issuer's interests may adversely affect the Issuer's operations, business results, liquidity, profitability or the value of its assets.

The Issuer assesses this risk as moderate due to the low probability of the risk materialising and its moderate impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise is reflected in operational delays, higher costs, the inadequate implementation of individual procedures, incorrect investment or business decisions, poor implementation of the investment policy and, consequently, a reduction in the Issuer's revenue or the value of its assets.

This risk will be managed through the following measures: by selecting qualified external service providers; by contractually defining the scope and standards of services; by regularly monitoring their work; by establishing appropriate control procedures; and by having the option to replace external service providers where necessary. If the Management Company delegates the provision of specific services related to the Issuer's management to another party, it will also ensure that the conditions for such delegation under ZUAIS are met.

Cyber and IT risk (Moderate risk)

Cyber and IT risk is the risk of disruptions to the operation of information systems, cyber attacks, data loss, unauthorized access to data or other incidents that may adversely affect the operations of the Issuer, its key service providers or the Management Company.

The Issuer relies on information systems, electronic data exchange and other technological solutions in its business operations and is also exposed to risks arising from the systems of external service providers and the Management Company. Cyber attacks, technical faults or other disruptions may cause temporary system outages, data loss or disclosure, operational disruptions and other adverse consequences.

The Issuer assesses this risk as moderate due to the moderate likelihood of the risk materialising and its minor impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise is reflected in operational disruptions, additional costs, disruptions to key processes, potential loss or misuse of data, reputational damage, and potential regulatory, contractual or other financial consequences.

This risk will be managed through appropriate information security measures, access control, data protection and incident monitoring, as well as by incorporating appropriate security requirements into relationships with external service providers; however, this risk cannot be entirely ruled out.

Asset valuation risk (Moderate risk)

Asset valuation risk is the risk that the estimated market value of Real Estate or other assets will not reflect the actual value that could be realised upon sale on the market, or that the valuation procedures will not fully take into account all relevant circumstances of the individual asset.

The valuation of individual Real Estate assets or other assets is carried out by an external, independent, authorised valuer who applies recognised valuation methods and standards. Nevertheless, the value determined in the valuation process is not necessarily equal to the actual price that could be realised on sale, as the sale value depends on market conditions, the availability of buyers, financing terms, the characteristics of the individual asset and other factors. The risk also includes the possibility of errors, incomplete input data, or incorrect assumptions in the valuation processes.

The Issuer assesses this risk as moderate due to the low probability of the risk materialising and its moderate impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise is reflected in the incorrect valuation of assets, which may lead to incorrect investment, sales or financial decisions, affect the financial statements and debt ratios, and cause a discrepancy between the estimated value of the Real Estate or other assets and the actual realisable market value.

This risk will be managed through the following measures: by engaging independent authorised valuers, by regularly valuing Real Estate and other assets, by applying recognised valuation methods and standards, by verifying input data, and by monitoring market transactions and other relevant circumstances that may affect the Issuer's value.

Risk relating to Real Estate development or unforeseen defects or damage to Real Estate (Moderate risk)

The risk associated with Real Estate development or unforeseen faults, damage or vandalism to Real Estate is the risk that investments in the development, renovation, extension or refurbishment of the Real Estate assets may take longer than anticipated, incur higher costs than planned or fail to achieve the expected results, or that defects, damage or destruction of the Real Estate assets may occur, thereby adversely affecting the Issuer's operations.

The Issuer's investments in Real Estate development, including properties requiring refurbishment or partial extension, are subject to the risk that projects may take longer than anticipated or exceed projected costs. Such delays and cost overruns may arise for various reasons, such as difficulties in obtaining permits, delays in construction or other works, a shortage of suitable contractors or labour, increases in the prices of materials and services, technical defects in the Real Estate, unforeseen additional works, and changes in legislative or other conditions affecting the implementation of projects.

The Issuer assesses this risk as moderate due to the low probability of the risk materialising and its moderate impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise is reflected in increased costs, delays in project implementation or the need for additional investment, which may adversely affect rental income, financial results and the market value of the Real Estate assets. The risk of unforeseen defects, damage, vandalism, or destruction of Real Estate assets cannot be entirely ruled out either. An unexpected need for major repairs or refurbishment could have a significant adverse effect on the Issuer's business results.

The risk associated with Real Estate development or unforeseen defects or damage to Real Estate assets will be managed through technical, legal and financial reviews of individual Investments, the planning and monitoring of investment activities, maintenance measures and other measures deemed appropriate in light of the circumstances and characteristics of the individual Real Estate. Risks associated with potential damage to, or destruction of Real Estate are also mitigated by insurance policies taken out; however, these do not cover all possible risks or cover them in full.

Risk of catastrophic events, wars and terrorism (Moderate risk)

The risk of catastrophic events, wars and terrorism is the risk that natural disasters, fires, floods, earthquakes, storms, wars, armed conflicts, terrorist acts, civil unrest or other extraordinary circumstances may cause damage to, destruction of or temporary unavailability of the Real Estate assets in the Issuer's portfolio.

Depending on their location, intended use and technical characteristics, Real Estate assets may be exposed to various physical and external risks, the occurrence, frequency and consequences of which cannot be fully predicted. Such events may have a significant impact on the use of the Real Estate assets, the costs of their restoration, occupancy rates, rental income and the market value of the Real Estate assets. Furthermore, the consequences of such events are not always fully covered by insurance and may also lead to an increase in insurance costs.

The Issuer assesses this risk as moderate due to the very low probability of the risk materialising and its significant impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise is reflected in damage to property, temporary or permanent loss of revenue, restoration costs, reduced use of the Real Estate assets, the departure of tenants, and a reduction in the value of individual Real Estate assets in the Issuer's portfolio.

The risk will be managed through the following measures: property insurance, technical inspections and other measures deemed appropriate in light of the circumstances and characteristics of the individual Real Estate; however, it cannot be guaranteed that all losses will be fully covered.

Custody, settlement and professional liability risk (Low risk)

The risk of custody, settlement and professional liability is the risk that irregularities, errors, delays or omissions in the performance of custodial, settlement, administrative or other professional duties may adversely affect the Issuer's operations, the recording and control of assets, the execution of transactions or the exercise of the Issuer's rights.

In the case of Real Estate Investments, the assets are not, as a rule, subject to the Depositary's physical or legal possession in the same way as financial instruments; rather, the Depositary's role is primarily supervisory and involves verifying ownership, maintaining records and monitoring the compliance of transactions with applicable regulations and the depositary agreement. When executing transactions, settlement risk may also arise, in particular the risk of delays and errors in the transfer of assets, documentation or rights, or misalignment between the contractual and operational stages of an individual transaction. Professional liability risk includes the possibility of the Issuer suffering damage as a result of professional errors, omissions, negligence or improper conduct on the part of persons or service providers performing professional, administrative, custodial, advisory, valuation, legal, tax, technical or other regulated or professional tasks for the Issuer or the Management Company.

The Issuer assesses this risk as low due to the low probability of the risk materialising and its moderate impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise may be reflected in delays in the execution of transactions, incorrect recording or monitoring of assets, additional costs, the need to rectify errors, contractual or regulatory consequences, claims for damages or professional liability claims, and a potential adverse impact on the Issuer's operations or reputation.

This risk will be managed through the implementation of internal controls, the proper recording and documentation of Investments, cooperation with the Depositary and other regulated or professional service providers, monitoring the execution of transactions, contractually defining the responsibilities of service providers, and by applying measures deemed appropriate in the circumstances.

Risk of conflicts of interest (Low risk)

The risk of a conflict of interest is the risk that, in certain cases, the Management Company may not act in the best interests of the Issuer or the Investors, as the Management Company also manages other investment funds and individual investment portfolios. Potential conflicts of interest may also arise in relation to companies within the Management Company's group, particularly in cases of financing the Issuer, and when using related parties as service providers, entering into transactions with related parties, outsourcing specific tasks to external service providers, the valuation of Investments, the allocation of costs, the appointment of related parties to the governing bodies of Real Estate SPVs, or the financing of Real Estate SPVs.

The Issuer assesses this risk as low due to the low probability of the risk materialising and its moderate impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise may be reflected in the allocation of greater attention or funds to other investment funds or individual portfolios managed by the Management Company, which may adversely affect the Issuer's operations, buisness results and return on its investment. In the event of a conflict of interest when securing financing or entering into transactions with related parties, the impact on the Issuer's operations could also be reflected in less favourable financing terms, higher operating costs or less favourable terms for individual transactions.

To manage these (potential) conflicts of interest, the Issuer and the Management Company implement appropriate organisational and operational measures, which include, in particular, the establishment of clear internal rules and procedures for identifying, monitoring and managing conflicts of interest, and the segregation of functions and decision-making where appropriate. This also involves procedures for managing transactions with related parties, verifying that terms are comparable to market conditions, obtaining comparable offers where this is possible and appropriate given the circumstances of the individual transaction, the use of independent valuations, proper documentation of business decisions and the implementation of internal controls over the decisions taken. Where organisational and operational measures are insufficient to comprehensively manage conflicts of interest, appropriate disclosure of such conflicts to investors is ensured.

3.2.3. Other risks specific to the Issuer

Other risks specific to the Issuer are those arising from the structure, stage of development and business model of the Issuer as a real estate investment company.

Risk associated with the lack of a track record (High risk)

The risk of a lack of track record is the risk arising from the absence of comparative results against which the Issuer's performance could be assessed. This risk also includes uncertainty regarding the future development of the Issuer's business, its ability to achieve the stated Investment Objective and to generate returns.

As the Issuer is a newly established company and the Management Company has no track record in this segment, Investors do not have access to comparative data or past performance against which to assess the Issuer's performance. The absence of historical data increases uncertainty regarding the future development of the Issuer's business, its ability to implement its investment policy, construct its portfolio, and generate the planned income and returns.

The Issuer assesses this risk as high due to the high probability of the risk materialising and its significant impact on the Issuer's operations.

The impact on the Issuer's business should the risk materialise is reflected in greater uncertainty regarding the Issuer's ability to successfully implement its investment policy, construct an appropriate portfolio and achieve the planned revenues and returns. As the Issuer is a newly established company with no track record in this segment, it is more difficult for Investors to assess the extent to which the Issuer will be able to achieve its stated Investment Objective, and any initial missteps may have a more significant impact on the Issuer's future operations and results.

The risk associated with the lack of a track record will be managed through the following measures: by involving experienced professionals, in particular investment advisers, in the process of acquiring, selling and managing of Real Estate; by applying appropriate internal rules and controls; by engaging other external specialist partners; and by gradually building a diversified portfolio in accordance with the Issuer's investment policy.

Due Diligence Risk (Moderate Risk)

Due diligence risk is the risk that, during the process of identifying, reviewing, analysing, structuring or approving an individual Investment, not all material legal, technical, tax, financial, environmental or other facts and circumstances are identified in a timely manner, including any potential deficiencies regarding ownership, licenses or other restrictions that could affect the decision on the Investment, its value, return or feasibility.

The process of selecting an individual Investment comprises a preliminary and a confirmation phase and, as a rule, requires the involvement of several internal functions and external service providers. The risk also includes the possibility that, during the due diligence process, deficiencies relating to ownership, land registry status, necessary permits, environmental, tax or other obligations or restrictions, which could affect the value, use, financing or sale of a particular Investment are not identified in a timely manner. This risk is exacerbated by the complexity of individual Investments, cross-border investment, differing legal regimes, the volume of documentation, the costs and time required for due diligence, and the need for a sufficient number of suitable Investments to meet the Issuer's investment policy and restrictions.

The Issuer assesses this risk as moderate due to the low probability of the risk materialising and its high impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise is reflected in the possibility of incorrect investment decisions, the acquisition of unsuitable or lower-quality Investments, higher unforeseen costs, delays in the execution of transactions, legal disputes, lower returns or a reduction in the value of the Issuer's assets.

Due diligence risk will be managed through the following measures: by carrying out appropriate due diligence prior to the purchase of Investments; by involving relevant internal functions and external experts; by using standardised; review checklists, approval procedures and decision-making levels, and by verifying key assumptions prior to making an investment decision.

Sustainability risk (Low risk)

A sustainability risk is an environmental, social or governance event or circumstance which, should it occur, could have an actual or potential material negative impact on the value of the Investment.

These risks, which the Issuer will take into account where relevant, include, in particular, physical climate risks (e.g. floods, droughts and other extreme weather events), transition climate risks (i.e. risks associated with the transition to a low-carbon society, such as new regulations, stricter energy standards for buildings, higher costs of adapting Real Estate, and changes in tenants' preferences), risks related to the energy efficiency of individual Real Estate assets, risks related to compliance with applicable regulations, potential environmental liabilities, and risks related to the availability and cost of insurance. These factors may affect rental income, Real Estate occupancy rates, operating costs, required capital expenditure, Real Estate values and their liquidity, i.e. the Issuer's operational efficiency and resilience, as well as its public perception and reputation, which in turn affect its profitability and, consequently, capital growth and, ultimately, the value of the Investment.

This sustainability risk will be managed by taking relevant sustainability factors into account when assessing individual Investments prior to their acquisition, by monitoring circumstances that may affect the value and management of the Investments, and by implementing measures deemed appropriate in light of the characteristics of each Investment and the circumstances.

The Issuer assesses the potential effects of the sustainability-related risks identified to date, should they materialise, as minor; this means that the sustainability risks and other disclosures by the Issuer in the Prospectus relating to sustainability do not have a significant or material impact on the Issuer's risk profile within the meaning of the first paragraph of Article 6 of the Prospectus Regulation.

3.2.4. Strategic risks

Strategic risks are risks of incurring a loss or failing to achieve set objectives due to changes in the market environment, business practices, competitive conditions or other factors that may affect the long-term successful implementation of the Issuer's investment policy.

Competitive environment risk (Moderate risk)

Competitive environment risk is the risk that, due to competition from other investors, the Issuer will be unable to acquire suitable Investments on the expected terms, or that the purchase prices of these Investments will be higher and the expected returns lower. This risk also includes the possibility that increased competition in a particular Real Estate market, including the potential arrival of new developments, may, following the acquisition of the Investments, have a negative impact on rental levels, occupancy rates and Real Estate values.

The Issuer competes with other investment funds, institutional investors, financial investors, strategic buyers and other market participants, who may have greater financial resources, broader local connections or different investment criteria, enabling them to act more swiftly or aggressively when individual opportunities arise.

The Issuer assesses this risk as moderate due to the moderate likelihood of the risk materialising and its moderate impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise is reflected in a limited number of suitable investment opportunities, higher purchase prices, lower expected returns, slower portfolio development and greater difficulty in achieving the Investment Objective. Increased competition in a particular Real Estate market following the acquisition of Investments may, however, have a negative impact on rental levels, occupancy rates and the value of the Real Estate assets in the Issuer's portfolio.

The risk arising from the competitive environment will be managed through the following measures: through a disciplined investment approach, the application of investment criteria, monitoring of market conditions, collaboration with relevant professional partners, and the use of other measures deemed appropriate in light of the circumstances of each individual investment opportunity.

Risk of failing to implement the Investment Strategy and achieve the structure of investments (Moderate risk)

The risk of failing to implement the Investment Strategy and achieve the investment structure is the risk that the Issuer will be unable to construct a portfolio of Investments in accordance with the investment policy, investment restrictions and the Investment Objective to the expected extent, pace or structure, or that the selected structure of the Investments, due to its legal, ownership, market or liquidity characteristics, will adversely affect the management of the Investments, the exercise of the Issuer's rights, the transfer of cash flows, valuation, liquidity or the ability to dispose of the Investments.

The implementation of the Investment Strategy depends on the availability of suitable Investments, market conditions, competition from other investors, the ability to carry out due diligence, the availability of financing, the timing of transactions and other circumstances affecting the acquisition and management of the Investments. If the Issuer were unable to acquire a sufficient number of suitable Investments in a timely manner, or if the Investments were acquired on terms less favourable than expected, this could affect the pace of portfolio formation, the diversification of the Investments and the achievement of the Investment Objective.

In accordance with its investment policy, the Issuer may invest in various types of Investments, including direct investments in Real Estate, indirect investments through Real Estate SPVs,

Investments in AIF Units or Investments in shares of Real Estate companies. These Investments may differ in terms of the manner in which ownership is exercised and the ownership stake, the degree of direct control, liquidity, the Issuer's rights, the method of valuation and exposure to market factors. In the case of direct Real Estate Investments, the Issuer may be exposed to risks associated with the management and disposal of individual Real Estate assets. In the case of indirect investments through Real Estate SPVs, the Issuer may also be exposed to risks associated with the corporate structure, the transfer of cash flows and the exercise of rights arising from holdings in these companies. In the case of investments in AIF Units shares in Real Estate companies, the issuer may also be exposed to risks associated with the management of the target entity, the liquidity of these instruments, the market price, valuation and limited direct influence over the underlying investments of such an entity.

The Issuer assesses this risk as moderate due to the moderate likelihood of the risk materialising and its low impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise may be reflected primarily in a slower formation of the anticipated portfolio structure, a different structure of the Investments from that envisaged, limited diversification of the Investments, greater complexity in the management of individual Investments, limited direct influence over certain Investments, delays in cash flows, restrictions on the disposal of Investments, higher costs, lower liquidity, a reduced value of individual Investments, and greater difficulty in achieving the Investment Objective.

This risk will be managed by implementing the investment policy and investment restrictions, by monitoring the Investments' compliance with the Investment Strategy, by gradually building the portfolio, by monitoring the portfolio structure, by conducting appropriate legal, tax, financial and technical due diligence of individual Investments, by verifying the rights and restrictions associated with each Investment, and by applying measures deemed appropriate in light of the circumstances and characteristics of individual Investments.

Risk of changing business practices (Low risk)

The risk of changing business practices is the risk of lower demand for certain types of commercial premises, a reduction in rents and occupancy rates for Real Estate assets in the Issuer's portfolio due to changes in working practices, increased digitalisation, process automation, changes in consumer habits or other structural changes in the economy.

Greater use of technologies that reduce the need for physical workplaces or the number of employees may reduce demand for certain types of commercial Real Estate, whilst at the same time increasing the need for other types of Real Estate. Changes in business practices may also have been further driven by extraordinary events, such as the COVID-19 pandemic, which accelerated the spread of remote working, digitalisation and other structural changes in business practices. Due to the unpredictability of future events, the extent of these impacts is difficult to assess in advance.

The Issuer assesses this risk as low due to the low probability of the risk materialising and its minor impact on the Issuer's operations.

The impact on the Issuer's operations should the risk materialise would be reflected in a fall in the occupancy rates of individual Real Estate assets, pressure to reduce rents, the need for further adaptations of Real Estate assets, and a reduction in revenue and the value of individual Investments in the Issuer's portfolio.

The risk of changing business practices will be managed through various measures, namely: by selecting high-quality Real Estate in established locations, by diversifying the portfolio across segments, by actively managing the Investments, and by monitoring changes in tenants' needs and the broader market environment.

3.3. Risks relating to the Shares

3.3.1. Risks associated with the public offering of New Shares and the admission of Shares to trading on a regulated market

The price of the Shares may fluctuate significantly, and therefore an Investor may lose their entire investment or a significant portion thereof (Market Risk) (Moderate Risk)

Following the admission of the Shares to trading on a regulated market, their price may fluctuate significantly due to a number of factors that may be related to the Issuer, such as expectations regarding the Issuer's business performance or the discrepancy between the Issuer's expected and actual business results, changes in the Issuer's management or strategic activities and those of its competitors; or they may be unrelated to the Issuer, but rather result from fluctuations in the prices of other shares and trading volumes on the stock market, changes in regulations, inflation, etc. The market price of the Shares may also be affected by rumours and speculation (whether substantiated or unsubstantiated) concerning the Issuer in the media or amongst Investors regarding the intentions of larger Investors, short selling of Shares, changes in the Issuer's management, or the strategic activities of the Issuer or its competitors (including mergers, takeovers, divestments, partnerships and joint ventures), whereby the dissemination of such rumours and speculation is either prohibited (if it constitutes market manipulation) or requires a response from the Issuer in the interests of transparency. The market price of the Shares may also be affected by information regarding the outcomes of legal or administrative proceedings, media reports, the publication of research reports by analysts, general economic, sectoral and stock market conditions, changes in market conditions and changes in regulations. **Each of these factors, either on its own or in combination with one or more other factors, may result in significant fluctuations in the price of the Shares, as a result of which Investors may, upon selling the Shares, receive less than they invested, less than the calculated NAV per Share, or lose their entire investment.**

As the Issuer will also hold Investments outside Slovenia and the euro area, it will be exposed to additional currency risk, meaning that fluctuations in foreign exchange rates may affect the value of income, such as rental income, and thereby the return on the Shares. Furthermore, the value of the Investments may change due to movements in interest rates, which affect financing costs or the discounting of future cash flows, and due to changes in the Real Estate market or other financial instruments in which the Issuer invests.

There is no established market for the Shares and there is no guarantee that one will develop (Liquidity risk) (Moderate risk)

The Issuer will apply for the Shares to be admitted to trading in the Standard Market segment of the Ljubljana Stock Exchange. Until trading commences following such admission, the Shares will not be traded on any regulated market. There is no guarantee that active trading in the Shares will develop following their admission to trading on the Standard Market segment of the Ljubljana Stock Exchange. Active, liquid markets generally result in lower price volatility and more efficient execution of buy and sell orders for Investors.

If a liquid market for the Shares does not develop, the prices of the Shares will be subject to greater fluctuations and it may be more difficult to execute a buy or sell order for the New Shares. A lack of liquidity may mean that it is not possible to sell Shares at the desired price or at the desired time, which may lead to greater fluctuations in the Share price. In the event that an Investor urgently wishes to sell a large number of Shares, demand on the stock exchange may not be sufficient, which may prolong the time taken to sell or result in the Investor being forced to sell the Shares at a lower price. The limited number of Shares and Investors at the start of trading in the Shares may further reduce liquidity and make it more difficult to execute buy or sell orders. In the event of limited demand or a deterioration in the Issuer's financial situation, Investors may, upon selling their Shares, receive less than they invested, realise a Share price lower than the most recently calculated net asset value (NAV), or see the value of their investment decrease.

Risks associated with the public offering of New Shares and future share issues (Moderate risk)

The success of the public offering of New Shares depends on investor demand, conditions on the capital markets, the Issuer's perception of risks, expectations regarding the property market and other circumstances at the time of the public offering. If the minimum amount specified in the Prospectus is not raised during the public offering of the New Shares, the public offering of the New Shares will not be successfully concluded. In this case, the New Shares will not be issued, or the public offering will not be carried out as envisaged in the Prospectus.

If the public offering of New Shares is successful but the amount of funds raised is significantly lower than the maximum envisaged issue size of the New Shares, this may affect the pace of portfolio formation, the diversification of Investments, the cost-effectiveness of operations and the implementation of the Issuer's Investment Strategy. A smaller amount of funds raised may also mean that the Issuer will acquire Investments more slowly or that the initial portfolio will be less diversified than it would have been had a larger amount of funds been raised.

In the event that demand for the New Shares exceeds the number of New Shares being offered in the public offering, the number of New Shares allocated to any individual Investor may be limited. An Investor may therefore not acquire the full number of New Shares they wished to subscribe for, or may not achieve their desired exposure to the Issuer.

The Issuer may issue additional shares in the future. In the event of future share issues, the share of existing shareholders in the Issuer's capital and voting rights may be reduced if they do not, or are unable to, participate in such issues in proportion to their existing shareholding. Future share issues may also affect the balance between supply and demand for shares, the market price of shares and the financial position of existing shareholders.

Trading in the Shares on the Ljubljana Stock Exchange may be temporarily suspended (Moderate risk)

The Ljubljana Stock Exchange must temporarily suspend trading in the Shares in the following cases: (i) if a temporary suspension or prohibition of trading has been ordered by the SMA as a supervisory measure in accordance with ZTFI-1, (ii) if the Shares no longer meet the conditions for trading on the Ljubljana Stock Exchange, unless such a temporary suspension could cause significant adverse consequences for the interests of Investors or the normal functioning of the stock market, (iii) if a temporary suspension is necessary due to procedures at the Central Securities Register, in particular in connection with a change in capital, a merger or a reorganisation of the Issuer's company, (iv) in cases of information asymmetry on the stock market, or (v) at the request of the Issuer.

The Ljubljana Stock Exchange may also temporarily suspend trading in the Shares on the stock market if there are justified grounds for protecting the interests of Investors. The Ljubljana Stock Exchange shall ensure the possibility of temporarily suspending or restricting trading on the stock exchange in exceptional circumstances, or if there are significant fluctuation in the price of the Shares within a short period of time.

The Issuer will do everything in its power to comply with the applicable regulations in this regard. However, there can be no assurance that trading in the Shares will not be temporarily suspended. Any temporary suspension of trading may have a negative impact on the price of the Shares.

The Issuer's Shares may be delisted from the Ljubljana Stock Exchange (Moderate risk)

The Ljubljana Stock Exchange must delist the Shares: (i) if the delisting has been approved by the SMA as a supervisory measure, (ii) if the Shares or their Issuer no longer meet the conditions for trading in those Shares on the Ljubljana Stock Exchange (e.g. in the event of a merger, compulsory winding-up or dissolution of the Issuer's company, etc.), (iii) if it has received a justified request from the Issuer to delist the Shares (where the Issuer's General Meeting adopts a resolution to delist the Shares), (iv) if the delisting is requested by the person at whose request these Shares were admitted to trading on the Ljubljana Stock Exchange without the Issuer's consent, or (v) if the Issuer fails to meet the conditions for the commencement of trading.

The Issuer considers that, as at the Date of this Prospectus, there are no circumstances that would give rise to the delisting of the Shares from the Ljubljana Stock Exchange in the near future. However, no assurance can be given that such circumstances relating to the Shares will not arise in the future. The delisting of the Shares from the Ljubljana Stock Exchange may have a negative impact on the liquidity of the Shares and, consequently, on the ability of Investors to sell the Shares at a satisfactory price.

3.3.2.Risks relating to the nature of the Shares

There is no guarantee that the Issuer will pay dividends (Low risk)

The Issuer intends to pay dividends to Investors; however, such payments are not guaranteed and depend on the Issuer's operating results, cash flows and liquidity. Factors that may affect the ability to pay dividends include the Issuer's operating performance, the realisation of rental income or income from other sources, changes in market conditions and economic circumstances, and unforeseen costs or losses. Any of these factors may reduce the funds available for dividend payments or even prevent such payments, which may affect the return on Investors' Investment.

The Issuer will only be able to pay dividends if it has available distributable profit. The decision to pay dividends lies with the Issuer's General Meeting; therefore, there can be no guarantee that the Issuer will pay dividends.

Obligation to make a takeover bid (Low risk)

In accordance with the ZPre-1, a person or group of persons acting in concert who, directly or indirectly, acquires Shares, rights to Shares or options to purchase the Issuer's Shares representing at least one-third of the voting rights, must make a takeover bid to purchase the remaining Shares. If, following the successful completion of the offer, the offeror acquires additional Shares representing at least 10 per cent of the Issuer's Shares with voting rights, they must publish a renewed offer to purchase the remaining Shares, until the offeror holds Shares representing at least 75 per cent of the Issuer's Shares with voting rights.

The price at which the offeror offers to purchase the remaining Shares must not be lower than the highest price at which the offeror purchased Shares in the 12 months preceding the announcement of the offer, and may be payable in cash or in securities admitted to trading on a regulated market. If, within one year of the successful completion of the offer, the offeror acquires Shares at a price higher than the offer price, the offeror must pay to all persons who accepted such an offer the difference between the offer price and that higher price.

Concentration risk (Low risk)

If significant holdings of Shares are owned by individual Investors or a limited number of Investors, this may result in a concentration of ownership that affects the liquidity of the Shares on the market. A high level of concentration reduces the number of Shares available for trading, which may make it more difficult to sell Shares at the desired price and increase fluctuations in the market price of the Shares. Such concentration may also affect general market dynamics and price stability, as transactions by larger Investors are more noticeable and have a greater impact on the market price of the Shares.

Concentration of ownership may also affect the adoption of important corporate decisions within the Issuer. As a majority of at least three-quarters of the total share capital is required to amend the Articles of Association, an individual shareholder or a group of affiliated shareholders holding a sufficient proportion of Shares may prevent the adoption of such a decision. Consequently, concentration of ownership may limit the possibility of amending the Articles of Association, including amendments relating to the management of the Issuer or the replacement of the Management Company.

4. Information about the Issuer

Company name: NLB Skladi – Nepremičnine, nepremičninska investicijska družba, d.d. (e*ng. NLB Funds – Real Estate, Real Estate Investment Company, JSC*)

Abbreviated name: NLB Skladi – Nepremičnine d.d. (e*ng. NLB Funds – Real Estate JSC*)

Registered office: Ljubljana

Registration number: 7510861000

Legal Entity Identifier (LEI): 485100FM8T8EGSTXLS13

Business address: Tivolska cesta 48, 1000 Ljubljana, Slovenia

Website: https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/nid

The Issuer's website is set up as a separate section within the Management Company's website, ensuring that information relating to the Issuer is appropriately separated and clearly identifiable.

Registration number:

The Issuer was established simultaneously in accordance with the ZGD-1 and ZOAIS. On 18 May 2026, the Issuer was entered in the Court Register of the Republic of Slovenia, maintained by AJPES, under registration number Srg 2026/15660. The date of the Issuer's registration is deemed to be the date of entry in the Companies Register of the Republic of Slovenia.

Following approval of the Prospectus, the Issuer, as an alternative investment fund meeting the conditions for a real estate investment company, will also be entered in the Register of Alternative Investment Funds, maintained by the SMA, in accordance with the provisions of the ZOAIS.

Duration of the Issuer: The Issuer is established for an indefinite period.

Domicile and legal form of the Issuer, applicable law and contact details of the Issuer:

The Issuer is established as a real estate investment company in the form of a joint-stock company with its registered office in the Republic of Slovenia, in accordance with the provisions of the ZOAIS relating to real estate investment companies, the general provisions of the ZOAIS on alternative investment funds, and the provisions of the ZGD-1 on joint-stock companies that do not conflict with the provisions of the ZOAIS.

In its operations, the Issuer complies with the relevant regulations in force within the territory of the Republic of Slovenia, including the relevant European Union regulations which are directly applicable in the Republic of Slovenia, the laws of the Republic of Slovenia and subordinate legislation.

The Issuer's contact details:

NLB Skladi – Nepremičnine, nepremičninska investicijska družba, d.d.
Tivolska cesta 48, 1000 Ljubljana, Slovenia
Email address: info@nlbskladi.si
Telephone number: +386 (0)1 476 52 70

Information on the Issuer's website is expressly not part of the Prospectus, unless specific information is incorporated into the Prospectus by reference.

5. Business Overview

As the Issuer is a real estate investment company, i.e. a closed-end collective investment undertaking, it is subject to specific provisions regarding the disclosure of information on the nature of its business. In accordance with Annex 4 to Delegated Regulation (EU) 2019/980 (*'Registration Document for Units of a Closed-End Collective Investment Undertaking'),* these are disclosed in Part II of the Prospectus (*'Investment Policy of the Issuer').*

6. Organisational structure

As at the date of approval of the Prospectus, the Issuer is wholly owned by the Management Company, which is wholly owned by NLB d.d. This ownership structure is of a temporary nature and relates to the Issuer's establishment phase and the preparations for the public offering of New Shares to Investors.

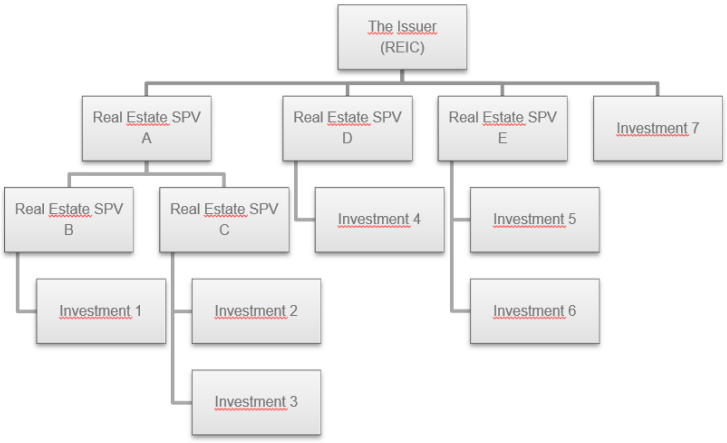
The Issuer's purpose, as a real estate investment company, is to raise capital from a broad range of Investors. Consequently, it is expected that, in the event of a successful public offering of the New Shares to Investors, the Issuer's ownership structure will change significantly and the Issuer will no longer form part of the Management Company's group in terms of capital participation. The Management Company's projected shareholding, subject to a successful public offering of the New Shares, is set out in clause 35 of the Prospectus (*'Dilution').*

6.1. The Issuer's Group

The Issuer may establish or acquire one or more Real Estate SPVs, as a limited liability company or a public limited company under the ZGD-1, of which the Issuer is the sole shareholder and which assumes the Issuer's risks and does not carry out activities of a general commercial or economic nature, but is established or acquired exclusively for the purpose of holding and managing Real Estate in accordance with Article 119 of the ZOAIS (*'Real Estate SPV'*). Such Real Estate SPVs will have the status of subsidiaries within the Issuer's group.

A structure in which a real estate investment company utilises separate Real Estate SPVs in addition to holding investments directly is common in practice, as it enables more efficient management of individual Real Estates, a clear separation of risks between individual Investments, and greater operational transparency. As a rule, this organisational structure also contributes to greater flexibility in the financing, development and disposal of individual Investments, as well as to better protection of Investors' interests.

The structure described is expected to be organised as shown below:



Organisational structure*: The diagram of the Issuer's organisational structure, including any Real Estate SPVs, is presented in the Prospectus for information purposes only, with the aim of illustrating the various possible ways of structuring Investments in individual permitted Investments. The actual structure of an individual transaction may differ from the structure shown and will, in each specific case, be determined at the discretion of the Management Company, who will, taking into account all relevant circumstances, including regulatory, tax, legal, financial and commercial aspects, decide on the most appropriate method of executing a particular Investment.*

6.2. Significant subsidiaries

As at the date of approval of the Prospectus, the Real Estate SPVs have not yet been incorporated or acquired; therefore, information regarding their names and the countries in which they are domiciled is not available.

7. Review of operations and financial position

7.1. Financial position

The Issuer, which was established as a real estate investment company, has not yet commenced its principal activities as at the date of approval of the Prospectus. It will commence operations following the successful completion of the public offering of New Shares to Investors, which is the subject of this Prospectus; consequently, a fair review of the Issuer's business development and performance, as well as its position for the past period, is not available. As a result, the Issuer has not recorded any significant changes in its operations.

In clause 21. of the Prospectus *('Investment Objectives and Policy')* and clause 22. of the Prospectus *('Investment Restrictions'),* the Issuer describes the likely future development of its business.

The Issuer does not carry out any research and development activities.

7.2. Operating results

As at the date of approval of the Prospectus, the Issuer is not yet in operation and is not carrying out its principal activities; therefore, no information is available on significant factors, including unusual or rare events or new developments, and consequently on the effects on revenue.

8. Sources of capital

8.1. Information on restrictions on the use of capital resources which have, or could, have a material impact, either directly or indirectly, on the Issuer's operations

8.1.1. Legal or economic restrictions on the ability of subsidiaries to transfer funds in the form of cash dividends, advances or loans, and the impact of any such restrictions on the Issuer's ability to meet its cash obligations

As at the date of approval of the Prospectus, the Issuer has no subsidiaries. Consequently, as at the date of approval of the Prospectus, there are no legal or economic restrictions relating to the ability of subsidiaries to transfer funds to the Issuer in the form of cash dividends, loans or advances. As the Issuer has no subsidiaries as at the date of approval of the Prospectus, such restrictions do not, as at the date of approval of the Prospectus, affect the Issuer's ability to meet its financial obligations.

The ability to transfer funds from subsidiaries to the Issuer will in future depend in particular on the applicable corporate, tax, insolvency, financial and other legislation, contractual obligations to lenders, any restrictions set out in loan documentation, capital maintenance rules, the availability of retained earnings for the payment of dividends, and other economic or regulatory restrictions in the relevant jurisdiction. The Issuer must be, in accordance with the first paragraph of Article 119 of the ZOAIS (*'Real Estate SPV'*), a 100% shareholder of its subsidiaries; consequently, it does not expect the dividends of these companies to be distributed to minority shareholders, which would prevent the Issuer from receiving the full amount of dividends paid. Notwithstanding the foregoing, however, due to the aforementioned restrictions or other circumstances, situations may arise in which the subsidiaries are unable to pay dividends or the Issuer does not in fact receive them. Such restrictions could in future affect the Issuer's ability to meet its financial obligations.

8.1.2. The Issuer's obligations to lenders and any breaches of the Issuer's contractual obligations under credit agreements

As at the date of approval of the Prospectus, the Issuer has not entered into any credit or other financial agreements with lenders. Consequently, there are no agreements in place that could materially restrict the use of credit facilities.

As at the date of approval of the Prospectus, there has been no breach of contractual obligations under credit or other financial agreements, nor, to the Issuer's knowledge, is there any significant risk that such breaches might occur.

8.1.3. Disclosure regarding the Issuer's liquidity and the expected sources of funds that the Issuer will require to meet its obligations

The Issuer was established as a real estate investment company and, as at the date of approval of the Prospectus, is not yet in operation and is not carrying out its principal activities. Upon incorporation, the Management Company, as the founder, in accordance with Article 49 of the ZOAIS (*"share capital of an investment company")*, paid up the minimum share capital of EUR 1,000,000.00; the Issuer estimates that this is sufficient to cover current liabilities until the commencement of investment activities.

The Issuer intends to increase the share capital through contributions in accordance with Article 11 of the Articles of Association (*"Increase in share capital through contributions"),* and is therefore raising capital from Potential Investors through the public offer of New Shares on the basis of this Prospectus. The capital raised will be used primarily to acquire Investments, whilst also ensuring sufficient liquid funds to cover the Issuer's operating costs, management costs and other liabilities.

In addition to equity financing, the Issuer's Articles of Association and applicable regulations also permit the use of financial leverage, which may further contribute to ensuring liquidity and the more effective implementation of the investment policy. The use of financial leverage and the restrictions on its use are set out in more detail in clause 21.1. of the Prospectus *('Investment Policy and Strategy')* and clause 21.1.(e) of the Prospectus *('Restrictions on Financial Leverage').*

Taking into account the planned scale of operations, the Issuer estimates that the paid-up share capital and the funds raised through the public offering of New Shares to the public, together with the debt financing utilised and any income from rent and other returns on Investments, will be sufficient to meet its obligations during the first 12 months. Information on working capital or additional working capital requirements is set out in clause 29.1. of the Prospectus (*'Statement on Working Capital').*

The Issuer will pursue a conservative capital structure, under which equity represents the predominant portion of all sources of funding. In managing its debt, the Issuer will also take into account debt risks, currency risk and maturity risk, as set out in more detail in clause 3.2.1. of the Prospectus *('Financial Risks', under the sub-section 'Market Risks'),* with the aim of ensuring stable cash flows and the long-term sustainability of the capital structure.

As at the date of approval of the Prospectus, the Issuer has no long-term or short-term financial liabilities. As the Issuer did not incur any debt in the period prior to the approval of the Prospectus, there is no data on seasonal fluctuations in debt, the highest level of debt during that period, or a breakdown of debt maturities.

9. Regulatory environment

9.1. Regulations relevant to the Issuer's operations

The Issuer in carrying out its business activities and the Management Company in managing the Issuer, particularly in relation to the Investments, shall comply with the applicable legislation of the Republic of Slovenia and the directly applicable regulations of the European Union that are in force in the Republic of Slovenia.

The regulations governing the Issuer's business operations and management, and ensuring the protection of Investors, include, in particular, regulations in the fields of company law, the management of alternative investment funds and the market in financial instruments. Changes to these regulations may have a significant impact on the Issuer's operations and management, in particular (i) on the rules of corporate governance and shareholders' rights under the Companies Act (ZGD-1), (ii) the conditions for asset and risk management or the provision of other administrative services in connection with the management of a real estate investment company under the Alternative Investment Fund Managers Act (ZUAIS); or (iii) the requirements regarding public offerings and the listing of shares on a regulated market, disclosures and trading rules under the Financial Instruments Market Act (ZTFI-1).

The Act on Forms of Alternative Investment Funds (ZOAIS) and the subordinate legislation adopted pursuant to it are also relevant to the Issuer's investment activities; these, amongst other things, set out the conditions for the establishment, management and winding-up of a real estate investment company.

9.2. Regulations relevant to the Investments

The ZOAIS is also relevant to the Issuer's investment activities. Amendments to the ZOAIS may affect the permissible types and structure of the Issuer's Investments, restrictions on borrowing, portfolio diversification, the use of financial leverage, and the conditions for acquiring and managing Investments. Consequently, such changes may affect the Issuer's Investment Strategy, the expected returns on Investments, operating costs and the ability to achieve the stated investment objective. In the event of a tightening of regulatory requirements, the Issuer may also face an obligation to adjust the portfolio, which may result in additional costs or restrict investment activities.

In relation to the Investments, the provisions of contract law and property law in the countries where the Investments are located are also significant; these provisions govern the rights and obligations of owners of Real Estate or parts thereof, as well as tenancy and other contractual relationships relating to Real Estate.

The Investments are also directly affected by the regulations of the relevant countries in the areas of spatial planning, the siting of buildings and the development of property projects, conditions for the construction, reconstruction and use of Real Estate, the registration of Real Estate and rights relating thereto, property management, and the regulation of the Real Estate market, as well as regulations, measures and other factors in the areas of taxation, monetary policy, economic incentives, and environmental or sustainability requirements.

The measures and regulations listed may affect, in particular, the Issuer's tax burden and the return on its Investments, the timeline and costs of developing and implementing property projects, the permissibility and conditions of use of individual Real Estates, and obligations regarding compliance with environmental, energy and sustainability standards, which may consequently affect the value of the Real Estates, their management costs and the Issuer's ability to effectively implement its investment policy.

10. Information on trends

10.1. Description of the most significant recent trends

The Issuer has not yet commenced operations or carried out its principal activities. Consequently, it is not possible to identify any recent business trends.

Furthermore, there has been no change in its financial performance as at the date of approval of the Prospectus.

10.2. Information on known trends, uncertainties, requirements, commitments or events which are reasonably likely to have a material impact on the Issuer's prospects at least during the current financial year

The following section presents information on known trends, uncertainties, requirements, commitments or events which the Management Company assesses, under reasonable circumstances, as likely to have a material impact on the Issuer's prospects for at least the current financial year.

As the Issuer's operations will be directly or indirectly exposed to conditions in the target countries, primarily in Slovenia, Croatia and Serbia, the macroeconomic situation, labour market conditions, inflation trends, the public finance position, the institutional and regulatory environment, and developments in individual segments of the Real Estate market.

The following section therefore presents selected factors that may influence the availability of investment opportunities, financing conditions, tenant demand, rent trends, occupancy rates and the valuation of the Investments. These factors are not intended to constitute a comprehensive macroeconomic forecast, but rather provide an overview of key trends and circumstances which, in the Management Company's view, constitute the relevant environment for the Issuer's ongoing operations.

A. The macroeconomic environment in the target region

a. Economic growth

The macroeconomic environment in Slovenia, Croatia and Serbia during the period 2024–2025 was characterised by stable yet structurally diverse economic growth[5] .

In Slovenia, growth in GDP will continue to be driven by domestic demand and exports, with the Bank of Slovenia's projections[6] for 2026 indicating a gradual strengthening of economic activity, which will depend primarily on the level of government expenditure on wages and pensions. The Bank of Slovenia's forecasts are also based on the state's investment activities linked to the utilisation of EU funds[7]. Such factors will support investment growth in Slovenia's main trading partners, which points to an increase in the Slovenian economy's exports.

In Croatia, economic growth will continue to be driven by fiscal reforms, rising domestic consumption and further convergence with the EU. The latter is reflected in the stable projections of the Croatian National Bank[8] and the European Commission, which forecast a slowdown and stabilisation of economic growth.

In Serbia, economic growth expectations for 2026 are the highest of all three countries. The International Monetary Fund (IMF) forecasts 3.6 per cent economic growth for Serbia[9] , driven by a relatively favourable fiscal policy, domestic consumption and extensive infrastructure investments, with economic activity expected to strengthen further in connection with preparations for Expo 2027[10] .

b. Labour market

The labour market in the countries of the target region exhibits distinct structural characteristics, which is reflected in significant variations in unemployment rates. Slovenia has one of the lowest unemployment rates in the region (4.1 per cent)[11] , which, together with wage growth of more than 3 per cent in 2025, is boosting domestic demand[12] . Serbia is facing a higher unemployment rate (8.7 per cent)[13] , but at the same time is recording a record-high labour force participation rate (51.2 per

[5] IMF, 2025 – World Economic Outlook (October 2025) – Real GDP growth
[6] Bank of Slovenia, 2025 – Review of macroeconomic developments and projections, December 2025 | Bank of Slovenia.
[7] HNB, 2025 – CNB's macroeconomic projections for Croatia – December 2025
[8] EU, 2025 – Economic forecast for Croatia – Economy and Finance – EU Commission
[9] IMF, 2025 – World Economic Outlook (October 2025) – Real GDP growth
[10] IMF, 2025 – IMF Executive Board Concludes the Second Review Under the Policy Coordination Instrument for the Republic of Serbia.
[11] Stat.si, 2025 – Active and inactive population, 4th quarter 2025
[12] Stat.si, 2025 – https://www.stat.si/StatWeb/Field/Index/15/74
[13] 2025, Sat.gov.rs – Labour market | Statistical Office of the Republic of Serbia

cent)[14] . In Croatia, labour market conditions remain stable. Unemployment remained moderate (4.3 per cent) in the year to December 2025[15] .

c. Public finances

The public finance position of the countries in the target region is stable. Slovenia is gradually reducing its public debt from 66.6% of GDP in 2024 to 65.2% in 2025 and to a projected 63.7% of GDP in 2026[16] . Croatia has reduced its public debt from 57.6% in 2024 to 56.2% of GDP in 2025; however, for 2026, economists estimate that no further reduction in debt is to be expected and forecast a debt-to-GDP ratio of 56.1%. Serbia, through fiscal discipline and moderate budget deficits, is maintaining a stable level of public debt, which stood at 47.5% in 2025; for 2026, this level is expected to be 47.0% of GDP[17] .

d. Inflation

In Slovenia, year-on-year inflation stood at 2.2% in December 2025, whilst at the end of the first quarter of 2026 it stood at 2.4% year-on-year[18] . Inflation in Croatia averaged 4.8% in 2025, yet lower inflationary pressures can already be observed in the first quarter of 2026, as annual inflation in Croatia stood at just 1.4% in February[19] . Inflationary pressures are also somewhat lower in Serbia, where annual inflation stood at 2.7% in 2025. This trend of stable inflation continues, as inflation in February stood at 2.5%[20] .

e. Institutional and regulatory environment

The institutional and regulatory environment in the South-Eastern European region varies between countries, with Slovenia and Croatia standing out for their relatively stable legal framework and effective protection of property rights. According to the Rule of Law Index, which measures the quality of institutions, legal certainty, protection of property rights and the enforcement of contracts, both countries rank above the global average, indicating a stable institutional environment for long-term property investments[21] . The target countries enjoy greater economic resilience and efficiency, as they rank above the regional average on the Index of Economic Freedom, which reached 59.9 in 2026[22] . Serbia maintains a slightly higher level of political uncertainty linked to regional issues and geopolitical orientations; however, despite relatively low scores on the rule of law index, it maintains economically favourable tax and fiscal policies, as assessed by the economic freedom index.

Overall, the region offers a combination of macroeconomic stability and above-average economic freedom compared with the global average.

Table: **Institutional environment of Target Markets: economic freedom and the rule of law**

	Index of Economic Freedom 2026	Ranking (out of 184 countries)	WJP Rule of Law Index 2025	Ranking (out of 143 countries)
Slovenia	69.7	34	0.68	26
Croatia	67.5	49	0.61	46
Serbia	65.0	62	0.47	96
Global average	60.7	--	0.55	--

Source: World Justice Project, Rule of Law Index 2025; World Economic Freedom Index, 2026

[14] 2025 – Statistical Release | Statistical Office of the Republic of Serbia
[15] DZS 2026 - Web | National Institute of Statistics
[16] EU, 2025 – Economic forecast for Slovenia – Economy and Finance – EU Commission
[17] RS, 2025 – Revised Fiscal Strategy for 2025 with Projections for 2026 and 2027
[18] BS, 2026 – Overview of macroeconomic trends, April 2026 | Bank of Slovenia
[19] DZS, 2026 – CIJ-2026-1-1/3 Consumer Price Indices, 2026 | National Institute of Statistics
[20] NBS 2026 – NBS Inflation Report – February 2026.docx
[21] World Justice Project, Rule of Law Index 2025
[22] World Economic Freedom Index, 2026

B. Overview of the commercial real estate market in the target region

The property market is broadly divided into residential real estate and commercial real estate, with the latter representing a key segment from the perspective of institutional investors and the generation of stable cash flows. Real Estate is further categorised into several basic sub-sectors, namely office, retail, industrial and logistics, hospitality and other specialised properties, which include, amongst others, properties with specific functional uses such as healthcare properties, data centres, student halls of residence, properties for the elderly, educational facilities, laboratories, research and development facilities, and other specialised Real Estate.

In addition to this sectoral classification, the commercial Real Estate market is also categorised according to the risk profile and expected return of individual Investments, using the established investment categories of Core, Core+, Value Add and Opportunistic. In clause 21.1. of the Prospectus (*'Investment Policy and Strategy'*), we describe in more detail the differences between the individual investment categories in terms of asset quality, cash flow stability, the level of management activity and the investment horizon, which are relevant to the REIC. Such multidimensional segmentation enables a comprehensive understanding of the market and forms the basis for defining the Issuer's investment policy and Investment Strategy, as set out later in this Prospectus.

a. Commercial Real Estate

Slovenia

The Ljubljana office market is characterised by significant structural changes, a limited supply of modern, prime-grade office space and a historically low vacancy rate of up to 3 per cent. Over the next two years, more than 110,000 m² of modern and energy-efficient office space will be completed. New projects emphasise sustainable design and compliance with sustainability criteria, which is encouraging tenants to move from older buildings to higher-quality premises. Consequently, the vacancy rate in the older part of the portfolio may increase, which could encourage further refurbishments. With higher demand and the arrival of new projects, a further rise in rents can also be expected[23] .

Croatia

The Zagreb office market remains stable, primarily due to the renewal of lease agreements against a backdrop of limited new supply. Over the next two years, more than 65,000 m² of new office space is expected to come onto the market. In prime locations, the vacancy rate remains below 4 per cent, whilst rents are generally stable, with the potential for moderate growth. The market has seen strong rent growth over the last few years, and new projects and further Investment will contribute to an even greater supply and better adaptation to tenants' needs, which will in turn have a positive impact on rent growth[24] .

Serbia

The Belgrade office market is gradually entering a phase of moderate recovery, supported by stable demand, increased investor interest and a rise in construction activity, with more than 220,000 m² of new office real estate expected to be delivered in the Belgrade area over the coming years. Demand for shared office space is growing, reflecting a shift towards more flexible and fully serviced forms of office use[25] .

Table: **Key comparative indicators — Commercial Real Estate**

Indicator	Slovenia	Croatia	Serbia
Rent for prime real estate (EUR/m²)	19	17	18
Secondary rents (EUR/m²)	11–14	13	–

[23] ARSO, 2024
[24] Ministry of Economy of the Republic of Croatia, 2024
[25] Reuters, 2026 – Serbia secures US sanctions waiver for its NIS oil firm, energy minister says | Reuters

Yield (%)	7.75%	7.25%	7.50%
Vacancy rate (%)	2.00 %	< 3%	–
Total floor area of all office real estates (m²)	> 650,000	< 1,200,000	< 1,100,000
Projects under construction (m²)	> 95,000	69,000	> 200,000

Sources: CBRE, Slovenia Ljubljana Office figures Q4 2025; CBRE, Croatia Zagreb Office figures Q4 2025; CBRE, Serbia Belgrade Office figures Q4 2025.

b. Logistics and industrial real estate

Slovenia

The Slovenian logistics and industrial market is gradually moving away from traditional owner-occupied projects and increasingly focusing on lettings models, as indicated by over 60,000 m² of new projects of this type. In the primary markets, there is a noticeable growth in modern logistics projects for lease and projects tailored to the needs of individual tenants. Sustainability criteria play a significant role in the development of modern warehousing facilities, influencing the design of new buildings and enhancing their appeal to tenants from the retail, logistics, pharmaceutical and automotive sectors[26] .

Croatia

The Croatian industrial and logistics market remains one of the fastest-growing segments of the property market, where we observed stable market activity in 2025 as well. In the coming years, the industrial stock is expected to increase by more than 120,000 m², driven by new development projects and strong demand for modern logistics space. Zagreb remains the central logistics hub, and the vacancy rate remains low despite active construction of new facilities. Rents remain stable following previous increases, whilst the decline in yields reflects a more favourable investor sentiment. The sector is demonstrating resilience and potential for further growth, supported by infrastructure investments and sustained demand from logistics and distribution activities[27] .

Serbia

The Serbian light industry and logistics market remains active, with numerous planned and ongoing projects across various parts of the country. Demand remains strong, particularly from distribution and logistics companies. Serbia's position as an attractive manufacturing location is further supported by its strategic location, the availability of modern industrial facilities, and relatively efficient site selection and project approval procedures compared to some neighbouring markets. Rents have remained stable since the start of the year, with rents for urban logistics generally higher, pushing yields up to around 8%[28] .

Table: Key comparative indicators — Logistics and industrial Real Estate

Indicator	Slovenia	Croatia	Serbia
Rent for prime real estate (EUR/m²)	7.50	6.50	4.75
Yield (%)	7.00%	7.00–7.25%	8.00%
Vacancy rate (%)	< 5 %	–	–
Total floor area of all logistics real estates (m²)	–	570,000	710,000
Projects under construction (m²)	> 60,000	> 120,000	> 100,000

Sources: CBRE, Slovenia Ljubljana Industrial Market Figures Q2 2025; CBRE, Croatia Zagreb Industrial Market Figures Q2 2025; CBRE, Serbia Belgrade Industrial Market Figures Q2 2025.

[26] CBRE, 2025 – Ljubljana_Office_Figures_Q4_20.pdf
[27] CBRE, 2025 – Zagreb_Office_Figures_Q4_2025.pdf
[28] CBRE, 2025 – Belgrade Office Figures Q4 2025

c. Retail real estate

Slovenia

The Slovenian retail real estate market is increasingly characterised by mixed-use developments that combine retail and office space and contribute to the creation of multi-purpose urban areas. In the retail real estate segment, the importance of sustainability criteria is also growing, as retailers and tenants are increasingly incorporating sustainability considerations into their business strategies and brand management[29] .

Croatia

The Croatian real estate market for retail properties saw relatively subdued activity in 2025, with retail parks remaining the most active segment. Total supply is expected to increase by approximately 10 per cent, with development focused primarily on Zagreb and secondary cities. New projects are increasing the supply of modern retail space and supporting infrastructure, whilst the future plans of the largest investors will further strengthen the presence of retail parks across the country. The entry of new retailers remains limited, as these generally focus first on Zagreb and only then on coastal cities. Rents remain stable, whilst the overall outlook for the sector remains positive, supported by active construction and steady demand[30] .

Serbia

The Serbian retail real estate market has stabilised following a very active previous period, with retail parks remaining an important part of the sector's further development. Construction activity remains relatively high, reflecting continued investor confidence. Developers are focusing on tenant diversification, the introduction of new retail concepts and the refurbishment of existing properties with the aim of improving the user experience. Sustainability criteria are increasingly influencing the design, management and modernisation of properties. Demand remains stable, supported by consumer activity and the sector's role in the development of urban areas[31] .

Table: **Key comparative indicators — Retail Real Estate**

Indicator	Slovenia	Croatia	Serbia
Average rent – shopping centre (EUR/m²)	19–22	21–23	26–29
Average rent – retail parks (EUR/m²)	10–13	10–12	9–12
Prime rent – shopping centre (EUR/m²)	45	45	60
Yield – shopping centres (%)	8.00%	8.00%	8.25%
Yield – retail parks (%)	7.25%	7.75	7.50%
Total floor area of all shopping centres (m²)	210,000	639,000	431,000

Sources: CBRE, Slovenia Ljubljana Retail Figures Q1 2025; CBRE, Croatia Zagreb Retail Figures Q1 2025; CBRE, Serbia Belgrade Retail Figures Q2 2025.

The macroeconomic and market factors set out above provide a basis for understanding the trends that will directly and indirectly influence the implementation of the Issuer's investment policy and Investment Strategy, as set out in clause 21. of the Prospectus ('*Investment Policy and* Strategy'). Changes in macroeconomic factors, particularly interest rates, inflation, financing costs, labour market conditions and energy prices, as well as specific market factors such as rent levels, occupancy rates and required Real Estate yields, affect the availability of investment opportunities, the stability of rental income, the valuation of assets and the expected risk-return profile of individual Investments.

[29] CBRE, 2025 – Ljubljana Industrial Market
[30] CBRE 2025, Zagreb_Industrial_Market_Figures.pdf
[31] CBRE 2025, Belgrade_Industrial_Figures_Q2.pdf

11. Profit forecasts or estimates

The Issuer has not included any profit forecasts or estimates in the Prospectus, as it has not publicly disclosed any financial data, comments, estimates or forecasts relating to future periods.

12. Administrative, management and supervisory bodies and senior management

12.1. The Issuer's bodies

The Issuer has a two-tier management system comprising the Management Board and the Supervisory Board.

12.1.1. The Issuer's Management Board

The function of the Issuer's Management Board is performed by the Management Company pursuant to Article 55 of the ZOAIS (*'management of an investment company'*). The Management Company, as the Management Board, manages the Issuer's business and represents it in all matters, except those in which the Issuer's Supervisory Board is authorised to represent the Issuer.

The Management Company is also authorised and responsible for providing management services to the Issuer, which, in accordance with Article 57 of the ZUAIS (*'AIF management services'*) comprises asset management services (concluding legal transactions relating to the Issuer's assets, disposing of the Issuer's assets to fulfil obligations arising from transactions concluded in the course of managing the Issuer's assets, accepting the fulfilment of the other contracting party's obligations on the basis of transactions concluded in the course of managing the Issuer's assets, and exercising rights arising from the Issuer's securities or other Investments, as well as managing the Issuer's risks), and additional services related to the management of the Issuer.

The Management Company has entered into a Management Agreement with the Issuer, under which it has undertaken to manage the Issuer in accordance with the Articles of Association and applicable regulations, whilst the Issuer has undertaken to pay the Management Company a Management Fee and to reimburse it for other costs relating to the management of the Issuer, as specified in the Articles of Association. The SMA has given its consent to the Management Agreement.

The Management Company is authorised by the Issuer to act in the name and on behalf of the Issuer and is thus authorised and responsible for managing the Issuer as an external manager. All provisions of the ZUAIS and ZOAIS applicable to alternative investment fund managers apply to the Management Company. In addition to its responsibility for managing the Issuer to the extent specified by the ZUAIS, the Management Company is also liable as the Management Board in accordance with the provisions of the ZGD-1.

The Management Company is represented and acted on behalf of by the Management Company's Management Board in accordance with the Management Company's articles of association and the ZGD-1. The Management Board of the Management Company ensures the implementation of the Issuer's Investment Strategy and other rules as set out in the Articles of Association, and ensures that operations comply with the Issuer's other documentation and applicable regulations. Within the framework of its organisational structure for the provision of services and the conduct of business relating to the management of alternative investment funds, the Management Company authorises individual natural persons and ensures that contracts are in place at all times with the relevant employees and that such employees are available to perform tasks relating to the management of the Issuer's assets in accordance with the Articles of Association and applicable regulations.

The Management Company covers the risk of professional liability – that is, the risk of loss or damage that the person concerned might cause through negligent performance of their duties and for which the Management Company would be liable – with additional own funds.

In its capacity as the Management Board, the Management Company decides on all matters relating to the Issuer's operations, including the management of the Issuer's assets in accordance with the

Issuer's investment policy, as set out in the Articles of Association, the Investment Strategy and applicable regulations.

When making decisions, the Management Company must act with the diligence of a prudent professional, in good faith, transparently and in the exclusive interests of the Issuer and its Investors. The Management Company is obliged to ensure that all relevant professional standards, risk assessments and Real Estate management principles are taken into account in decision-making, and that decisions are duly documented.

The Management Company may, in accordance with its internal regulations, establish an Investment Committee, which is a professional body of the Management Company and plays a key role in decision-making regarding the investment policy and the management of the Issuer's Investments. The Investment Committee operates in accordance with the Management Company's internal regulations, which set out in detail its mode of operation, decision-making procedure, quorum, voting rules, meeting documentation and other procedural matters. Members of the Investment Committee are not entitled to any remuneration from the Issuer for the exercise of their powers and responsibilities in their capacity as members of the Management Company's Investment Committee.

The term of office of the Management Board is not limited.

a. Details of the Issuer's Management Board:

Title	Position	Date of appointment	Term of office	Business address
NLB Funds, Asset Management, Ltd.	Management Board and Management Company	4 May 2026	Unlimited	Tivolska cesta 48, 1000 Ljubljana

The Management Company was established on 21 November 2003 by its sole shareholder, NLB, d.d., and, as a management company engaged in asset management, holds the status of a strategic financial member within the NLB Group. The Management Company also wholly owns two subsidiary management companies, namely NLB Fondovi a.d. Beograd Društvo za upravljanje UCITS fondom, with its registered office at Vladimira Popovića 6, Apartment 301, 11070 Novi Beograd, Republic of Serbia, and NLB Fondovi a.d., Skopje, with its registered office at Blvd. Partizanski odredi 14A-1/2, 1000 Skopje, North Macedonia.

The Management Company holds:

- a licence to provide investment fund management services in accordance with ZISDU-3, pursuant to the SMA Decision, ref. no. 25/36/AG-03-(631) dated 22 October 2003,
- a licence to provide portfolio management services under the ZTFI-1, pursuant to the SMA Decision, ref. no. 40220-10/2023-10 dated 30 January 2014, and
- a licence to provide alternative investment fund management services with a private equity strategy in accordance with the ZUAIS, pursuant to the SMA Decision, ref. no. 40220-16/2024-9 dated 4 July 2024, and a licence to provide alternative investment fund management services with a real estate fund strategy in accordance with the ZUAIS, pursuant to the SMA Decision, ref. no. 40220-4/2026-6 dated 5 March 2026.

b. Details of the Management Company's management:

First name and surname	Position	Date of appointment	Term of office	Business address
Luka Podlogar	President of the Management Board	16 February 2023	16 February 2027	Tivolska cesta 48, 1000 Ljubljana
Blaž Bračič	Member of the Management Board	11 December 2022	11 December 2026	Tivolska cesta 48, 1000 Ljubljana

Luka Podlogar, President of the Management Board of the Management Company

Education:

- Bachelor of Economics, University of Ljubljana, Slovenia;
- Master of Business Administration (MBA), IESE Business School, Barcelona, Spain.

Work experience and positions held:

Luka Podlogar has over 20 years' experience in asset management within the financial sector.

As at the date of approval of the Prospectus, Luka Podlogar serves as President of the Management Board of NLB Funds, Asset Management, Ltd. As President of the Management Board, he is responsible for the management of investment and alternative investment funds, group management, finance, accounting and business monitoring, controlling, ensuring operational compliance – including anti-money laundering and counter-terrorist financing – as well as information security and internal audit.

Until February 2023, Luka Podlogar was employed at Generali Investments d.o.o. (formerly KD Funds d.o.o.), where he served as President of the Management Board from July 2013, having previously served as a Member of the Management Board. Prior to that, he was employed at KD Group d.d. as Head of Corporate Development, at Citigroup Global Markets in London as an investment banker (Associate/Vice President), at American Express International in London as a treasury project manager, at Parsek as Chief Operating Officer, and at Deloitte & Touche as a business analyst.

Area of responsibility within the Issuer:

President of the Management Board of the Management Company, which is the Issuer's Management Board.

Declaration of no criminal convictions, non-involvement in criminal proceedings, bankruptcies or fraud:

Over the past five years, Luka Podlogar has not been:

i. convicted of the criminal offence of fraud or any other criminal offence;
ii. a member of the management or supervisory body or a senior executive of a company in bankruptcy proceedings, a company that has been wound up, or a company that has been involved in any way in proceedings under the legislation governing insolvency proceedings;
iii. any person who has been publicly charged with or sanctioned by the competent authorities, including professional bodies;
iv. deemed unsuitable for a position on an administrative, management or supervisory body, or for activities in the management or direction of business.

Blaž Bračič, Member of the Management Board of the Management Company

Education:

- Bachelor of Economics, University of Ljubljana, Slovenia.

Work experience and positions held:

Blaž Bračič has over 20 years' experience in the financial sector.

As at the date of approval of the Prospectus, Blaž Bračič serves as a Member of the Management Board of NLB Funds, Asset Management, Ltd. As a Member of the Management Board, he is responsible for the individual management of clients' assets, risk management, information technology, legal and human resources matters, direct sales to legal entities and professional investors, marketing, distributors and public relations, as well as ESG and sustainable development.

He has been employed at NLB Funds, Asset Management, Ltd. since 1 October 2005. Prior to his appointment as a Member of the Management Board, he held several key positions, namely as an

asset manager, Head of the Marketing and Sales Department, and Director of the Marketing and Sales Sector.

Area of responsibility within the Issuer

Member of the Management Board of the Management Company, which is the Issuer's Management Board.

Declaration of no criminal convictions, non-involvement in criminal proceedings, bankruptcies or fraud:

Over the past five years, Blaž Bračič has not been:

i. convicted of the criminal offence of fraud or any other criminal offence;
ii. a member of the management or supervisory body or a senior executive of a company in bankruptcy proceedings, a company that has been wound up, or a company that has been involved in any way in proceedings under the legislation governing insolvency proceedings;
iii. any person who has been publicly charged with or sanctioned by the competent authorities, including professional bodies;
iv. deemed unsuitable for a position on an administrative, management or supervisory body, or for activities in the management or conduct of business.

c. Functions of members of the Management Company's management outside the Issuer:

First name and Surname	Entity	Role	As at the date of the Prospectus
Luka Podlogar	NLB Skladi – Zeleni prehod I A, namenska družba za naložbe, d.o.o.	President of the Management Board	YES
	NLB Fondovi a.d., Skopje	Board of Directors – Chairman and non-executive member	YES
	RESALTA GRADSKO OSVETLJENJE I ENERGETSKA OBNOVA ZGRADA D.O.O., BEOGRAD	Supervisory Board – Chairman	YES
	AmCham Slovenia	Board of Governors – Member	YES
	Plavalni klub Olimpija	Board of Directors – member	YES
Blaž Bračič	NLB Skladi – Zeleni prehod I A d.o.o.	Member of the Management Board	YES
	NLB Fondovi a.d., Beograd	Supervisory Board – Chairman	YES
	Združenje družb za upravljanje investicijskih skladov – GIZ, Ljubljana	Management Board – Member	YES

12.1.2. Supervisory Board of the Issuer

The Issuer has a Supervisory Board comprising a minimum of 3 and a maximum of 5 members.

The term of office for members of the Supervisory Board is four years, with the possibility of reappointment.

The Supervisory Board supervises the management of the Issuer's business and is responsible for approving the annual report. The Supervisory Board may inspect and examine the Issuer's books and records, its cash, securities held in custody, stock of goods and other assets. The Supervisory Board may request from the Management Board any information necessary for the performance of its supervisory duties. The Supervisory Board may convene a General Meeting. The Supervisory Board submits a proposal to the General Meeting for the appointment of an auditor. The management of the Issuer's affairs may not be delegated to the Supervisory Board. The Supervisory Board, represented by its Chair, also represents the Issuer in its dealings with the Management Company.

a. Details of the members of the Issuer's Supervisory Board:

First name and surname	Position	Date of appointment	Term of office
Jure Kvaternik	Chairman of the Supervisory Board	4 May 2026	27 May 2030
Špela Rihar	Deputy Chair of the Supervisory Board	4 May 2026	27 May 2030
Andrej Koprivec	Member of the Supervisory Board	4 May 2026	27 May 2030

Members of the Supervisory Board can be contacted at the Management Company's registered office, i.e. at Tivolska cesta 48, 1000 Ljubljana.

Jure Kvaternik, Chairman of the Issuer's Supervisory Board

Education:

- Bachelor's degree in Economics, Faculty of Economics and Business, University of Maribor, Slovenia;
- Certified Accountant, Slovenian Institute of Auditors;
- training for members of Supervisory Boards and Management Boards (2017).

Work experience and positions held:

Jure Kvaternik has over 20 years' experience in the fields of finance, accounting, management accounting, risk management, strategic planning and corporate governance. He began his career in accounting and, between 2004 and 2008, served as chief accountant at Elan d. d. Between 2008 and 2019, he worked at KD Group d. d., initially as Deputy Finance Director and subsequently as Executive Director for Finance, Accounting and Controlling. Between 2016 and 2019, he was a Member of the Management Board of Adriatic Slovenica d. d., responsible for finance. Between 2019 and 2023, he served as a Member of the Management Board of Bankart d. o. o., responsible for finance, accounting, controlling, risk management, internal audit, and legal and general affairs. From February 2023 to October 2025, he served as President of the Management Board of Deželna banka Slovenije d. d. Since November 2025, he has been Director of AIO d. o. o., where he provides consultancy services.

Jure Kvaternik also has significant experience in supervisory roles, having served as a member of Supervisory Boards or equivalent bodies in several companies, banks and insurance companies.

Role within the Issuer:

Chairman of the Issuer's Supervisory Board.

Declaration of no criminal convictions, non-involvement in criminal proceedings, bankruptcies or fraud:

Over the past five years, Jure Kvaternik has not been:

i. convicted of the criminal offence of fraud or any other criminal offence;
ii. a member of the management or supervisory body or a senior executive of a company in bankruptcy proceedings, a company that has been wound up, or a company that has been involved in any way in proceedings under the legislation governing insolvency proceedings;
iii. any person who has been publicly charged with or sanctioned by the competent authorities, including professional bodies;
iv. deemed unsuitable for a position on an administrative, management or supervisory body, or for activities in the management or direction of business.

Špela Rihar, Deputy Chair of the Issuer's Supervisory Board

Education:

- Bachelor of Economics, Faculty of Economics, University of Ljubljana, Slovenia;
- Certified business valuer (Slovenian Institute of Auditors);
- court-appointed expert in the field of economics – business valuation (Ministry of Justice);
- training for members of Supervisory Boards and Management Boards (NEBRA, 2025).

Work experience and positions:

Špela Rihar has nearly 20 years' experience in financial consultancy, business valuation and financial analysis. She began her career as a financial analyst at P&S Svetovanje d. o. o. Between 2010 and 2020, she was employed at KF Finance d. o. o., where she served as a partner specialising in financial consultancy and business valuation, and participated in numerous projects involving business valuations, due diligence and corporate financial restructuring. Since 2021, she has been working as a self-employed business and financial consultant.

Špela Rihar also has experience in supervisory roles, having served as a member of the Supervisory Boards of several companies.

Scope of responsibilities within the Issuer

Deputy Chair of the Issuer's Supervisory Board.

Declaration of no criminal convictions, non-involvement in criminal proceedings, bankruptcies or fraud:

Over the past five years, Špela Rihar has not been:

i. convicted of the criminal offence of fraud or any other criminal offence;
ii. a member of the management or supervisory body or a senior executive of a company in bankruptcy proceedings, a company that has been wound up, or a company that has been involved in any way in proceedings under the legislation governing insolvency proceedings;
iii. any person who has been publicly charged with or sanctioned by the competent authorities, including professional bodies;
iv. deemed unsuitable for a position on an administrative, management or supervisory body, or for activities in the management or direction of business.

Andrej Koprivec, member of the Issuer's Supervisory Board

Education:

- Bachelor of Economics, Faculty of Economics, University of Ljubljana, Slovenia;
- Certified Auditor (Slovenian Institute of Auditors);
- ACCA (Association of Chartered Certified Accountants), Fellow (FCCA);
- CFA (Chartered Financial Analyst);
- training for members of Supervisory Boards and Management Boards (Association of Supervisory Board Members of Slovenia, 2015).

Work experience and positions held:

Andrej Koprivec has over 20 years' experience in the fields of finance, auditing, investment decision-making, restructuring, and mergers and acquisitions (M&A). He began his career at the international audit firms Ernst & Young and PricewaterhouseCoopers. He subsequently led projects for banks, insurance companies and private equity funds as Director of Mergers and Acquisitions (M&A) at Publikum d. o. o., before working as a senior associate at Deloitte, where he was involved in conducting financial reviews, asset quality reviews (AQR), stress tests and complex transactions. Between 2014 and 2017, he was a member of the board of directors at Avtotehna d. d., where he was involved in the restructuring of the group and the management and disposal of its property portfolio. He has since continued his career in the fields of financial consultancy, restructuring and business optimisation.

Among other roles, he serves as Director of M&A and Restructuring at Andersen Slovenia d. o. o. and acts as a partner at the international consultancy firm ADMETAM Business Consultants GmbH.

Andrej Koprivec also has significant experience in supervisory roles, having served as a member of Supervisory Boards and as chairman of audit committees in several companies.

Role within the Issuer:

Member of the Issuer's Supervisory Board.

Declaration of no criminal convictions, non-involvement in criminal proceedings, bankruptcies or fraud:

Over the past five years, Andrej Koprivec has not been:

i. convicted of the criminal offence of fraud or any other criminal offence;
ii. a member of the management or supervisory body or a senior executive of a company in bankruptcy proceedings, a company that has been wound up, or a company that has been involved in any way in proceedings under the legislation governing insolvency proceedings;
iii. any person who has been publicly charged with or sanctioned by the competent authorities, including professional bodies;
iv. deemed unsuitable for a position on an administrative, management or supervisory body, or for activities in the management or conduct of business.

b. Functions of members of the Issuer's Supervisory Board outside the Issuer:

First name and Surname	Entity	Role	As at the date of the Prospectus
Jure Kvaternik	AIO, d.o.o.	Legal representative and owner	YES
	Etrel d.o.o.	Authorised signatory	YES
	Ocean EV Charging, d.o.o.	Authorised signatory	YES
	RB DVA, d.o.o.	Director	YES
	D56, d.o.o.	Director	YES
	TIM MEDIFIT, Ltd.	Shareholder	YES
Špela Rihar	Avere, družba za vrednotenje in finančno svetovanje,, d.o.o.	Legal representative and owner	YES
	Poslovno svetovanje, Špela Rihar, s.p.	Director	YES
Andrej Koprivec	ADMETAM poslovno Svetovanje d.o.o.	Director	YES
	KOPRICO, podjetniško svetovanje in prevajanje, d.o.o.	Director	YES

12.1.3. Senior management of the Issuer

As at the date of approval of this Prospectus, no person within the Issuer's group holds a senior management position.

12.2. Conflicts of interest involving the Management Company, the Management Company's Management Board and the Issuer's Supervisory Board

The Management Company acts as the Management Board and external manager of the Issuer and is, at the same time, its founder and the Major Shareholder as at the date of approval of the Prospectus. As explained in clause 6. of the Prospectus ('*Organisational Structure*'), it is expected that, in the event of a successful public offering of New Shares to Investors, the Issuer's ownership structure will change significantly and the Issuer will no longer hold a majority stake in the Issuer in terms of capital

participation; but will continue to perform the functions of the Management Board and external manager on the basis of the Management Agreement and in accordance with applicable regulations, under the supervision of the SMA.

As part of the provision of the services for which it is authorised, the Management Company also manages other investment funds, alternative investment funds and individual investment portfolios. In view of the above, circumstances may arise that could lead to a (potential) conflict of interest between the Management Company's duties towards the Issuer and the Investors and the Management Company's other services. To manage these (potential) conflicts of interest, the Issuer and the Management Company implement appropriate organisational and operational measures, which include, in particular, the establishment of internal rules and procedures for identifying, monitoring and managing conflicts of interest, and the segregation of functions and decision-making where appropriate. Where organisational and operational measures are insufficient to comprehensively manage a conflict of interest, appropriate disclosure of such conflicts of interest to Investors shall be ensured.

A potential conflict of interest could also arise from the Agreement with the Lead Manager, which is disclosed in clause 17. of the Prospectus (*'Transactions between related parties*') or *the 'Agreement on Support Services in Connection with a Real Estate Investment Company',* which the Management Company has entered into with the Lead Manager and which is disclosed in clause 23.2. of the Prospectus (*'Description of other fees that may be material*'). The Issuer explains that the Agreement with the Lead Manager was concluded for the provision of investment services in connection with the public offering of New Shares, which, in accordance with applicable regulations, may only be provided by a person who holds the appropriate authorisation to provide investment services and possesses the relevant professional knowledge, experience and organisational and administrative capacity to carry out such services. An agreement on support services has also been concluded with the Lead Manager, as the Lead Manager possesses professional expertise and many years' experience in the field of capital markets, investor relations and support in the implementation of corporate activities, and, owing to its long-standing provision of investment services and professional reputation, has an established position in the capital market of the Republic of Slovenia. Prior to concluding the aforementioned contracts, the Management Company assessed that the services covered by these contracts are necessary for the successful execution of the public offering of the New Shares and for the effective support of Investors and REIC's operations. The fees were agreed on standard market terms and are commensurate with the nature, scope and quality of the services actually provided. The fees do not prevent the Management Company from fulfilling its duty to act in the best interests of the Issuer, Potential Investors or Investors.

Potential conflicts of interest may also arise in the future in relation to companies within the Management Company's group, in particular NLB d.d., from which the Issuer or the Management Company might, in the name and on behalf of the Issuer, take out a loan or other form of financing, thereby incurring interest costs and other borrowing costs for the Issuer. To manage the aforementioned (potential) conflicts of interest, the Issuer and the Management Company implement appropriate organisational and operational measures, which include, in particular, the establishment of internal rules and procedures for identifying, monitoring and managing conflicts of interest, in particular by carrying out appropriate enquiries regarding available financing options, the obligation to obtain multiple comparable offers where this is possible and appropriate given the circumstances of the individual transaction, and concluding transactions on market terms. In doing so, the internal rules, procedures and standards of the Management Company's group are also taken into account, with the aim of ensuring that the financing terms for the Issuer are appropriate and in the best interests of the Issuer's shareholders.

Except as disclosed above, as at the date of approval of the Prospectus, the Issuer is not aware of any other actual or potential conflicts of interest arising from the performance of the duties of the members of the Management Company's management, the Management Company's Management Board and the members of the Management Company's Supervisory Board, and their private interests and/or other obligations.

Members of the Management Company's Management Board and members of the Issuer's Supervisory Board are required to act in accordance with the applicable legislation on the prevention

of market abuse when trading in the Issuer's shares, including provisions prohibiting trading on the basis of inside information and restrictions on trading during closed periods.

13. Remuneration

13.1. The Issuer's Remuneration Policy

The Issuer has adopted a remuneration policy for the Management Board and members of the Issuer's Supervisory Board, which sets out the principles, criteria and procedures for determining remuneration and is in accordance with the ZGD-1, the ZOAIS, the Issuer's Articles of Association and other applicable regulations. The Issuer's remuneration policy is aimed at promoting prudent and effective management, the long-term development and sustainability of the Issuer, and takes into account the interests of Investors.

The Management Company's remuneration for performing the functions of the Issuer's Management Board and providing management services to the Issuer is defined as the Management Fee in Article 29 of the Issuer's Articles of Association (*'Management Fee'*). The Management Fee comprises a basic management fee, which is paid periodically, and an aquisition fee, which is a one-off payment linked to the purchase of an individual Investment.

The basic management fee depends on the net asset value, as follows:
- 2 % per annum of the net asset value, if the net asset value is less than EUR 300,000,000.00; or
- 1.75 % per annum of the net asset value, if the net asset value is EUR 300,000,000.00 or more.

Upon each acquisition of an Investment, the Management Company is also entitled to an aquisition fee equal to 1 % of the value of the Real Estate specified in the contract for the acquisition of the Investment.

The Management Company is not entitled to any share of the Issuer's profits by way of a performance fee (hereinafter: **'Performance Fee**'). The introduction of a Performance Fee in the form of a share in the Issuer's profits is permissible exclusively on the basis of an amendment to the Articles of Association and in compliance with all applicable regulations governing such performance-related remuneration mechanisms for managers.

The remuneration of members of the Issuer's Supervisory Board is determined by a resolution of the Issuer's General Meeting and consists of a fee for performing their duties or attendance fees, as well as reimbursement of expenses incurred in the performance of their duties. Members of the Issuer's Supervisory Board are not entitled to variable remuneration, profit-sharing or other forms of performance-related remuneration.

The Issuer's remuneration policy will be published on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID) no later than the date of the Shares' admission to trading on the regulated market of the Ljubljana Stock Exchange.

The Issuer's Management Board and members of the Supervisory Board had not received any remuneration by the date of approval of the Prospectus; therefore, no information is available regarding such remuneration, nor is there any information regarding the total amount set aside to provide for pensions, retirement benefits or similar payments.

13.2. Remuneration policy of the Management Company

For persons whose work is of a special nature, including the Management Board of the Management Company and employees of the Management Company, who, through their duties and actions, may significantly influence the risk profile of the Management Company or the Issuer under the Management Company's management, the Management Company's remuneration policy applies, which covers all the Management Company's activities, including the management of the real estate investment company, and complies with regulations governing asset management.

The Management Company's remuneration policy is designed to support prudent and effective risk management and to maintain a robust, reliable and transparent remuneration system; it sets out the general principles of remuneration and specifies the types and forms of remuneration (rewards) for the Management Company's employees, the role of the Management Company's governing bodies in remuneration, and the method of aligning remuneration with risk.

The remuneration system is based on a balanced ratio between fixed and variable remuneration. Variable remuneration is determined taking into account the performance of the Management Company, individual organisational units, products or services, and the individual performance of each employee, taking into account quantitative and qualitative performance criteria, including risk criteria, compliance and the interests of investors. The remuneration of employees in internal control functions is determined independently of the performance of the business areas they oversee.

The remuneration policy sets out the maximum possible amount of variable remuneration and the mechanisms for adjusting remuneration in line with risk. Where the conditions are met, part of the variable remuneration is paid in financial instruments or its payment is deferred. In the event of negative trends, serious breaches, misconduct or uneconomical conduct, the Management Company may reduce or withhold payment of the deferred portion of variable remuneration, or may require the repayment of any portion of variable remuneration already paid.

The remuneration policy and any amendments thereto are adopted by the Management Company's Supervisory Board, which also oversees its implementation. The Remuneration Committee, acting as an advisory body to the Management Company's Supervisory Board, provides expert and independent assessments of the remuneration policy and its application in practice, and prepares proposals for decisions by the Supervisory Board regarding remuneration. Details of the Management Company's remuneration policy are published on the Management Company's website (https://www.nlbskladi.si/o-nas#akti-druzbe).

The remuneration of persons performing specific roles within the Management Company is disclosed in the Management Company's Annual Report, which is available on the AJPES website (https://www.ajpes.si). The data relate to the previous calendar year, during which the Management Company had not yet provided services for managing a real estate investment company.

14. Standard procedures of the Management Board

14.1. Term of office of the Issuer's Management Board and Supervisory Board members and the Management Company's Management Board

The Issuer's Management Board and members of the Supervisory Board assumed their terms of office upon the Issuer's incorporation.

The Management Company, as the Issuer's Management Board, in accordance with the second paragraph of Article 61 of the ZOAIS (*'powers of the General Meeting of an investment company and the Supervisory Board regarding the appointment and dismissal of the AIF manager*'), has no fixed term of office, whilst the term of office of members of the Supervisory Board is, in accordance with the Issuer's Articles of Association, limited to four years, with the possibility of reappointment.

A Member of the Management Board of the Management Company is appointed for a term not exceeding five years and may be reappointed after that period.

14.1.1. Information on the Issuer's Management Board, the Management Company's Management Board and the members of the Issuer's Supervisory Board

a. Information on the Issuer's Management Board

Management Board	Position	Date of appointment	Date of expiry
NLB Funds, Asset Management, Ltd.	Management Board and manager	4 May 2026	Unlimited

b. Details of the Management Company's Management Board

First name and surname	Position	Date of appointment	Expiry date
Luka Podlogar	President of the Management Board	16 February 2023	16 February 2027
Blaž Bračič	Member of the Management Board	11 December 2022	11 December 2026

c. Details of members of the Issuer's Supervisory Board

First name and surname	Position	Date of appointment	Expiry date
Jure Kvaternik	Chairman of the Supervisory Board	4 May 2026	27 May 2030
Špela Rihar	Deputy Chair of the Supervisory Board	4 May 2026	27 May 2030
Andrej Koprivec	Member of the Supervisory Board	4 May 2026	27 May 2030

14.1.2. Contracts between the Management Company's Management Board and members of the Issuer's Supervisory Board and the Issuer

The Management Board of the Management Company and the members of the Issuer's Supervisory Board have not entered into any contracts with the Issuer for the provision of services that would provide for compensation following the termination of employment or the cessation of their duties.

14.2. Audit Committee and Remuneration Committee

14.2.1. Audit Committee

The Supervisory Board shall appoint an Audit Committee no later than when the Issuer becomes a public-interest entity, i.e. when the Issuer's shares are admitted to trading on a regulated market.

The Supervisory Board shall adopt the rules of procedure for the Audit Committee, which shall set out its composition, powers and mode of operation as a professional and advisory body to the Supervisory Board. The Audit Committee shall consist of a chairperson and at least two members, at least one of whom shall be an independent expert qualified in accounting or auditing. The remaining members of the Audit Committee shall be independent members of the Supervisory Board.

The Committee will have unrestricted access to all necessary information and will monitor the effectiveness of internal controls, risk management and audit procedures, oversee the auditor's independence and participate in the auditor's selection. It will report regularly to the Supervisory Board on its findings and proposals. The committee's work will be led by the chair, who will convene and chair meetings and ensure that draft resolutions are prepared. The committee will hold confidential meetings, which will, as a rule, take place at least twice a year.

14.2.2. Remuneration Committee

The Issuer has not established a Remuneration Committee.

All persons entitled to remuneration arising from or in connection with the provision of real estate investment company management services are appropriately included in the Management Company's remuneration system. To implement and oversee the remuneration system at the Management Company, the Management Company has established a Remuneration Committee which, amongst other things, monitors the implementation of the remuneration policy, assesses its effectiveness, monitors the alignment of remuneration with management objectives, and ensures that the remuneration system does not encourage the taking of excessive risks. The Remuneration Committee

operates in accordance with the Management Company's internal regulations and in compliance with applicable legislation.

The Issuer will regularly review the adequacy of such arrangements and, where necessary, adapt them in line with changes in the scope of business, structure or regulatory requirements.

14.3. Corporate Governance Arrangements

The Issuer operates in accordance with the principles of good corporate governance. To this end, the Issuer has adopted a Corporate Governance Policy, the purpose of which is to create an environment of trust, transparency and accountability necessary to promote long-term investments, financial stability and business integrity.

To achieve these objectives, the Corporate Governance Policy sets out the Issuer's key management guidelines and identifies the Issuer's relevant stakeholders, the system for the allocation of responsibilities and powers amongst members of the management and supervisory bodies, a description of the policy on transactions between the Issuer and related parties, and other strategic guidelines of key importance to the Issuer.

Once the Shares have been admitted to regulated trading, the Issuer will also align its operations with the standards of the Slovenian Code of Corporate Governance for Public Limited Companies.

14.3.1. Significant impacts on corporate governance

At the time of the Prospectus's issue, the Issuer is wholly owned by the Management Company. Under this ownership structure, the Management Company exercises all rights attached to the shares and may significantly influence decision-making falling within the remit of the Issuer's General Meeting, as well as the composition of the Issuer's supervisory bodies.

In the event of a successful public offering of New Shares to Potential Investors, the ownership structure will change significantly. The Management Company will no longer be the Issuer's sole or Major Shareholder. The rights currently exercised by the Management Company as the Major Shareholder will pass to the General Meeting of Investors who subscribe for and pay up the Issuer's New Shares. This change in the ownership structure will establish dispersed ownership amongst the Investors and bring the Issuer's corporate governance into line with the arrangements typical of public companies; it will also reduce the possibility of the Management Company's group exerting indirect influence over the Issuer's corporate governance.

15. Employees

15.1. Number of employees

As at the date of approval of the Prospectus, the Issuer has no employees of its own.

Pursuant to the third paragraph of Article 55 of the ZOAIS (*'Management of investment companyCompany'*), the Management Company shall, within the framework of its organisational structure for the provision of services and the conduct of business related to the management of the Issuer, authorise its employees or delegate the provision of individual services or the conduct of business to another person in accordance with the provisions of the ZUAIS. In doing so, the number of persons involved, whether employees or external contractors, will be commensurate with the scale and complexity of the Issuer's business and will at all times be sufficient to ensure the effective, prudent and compliant management of the Issuer and the smooth performance of all key management functions.

15.2. Shares and share options

As at the date of approval of the Prospectus, the Management Company is the direct holder of 100% of the Existing Shares, which it acquired upon the Issuer's incorporation.

The Management Company's stake in the share capital	
Contribution	EUR 1,000,000.00
Number of Existing Shares	100,000

None of the other persons listed in clause 12. of the Prospectus *('Administrative, management and supervisory bodies and senior management of the Issuer')* holds any Existing Shares as at the date of approval of the Prospectus.

There are no share options in respect of the Existing Shares.

16. Major shareholder

16.1. Composition

As at the date of approval of the Prospectus, the Issuer has one Major Shareholder, namely the Management Company, who is also the founder of the Issuer and the direct holder of 100 % of the Issuer's Existing Shares.

16.2. Rights of the Major Shareholder

There are no different voting rights.

16.3. Ownership and control of the Issuer

As at the date of approval of the Prospectus, the Issuer is 100 % directly owned by the Management Company in its capacity as the Issuer's founder and Major Shareholder.

In the event of a successful public offering of New Shares to Investors, the ownership structure will change significantly; the Management Company will consequently lose its status as the Major Shareholder and its direct ownership and control of the Issuer.

16.4. Special arrangements

In the future, certain corporate, legal or contractual arrangements may lead to a change in control of the Issuer. Such arrangements include, for example, the issue of New Shares, mergers, takeovers or other forms of reorganisation that may affect control of the Issuer.

The Issuer cannot guarantee that such changes in control will not occur, which could affect the interests of Investors. Due to the unpredictability of the business environment and legal circumstances, changes in the ownership structure and control may also occur without prior notice; therefore, Investors must take this risk into account when deciding whether to make an investment in the New Shares.

17. Transactions between related parties

17.1. Disclosure of transactions with related parties

During the period from its incorporation to the date of approval of this Prospectus, the Issuer entered into the following transactions with related parties:

a. **Agreement on the management of Alternative Investment Fund NLB Funds – Real Estate, Real Estate Investment Company, JSC** *(slo. Pogodba o upravljanju alternativnega investicijskega sklada NLB Skladi - Nepremičnine, nepremičninska investicijska družba, d.d.)*

As at the date of approval of this Prospectus, the Management Company holds a 100 % stake in the Issuer's share capital and, in terms of the relationship of affiliation with the Issuer pursuant to Article 529 of the ZGD-1 ('*subsidiary and parent company*'), holds the position of the Issuer's parent company, whilst the Issuer is a subsidiary.

On 20 May 2026, the Issuer's Supervisory Board, acting on behalf of the Issuer, entered into *the "Agreement on the Management of the Alternative Investment Fund NLB Funds – Real Estate, Real Estate Investment Company, JSC*" with the Management Company, as the founder, in accordance with the provisions of the ZOAIS, which stipulate that such entities must appoint a manager immediately upon incorporation.

The Management Company performs the obligations and exercises the powers it holds as the Management Board and as the manager of the Issuer within the framework of the real estate investment company management service on the basis of this Management Agreement, by the signing of which it undertook to manage the Issuer in accordance with the ZOAIS, the ZUAIS and regulations issued pursuant thereto, as well as the Issuer's Articles of Association; the Issuer, for its part, has undertaken to pay the Management Company a Management Fee and to reimburse it for other costs relating to the management of the Issuer, all in accordance with the Issuer's Articles of Association and applicable regulations.

The Management Fee, which is determined in a manner comparable to market conditions, is set out in Article 29 of the Issuer's Articles of Association (*'Management Fee')* and is specified in clause 13.1. of the Prospectus (*'Issuer's Remuneration Policy')*.

The Management Company may terminate the Management Agreement subject to a six-month notice period. In the event of such termination, the Issuer's Supervisory Board shall decide whether to initiate proceedings to replace the Issuer's Manager or to liquidate the Issuer. The General Meeting shall decide on the appointment of a new Management Company or on the liquidation of the Issuer.

The Supervisory Board may at any time dismiss the Management Board, represented by the Management Company, by a resolution which must be approved by the General Meeting. Similarly, the General Meeting may directly dismiss the Management Board by a resolution which simultaneously terminates the Management Agreement with a six-month notice period. A decision at the General Meeting is adopted by a majority of at least three-quarters of the total share capital. If the General Meeting adopts a resolution on dismissal, the Issuer, represented by the Supervisory Board, must, prior to the termination of the Management Agreement, conclude a management agreement for the Issuer with a new manager, who must obtain authorisation from the SMA prior to the conclusion of such an agreement. If a new agreement is not concluded within the specified period, a compulsory transfer of the Issuer's management shall take place. If, at the same time as adopting the resolution on dismissal, the General Meeting does not decide on a new manager for the Issuer, it shall adopt a resolution initiating liquidation proceedings. Until the transfer of the Issuer's management services to the new manager, the Management Company shall be entitled to a Management Fee, regardless of the reason for the dismissal. If the Management Company is dismissed through no fault of their own, they are also entitled to a one-off compensation payment amounting to 15 % of the Issuer's last known net asset value as at the date of dismissal.

A voluntary transfer of the provision of the Issuer's management services or a transfer at the request of the General Meeting, as well as a compulsory transfer, shall be carried out in accordance with the provisions of the Articles of Association, the ZUAIS and the ZOAIS.

The Management Agreement may only be amended with the consent of both contracting parties, subject to the applicable regulations. If the Issuer's Articles of Association are amended in respect of matters that are also the subject of the Management Agreement or directly related to the Management Agreement, the contracting parties shall, without delay, amend the provisions of the Management Agreement accordingly.

In the event of amendments to the Articles of Association that materially affect the performance of the management board functions or the provision of management services by the Issuer, including amendments that materially alter the investment policy, the Investment Strategy or the Investment Restrictions, or which alter the amount of the Management Fee, prior amendment of the Management Agreement shall be required. If the Management Agreement cannot be amended by the time the amendments to the Articles of Association come into force, it shall be deemed to have been terminated in accordance with the provisions governing the termination of the Management Agreement, and the Issuer's Supervisory Board must initiate the process of transferring management or liquidation. The Management Company is obliged to continue to perform the Issuer's management functions and

provide management services without interruption until the expiry of the notice period and is entitled to the Management Fee as agreed in the Management Agreement.

b. Agreement on the provision of investment services in connection with the public offering of New Shares and the admission of the Issuer's Shares to trading on a regulated market.

NLB d.d., which is acting as the Lead Manager and Distributor in the public sale of the New Shares, holds a 100stake in the Management Company's share capital as at the date of approval of this Prospectus and, in terms of its relationship with the Management Company and the Issuer pursuant to Article 529 of the ZGD-1 ("*subsidiary and parent company"*), the position of parent company of the Management Company and (through indirect affiliation) also the position of parent company of the Issuer, whilst the Issuer holds the position of a subsidiary.

On 15 May 2026, the Management Company entered into *an 'Agreement on the Provision of Investment Services in Connection with the Conduct of the Initial Sale of New Shares upon Issue and for the Admission to Trading of Shares on a Regulated* Market' (hereinafter: '**the Agreement with the Lead Manager**') in accordance with the provisions of the ZTFI-1. The Agreement with the Lead Manager was concluded on standard market terms, with the Lead Manager having many years' experience and having established appropriate internal control mechanisms and procedures for managing any potential conflicts of interest. These measures ensure that the services are provided professionally, transparently and in accordance with applicable regulations and best practice.

Under the Agreement with the Lead Manager, the Lead Manager has undertaken to provide (i) investment services and activities relating to the initial placing of financial instruments without a firm commitment basis, in accordance with point 7 of the first paragraph of Article 11 of ZTFI-1 ("*investment services and activities*"), the Prospectus Regulation and Delegated Regulation (EU) 2019/980; and (ii) services relating to the distribution of the New Shares, the organisation of marketing activities, the marketing and sale of the New Shares; and (iii) services necessary for the admission of the Issuer's Existing Shares and New Shares to trading on the regulated market of the Ljubljana Stock Exchange.

The Lead Manager is entitled to remuneration for the services provided under the Agreement with the Lead Manager, determined in a manner comparable to market conditions, and to reimbursement of costs incurred in connection with the performance of the services. The remuneration and costs, which represent expenses relating to the increase in share capital, shall be borne by the Issuer up to the maximum amount specified in Article 32 of the Issuer's Articles of Association (*'Formation Costs')* and defined in clause 23.1.f. of the Prospectus (*'Maximum actual or estimated amount of fees payable by REIC and a description of the calculation').*

17.2. The amount or percentage by which transactions between related parties form part of the Issuer's turnover

It is not possible to specify the amount or percentage in relation to the Issuer's turnover or in relation to its liabilities and assets, as the Issuer has not yet generated any turnover from the conduct of its core activities during the period from its incorporation to the date of approval of the Prospectus.

18. Financial information on the Issuer's assets and liabilities, financial position, and profits and losses

18.1. Financial information

As a real estate investment company, the Issuer has not yet commenced its principal activities. Consequently, from its incorporation, i.e. from 18 May 2026, until the date of approval of the Prospectus, there have been no changes to the Issuer's financial position. In view of the above, no financial information or financial statements for previous periods are available. The Issuer's financial statements will be prepared in accordance with the accounting and reporting requirements of International Financial Reporting Standards, as adopted by the European Union (hereinafter: '**IFRS**').

As at the date of approval of the Prospectus, the Issuer has the following opening balance sheet:

in EUR	18. May 2026
Assets	**1,000,000.00**
Current assets	1,000,000.00
Cash and cash equivalents	1,000,000.00
Liabilities to sources of funds	**1,000,000.00**
Equity	1,000,000.00
Share capital	1,000,000.00

The item 'Cash and cash equivalents' comprises funds in current accounts, overnight deposits, demand deposits, short-term deposits and other highly liquid financial instruments with an original maturity of up to three months. Cash equivalents can be readily converted into known amounts of cash, and the risk of a change in their value is immaterial.

The Issuer currently recognises cash held in a current account opened with the Depositary as part of its cash and cash equivalents. The cash is freely available.

18.2. Dividend policy

The Issuer is expected to pay out to Investors at least 75% of the net profit for the previous financial year, unless, in the opinion of the Management Board, such a distribution of profit would be contrary to the Issuer's investment policy, would jeopardise the fulfilment of the Issuer's planned future obligations, or would have a material adverse effect on the Issuer's liquidity or financial position.

Dividends are expected to be paid once a year, no later than 30 November.

The dividend policy is set out in more detail in Article 59 of the Issuer's Articles of Association (*'Annual Report, Profit, Dividend'*).

18.3. Legal and arbitration proceedings

There are no legal, judicial or arbitration proceedings pending against the Issuer that could have a material impact on the Issuer's financial position or profitability, nor, to the Issuer's knowledge, are there any such proceedings that could be initiated.

18.4. Subsequent publication of financial information

Should the Issuer prepare, adopt or publicly disclose any financial information after the date of approval of this Prospectus and during the Subscription Period or the Extended Subscription Period, such information will be made available to Potential Investors on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID).

Such financial information may include, in particular, quarterly operating reports, reports on the status of funds raised under the public offering, reports on planned Investments or any legal transactions concluded in relation to the Investments or in relation to the Issuer's operations, information on net asset value, details of significant business events and other financial or business information which the Issuer will prepare or publish in accordance with applicable regulations or at its own discretion to ensure transparent communication with Potential Investors.

Such information will, as a rule, be published following the end of each calendar quarter or upon the occurrence of significant events that may be relevant to Potential Investors, and will be available on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID).

The financial information to be incorporated by reference will not be reviewed by the SMA.

19. Additional information

19.1. Share capital

As at the date of approval of the Prospectus, the Issuer's share capital of EUR 1,000,000.00 is registered in the Companies Register of the Republic of Slovenia. The registered share capital has been paid up in full in cash.

The Issuer's share capital is divided into 100,000 ordinary registered, freely transferable shares with voting rights. The shares are issued in dematerialised form and are registered in the CSCC Central Securities Register under the symbol *'NLRR'* and ISIN code SI0031118217. The par value per share is EUR 10.00. There are no shares with different rights or special obligations or restrictions, nor are there any shares that do not represent capital. The Issuer has not issued any convertible securities.

The Issuer was incorporated on 18 May 2026; therefore, the figures for the number of shares held by shareholders at the beginning of the period represent the number of Existing Shares (100,000), whilst the figures for the number of shares held by shareholders at the end of the period are not yet available.

As at the date of approval of this Prospectus, the Existing Shares are wholly owned by the Management Company as the Issuer's Major Shareholder. The Existing Shares do not constitute treasury shares of the Issuer or shares held by any entity on behalf of the Issuer. There are no options in respect of the Shares.

On 27 May 2026, the Major Shareholder adopted a Resolution on the Increase of Share Capital in accordance with Article 11 of the Issuer's Articles of Association (*'Increase in share capital through contributions')* and the ZGD-1, pursuant to which the Issuer's share capital, amounting to EUR 1,000,000.00 and divided into 100,000 Existing Shares, be increased by a cash contribution of at least EUR 29,000,000.00 through the issue of at least 2,900,000 New Shares and by a maximum of EUR 100,000,000.00 through the issue of a maximum of 10,000,000 new shares, whereby the New Shares will form the same class as the Existing Shares, such that following the increase, the Issuer's share capital will amount to at least EUR 30,000,000.00 and will be divided into at least 3,000,000 Shares and a maximum of EUR 101,000,000.00, divided into a maximum of 10,100,000 Shares. The issue price (offering price) of the New Shares is EUR 10.00 per New Share. In the event of an increase in the Issuer's share capital, the pre-emptive right of the Major Shareholder, as the sole shareholder of the Issuer, is entirely excluded. The share capital will be increased through the issue of new shares, such that the total number of shares will increase in the same proportion as the share capital.

From the date of the Issuer's incorporation to the date of approval of the Prospectus, the share capital has remained unchanged.

19.2. Articles of Association, shares and provisions regarding a change of control

19.2.1. The Issuer's Articles of Association

Register and brief description of the Issuer's objectives and purposes

The Issuer's Articles of Association are entered in the Companies Register of the Republic of Slovenia pursuant to the Decision of the District Court in Ljubljana on the incorporation of the entity, ref. no. Srg 2026/15660, dated 18 May 2026.

Information on the incorporation and registration of the Issuer in the Companies Register of the Republic of Slovenia and the AIF Register is set out in clause 12.1. of the Prospectus (*'Incorporation of the Issuer'*).

The Issuer's primary objective (i.e. that of a real estate investment company as a joint-stock company) is defined by the investment objective set out in Article 15 of the Issuer's Articles of Association ("*The Company's Investment Objective"*). The Issuer's Investment Objective is to provide Investors with long-term and stable returns from rental income and moderate capital growth through investments in high-quality real estate assets located in established locations in the South-Eastern European region.

Further information regarding the Issuer's objective and purposes is also set out in clause 22.1. of the Prospectus (*'Investment Policy and Strategy*').

The Issuer's Articles of Association are available on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID) and the AJPES website (AJPES - ePRS).

19.2.2. Shares

The Issuer offers one class of ordinary registered, freely transferable shares, which confer on their holders:

i. the right to attend and vote at the Issuer's General Meeting (each share entitles its holder to 1 (one) vote);
ii. the right to a share of the profits (dividend);
iii. a pre-emptive right to participate in an increase in share capital, provided that such a right is not excluded;
iv. the right to information and disclosures in accordance with the regulations;
v. the right to lodge a complaint and seek judicial redress;
vi. the right to an appropriate share of the remaining assets following the Issuer's liquidation or bankruptcy; and
vii. other rights as set out in the Articles of Association, the ZUAIS, the ZOAIS and regulations adopted on the basis thereof.

Investors exercise the rights attached to their shares either directly or indirectly. The indirect exercise of rights attached to shares takes place through participation and voting at the Investors' General Meeting, including voting by proxy, and through the submission of proposals and initiatives in accordance with the provisions of the Articles of Association. Direct exercise of rights attached to shares, on the other hand, includes the receipt of dividends, pre-emptive rights upon the issue of New Shares, access to the company's business and audit documents, and participation in the distribution of assets upon the Issuer's dissolution.

When exercising their rights, Investors must comply with the procedures and deadlines set out in the Articles of Association, the decisions of the Issuer's governing bodies, and the applicable regulations.

The Issuer does not, at the request of Investors, repurchase or redeem shares from Investors (*closed-end alternative investment fund*).

Decisions on increasing the share capital through contributions are taken by the General Meeting in accordance with the Articles of Association and applicable regulations. The share capital may only be increased by issuing new shares, so that the total number of shares increases in the same proportion as the share capital.

The rights, privileges and restrictions arising from the shares are set out in more detail in the Issuer's Articles of Association.

19.2.3. Change of control of the Issuer

There are no provisions in the Issuer's Articles of Association, nor in any other documents, rules or laws, that would expressly restrict the transfer of shares or contain any other arrangement that could delay, postpone or prevent a change of control over the Issuer.

Taking into account the specific nature of the governance structure of a real estate investment company, where the Management Board function is delegated to an external manager (i.e. NLB Funds, Asset Management, Ltd.), the Issuer hereby provides Investors with a brief explanation of the key mechanisms governing the termination and transfer of the Issuer's management, which are set out in more detail in Articles 39 to 42 of the Articles of *Association* ('Dismissal', *'Termination of the Management Agreement by the REIC Manager*', *'Transfer of Management of the Real Estate Investment* Company' and *'Compulsory Transfer of Management of the Real Estate Investment Company*'). The purpose of these provisions is to ensure the uninterrupted and regulatory-compliant management of the Issuer and the appropriate protection of Investors' interests.

a. **Dismissal of the Management Company**

The Management Company (as the Issuer's Management Board) may be dismissed either by the Supervisory Board (subject to approval by the General Meeting) or directly by a resolution of the General Meeting, which shall simultaneously constitute termination of the Management Agreement with a six-month notice period. A resolution at the General Meeting is adopted by a majority of at least three-quarters of the total share capital. When deciding on dismissal, the General Meeting must simultaneously decide on the appointment of a new manager or on the liquidation of the Issuer. Before the existing Management Agreement is terminated, a new agreement must be concluded with a manager that holds the appropriate licence from the SMA; otherwise, a compulsory transfer of management will take place. From the start of the dismissal proceedings, the Management Company is obliged to temporarily restrict investment activities (a so-called "freeze"), during which time it may only fulfil urgent and already assumed obligations and carry out day-to-day management. Until the actual transfer of management takes place, the Management Company remains entitled to the Management Fee and, in the event of termination through no fault of their own, to additional compensation. Termination does not affect their status as an Investor.

b. **Termination of the Management Agreement by the Management Company**

The Management Company may terminate the Management Agreement at its own discretion with six months' notice. In such a case, the Supervisory Board shall initiate the procedure for selecting a new manager or for liquidation, on which the General Meeting shall make the final decision. The Management Company shall continue to provide management services until a new agreement is concluded.

c. **Transfer of management (voluntary or on request)**

The Management Company may voluntarily transfer management to another suitably licensed manager, subject to the consent of the Supervisory Board and authorisation by the SMA, in which case all rights and obligations are transferred to the new manager.

The transfer of management may also be carried out at the request of the Investors, in which case the procedure must be conducted in accordance with the applicable regulations.

d. **Compulsory transfer of management**

A compulsory transfer of management occurs in cases specified by law, in particular if the Management Company fails to ensure a timely transfer or liquidation, if insolvency proceedings are initiated against it, or if, following the termination of the Management Agreement, a new manager is not appointed in a timely manner. The procedure is carried out in accordance with the applicable legislation on the management of alternative investment funds.

If, in the event of amendments to the Articles of Association that materially affect the performance of the Management Board function or the provision of management services by the Issuer, including amendments that materially alter the investment policy, the Investment Strategy or the Investment Restrictions, or that alter the amount of the Management Fee, and it is not possible to amend the Management Agreement before the amendments to the Articles of Association come into force, the Management Agreement shall be deemed to have been terminated in accordance with the termination provisions of the Management Agreement, and the Issuer's Supervisory Board must initiate the process of transferring management or liquidation.

20. Material Contracts

The Issuer considers the Management Agreement concluded with the Management Company, as set out in more detail in clause 17.1.a. of the Prospectus (*'Agreement on the management of Alternative Investment Fund NLB Funds – Real Estate, Real Estate Investment Company, JSC*'), even though, given the Issuer's status as a real estate investment company, it was concluded for the purposes of the Issuer's ordinary business operations and management.

The Issuer has not entered into any agreement that does not fall within the scope of the Issuer's normal course of business and from which significant obligations or rights of the Issuer would arise, or which would contain any provisions under which the Issuer has an obligation or right material to it as at the date of this Prospectus.

PART II: THE ISSUER'S INVESTMENT POLICY

21. Investment objective and investment policy

21.1. Investment Policy and Strategy

(a) Investment Objective, Investment Policy and Investment Strategy

The investment objective of REIC is to provide Investors with long-term and stable returns from rental income and moderate capital appreciation through Real Estate Investments in high-quality Real Estate assets located in established locations in the South-Eastern European region.

In pursuing REIC's investment objective, the Management Company aims to generate income primarily from letting Real Estate and to achieve capital appreciation through the active management of the Investments. In this context, long-term returns refer to the generation of returns over a multi-year holding period of the Investments, rather than the achievement of short-term gains from opportunistic purchases and sales of the Investments. Stable returns primarily refer to returns arising from regular rental income, the generation of which is not primarily dependent on short-term fluctuations in the market values of the Investments or on rents dependent on the tenants' business performance. Moderate capital appreciation primarily refers to growth linked to the indexation of tenancy agreements to inflation and the preservation of the real value of the Investments, active Real Estate management, improving their income-generating capacity, optimising the tenant mix, and other measures to increase the value of the investment portfolio, whilst taking into account REIC's investment policy and risk profile. High-quality Real Estates are, as a rule, Real Estates which the Management Company assesses, on the basis of their location, technical characteristics, occupancy rate, tenant mix and other economic characteristics, as capable of generating more predictable income and maintaining or increasing the value of the assets in the long term. Established locations or markets are, as a rule, locations or markets characterised by strong economic activity, a developed real estate market and sustained demand for specific types of real estate.

REIC's investment policy is designed with the aim of:

- ensuring a stable, recurring income that can form the basis for regular dividend payments to Investors,
- preserving capital value and protecting Investors' interests,
- achieving moderate long-term growth in the value of assets through active management of Investments,
- providing exposure to the property markets of South-Eastern Europe, which are generally not directly accessible to Investors via regulated markets.

REIC's Investment Strategy is focused on building a portfolio of high-quality Real Estate properties in established markets or locations that generate stable and predictable cash flows and provide a long-term, sustainable foundation for REIC's assets. Particular emphasis is placed on Real Estates with high occupancy rates, long-term tenancy agreements and tenants with adequate creditworthiness. REIC may also allocate a portion of its assets to Investments where active management or additional investment can enhance their value or yield, for example by letting vacant space, optimising the tenant mix or carrying out Real Estate improvements.

The Investment Strategy is designed to prioritise stable and sustainable income generation whilst maintaining a moderate overall risk profile for Investors; REIC may also, to a limited extent, undertake Investments aimed at increasing the portfolio's return, but without significantly increasing its overall risk. Within the framework of this Investment Strategy, REIC will, as a rule, acquire Real Estate with the characteristics of the Core and Core+ investment categories, which are generally defined by more stable rental income, a high-quality tenant mix, established locations and a relatively predictable risk profile. In addition, REIC may, to a limited extent, also acquire Real Estate with characteristics of the Value Add class where the Management Company assesses that there is sufficient potential to improve the Real Estate's yield or value through active management, whilst taking into account the investment policy, risk limits and the objective of maintaining a moderate risk profile for Investors.

REIC will invest in Real Estate Investments in South-Eastern Europe, specifically in the following countries: Slovenia, Croatia, Bosnia and Herzegovina, Serbia, Montenegro, North Macedonia, Albania and Kosovo, with the target geographical focus being Slovenia, Croatia and Serbia.

REIC's investment policy will be implemented on the basis of an active Investment Strategy. REIC will not track any benchmark index, passive allocation or pre-determined mechanical formula for asset allocation, but will make investment decisions based on its own judgement, market analysis and careful assessment of individual investment opportunities.

The management of REIC's property portfolio will be based on a set of investment principles which provide guidance for portfolio management and are designed to preserve the value of the portfolio, ensure the stability of cash flows and maintain the long-term sustainability of the Investment Strategy. The application of individual principles depends on market conditions, available investment opportunities and the Management Company's assessment; therefore, an individual principle is not necessarily applied to every Investment or at every stage of the REIC's operations.

Key investment principles include, in particular:

Prudent acquisitions: Striving to acquire let and profitable Real Estate in prime or established sectoral, property type and geographical sub-markets where the Management Company assesses that there are favourable long-term supply and demand factors and the potential to generate stable income.

Value preservation: Prioritising Investments in market segments and individual Real Estate properties which the Management Company assesses as demonstrating a higher degree of resilience to technological change, economic fluctuations or other factors that may affect the long-term value of the Investments.

Stable income: Striving to generate stable income by letting Real Estate to tenants with adequate creditworthiness and, where possible and economically justified, by incorporating contractual mechanisms to protect against inflation.

Conservative financial leverage: Using financial leverage in a manner that the Management Company deems appropriate in light of the Investment Strategy, market conditions and the REIC's risk profile, with the aim of achieving an appropriate balance between expected returns and risk.

Maintaining asset quality: Carrying out selective investments and other enhancements, including sustainability measures, where the Management Company assesses that they contribute to the long-term competitiveness, utility or value of an individual Investment.

Prudent rotation of Investments: The occasional sale of Investments which the Management Company assesses as no longer contributing optimally to the achievement of the REIC's investment objectives, and the reinvestment of the released capital into other investment opportunities in accordance with the REIC's investment policy and strategy.

REIC may invest in various investment categories and types or sectors of Real Estate that are typical of institutional property portfolios. The investment categories differ in terms of risk profile, the level of income stability and the extent of active management, whilst Real Estate types differ in terms of their intended use and the market segment in which they are situated.

Where the REIC invests in units of alternative investment funds or in shares of public companies listed on regulated markets, in accordance with the types of assets set out in clause 21.1(c)i of the Prospectus ('*Types of assets in which the REIC may invest*'), the Investment Objective, investment policy and Investment Strategy, as well as the principles for classification by type and investment categories of Real Estate, shall apply mutatis mutandis to such Investments, taking into account the nature of each individual Investment.

The types or sectors of Real Estate in which the REIC may invest are:

- **Commercial Real Estate**: office buildings, business centres and administrative premises;
- **Logistics and industrial real estate**: warehouses, distribution centres, production facilities and other logistics or industrial units linked to supply chains and distribution;
- **Real Estate**: retail parks, shopping centres, established high-street retail locations and other commercial retail spaces;

- **Hotel Real Estate**: Hotels, aparthotels and other accommodation facilities associated with tourism or business accommodation;
- **Specialised and niche real estate**: real estate with specific functional uses, such as data centres, healthcare properties, student accommodation, elderly care facilities, educational facilities, laboratories, research and development facilities, and other specialised properties.

The Real Estate investment categories in which REIC may invest are:

- **Core investments** are high-quality Real Estate properties in prime markets or locations, fully let to tenants under medium- to long-term tenancy agreements, which ensures stable and reliable cash flows and long-term preservation of asset value.
- **Core+ investments** are high-quality Real Estate properties in prime markets or locations where active management or moderate investment can generate added value and moderate growth in the Real Estate's value. This added value can be generated by letting vacant space or through moderate investment in the Real Estate. Once value-enhancement measures have been completed, the Real Estate should, as a rule, meet all the key characteristics of the Core investment category.
- **Value-add investments** are Real Estate properties that require active management and further improvements to realise their full potential. Active management may involve more intensive letting activities aimed at filling vacant spaces with suitable tenants or replacing existing tenants with new ones on terms more favourable to Investors. Real Estate may also require additional investment to increase its value and improve its ability to attract and retain higher-quality tenants.

Table: **Comparative table of key characteristics of Real Estate investment categories**[32]

Category	Core	Core+	Value-Add
Location	Capital cities and other prime locations	Capital cities and other prime locations (which may require minor improvements)	Capital cities and other prime locations with market potential
Property quality	Institutional standard of quality; modern facilities; long-term functionality	Institutional level of quality; modern properties, with potential for minor improvements	The property may already be of a high standard (comparable to Core+), or may require investment to raise its standard
Occupancy rate	Fully or predominantly fully occupied facilities	Facilities that are predominantly occupied; may include some vacant space	Vacant spaces or short-term tenancy agreements; partial, but not minimal, occupancy
Tenant profile	Institutional tenants with robust business models and long-term leases	Predominantly institutional tenants; a need for active management of occupancy and tenant mix	Short-term tenancy agreements or an unstable tenant mix; significant potential for optimising occupancy and tenant mix.
Lease term	Medium- to long-term tenancy agreements	Shorter or renewable leases; may be a combination of different durations	Short-term leases or an opportunity to restructure contractual relationships
Revenue stability	High and predictable; long-term stability	Relatively high, with potential for growth following minor improvements	Basic revenue stability is present, but depends on active management

[32] *The terms and criteria used in this table (including the 'Core', 'Core+' and 'Value-add' categories and other specialist Real Estate terms) are for information purposes only and serve merely as a guide to the general investment characteristics of a particular Real Estate property. These terms are not uniformly or regulatory defined and may vary depending on market practice. When classifying a specific piece of Real Estate, the Management Company is entitled to exercise its own professional judgement, whereby each piece of Real Estate is assessed holistically, taking into account all relevant circumstances and factors, and not solely on the basis of the individual criteria set out in this table.*

Required investment (CAPEX)	Low; the property is already at a high standard	Low to moderate; minor investment required for improvements	Moderate to higher; targeted investment to increase value or attractiveness
Management intensity	Low; basic management	Low to moderate; active occupancy management, optimisation and minor improvements	Moderate to high; active management of key areas (letting, restructuring, improvements)
Target outcome	Capital preservation and stable long-term income	Stable income and moderate value growth	Revenue improvement and capital growth following the implementation of improvements
Risk profile	Low risk	Low to moderate risk	Moderate risk (operational, rental, investment)

In accordance with the investment policy and the Investment Strategy, as well as the principles set out in this section of the Prospectus, and taking into account the REIC's Investment Objective, the Management Company will, whilst gradually building up the REIC portfolio, endeavour to ensure that the REIC portfolio consists predominantly of Investments with the characteristics of the Core and Core+ classes, with an envisaged even distribution across commercial, logistics and retail Real Estate, with hotel, specialised and niche Real Estate accounting for only a minor part of the portfolio; at the same time, the REIC portfolio will be geographically diversified within the target geographical focus countries, with Serbia accounting for a smaller share of exposure compared to Slovenia and Croatia. The actual composition of the portfolio will depend on market conditions, available investment opportunities and the Management Company's assessment.

Although individual Investments may promote environmental or social characteristics or meet the criteria for classification as sustainable investments, as defined in Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector, or as Investments that would meet the criteria for environmentally sustainable investments as defined in Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 establishing a framework to promote sustainable investment and amending Regulation (EU) 2019/2088, the purpose of the REIC is not to invest in such investments, but to generate returns and capital growth for Investors. The REIC cannot therefore be regarded as a product that promotes environmental or social characteristics, or as a product that aims at sustainable investment.

(b) Information on the registered office of the master collective investment undertaking, if the fund comprises various sub-funds

The REIC is not a type of collective investment undertaking comprising various funds; therefore, no information regarding the registered office of the underlying collective investment undertaking is provided in the Prospectus.

Information on the registered office of the REIC is set out in clause 4. of the Prospectus *('Information on the Issuer').*

(c) Types of assets in which the REIC may invest, additional liquid assets and derivative financial instruments

i. Types of assets in which the REIC may invest

The REIC pursues an investment policy focused on real estate investments, and in accordance with the Articles of Association and applicable regulations, may invest exclusively in:

- Real Estate Investments, i.e. real estate investments and Real Estate SPVs. Subject to the conditions and restrictions set out in the Articles of Association, REIC may also invest in the refurbishment or development of real estate, or in real estate that is currently being constructed or developed for future use as real estate investment;

- Investments in AIF Units, i.e. investments in units of alternative investment funds with a real estate investment strategy, whose managers are authorised in accordance with the regulations adopted to transpose Directive 2011/61/EU, or hold another authorisation from the competent authority of a country;
- Investments in Shares, i.e. investments in public companies listed on a regulated market managed by a full member of a global association of stock exchanges.

A REIC may make a Real Estate Investment directly or indirectly through a Real Estate SPV.

A REIC may also hold assets in the form of receivables, namely:
- receivables arising in the ordinary course of business, in which case the Management Company must ensure that the receivables are collected within the usual commercial timeframes, or
- receivables from Real Estate SPVs, or
- receivables indirectly acquired through the purchase of a Real Estate SPV and held by that Real Estate SPV at the time of purchase by the REIC.

ii. Additional liquid assets of the REIC

The REIC may hold additional liquid assets amounting to up to 20 % of the net asset value (hereinafter: **'NAV'**).

Additional liquid assets comprise holdings in the REIC's cash account, demand deposits, call deposits redeemable on the call date, and other cash equivalents that can be quickly converted into a known amount of cash and for which the risk of a change in value is immaterial (e.g. government bonds, treasury bills, investments in money market funds).

Additional liquid assets are not intended to achieve the REIC's Investment Objective, but are held for the purpose of covering the REIC's current and extraordinary payments.

The restriction on additional liquid assets does not apply temporarily:
- 24 months from the date of the REIC's entry in the court register,
- during the period of raising additional funds (within 24 months of the entry of each increase in share capital in the court register),
- during the 24-month period from the moment the REIC has surplus liquid assets until a reduction in share capital, the payment of dividends or capital rotation (reinvestment),
- from the commencement of the liquidation proceedings onwards.

iii. Derivative financial instruments

The investment policy does not include investments in derivative financial instruments.

Derivative financial instruments may only be used to hedge against risks associated with fluctuations in interest rates and exchange rates. For this purpose, the REIC or the Real Estate SPV may use derivative financial instruments such as, but not limited to, interest rate swaps, interest rate caps, interest rate futures, interest rate floors, currency futures and currency swaps. For the avoidance of doubt, the REIC may also use other derivative financial instruments provided that, by their nature and effects, they are suitable for achieving the stated purpose of hedging risks.

Currency and interest rate hedging may be used to mitigate the impact of changes in exchange rates on Investments or liabilities denominated in currencies other than the euro, and may relate exclusively to Investments.

REIC may use standardised and market-accepted derivative financial instruments, as well as non-standardised (OTC) derivative financial instruments, entered into under normal market conditions. When using derivative financial instruments, the REIC shall act in accordance with the applicable regulations governing the conclusion, settlement and reporting of transactions in derivative financial instruments, in particular Regulation (EU) No 648/2012 on OTC derivative financial instruments, central counterparties and trade repositories (EMIR); prior to the first use of such instruments, it is required to adopt appropriate internal policies, procedures and control mechanisms to ensure compliance with the aforementioned regulations and the effective management of the associated risks.

All hedging activities are intended solely for risk management purposes and not for speculative purposes. Although such instruments may reduce certain risks, they may also involve additional costs and counterparty risk, and there is no guarantee that they will always be fully effective.

The Management Company will monitor the aggregate exposure arising from transactions in derivative financial instruments and report on this regularly to Investors in accordance with applicable regulations.

For the avoidance of doubt, the prohibition on investing in derivative financial instruments does not apply to any options or similar transactions for the purpose of acquiring or disposing of a shareholding in the Investment by a REIC or a Real Estate SPV.

(d) Asset management techniques and associated risks

In managing the REIC's assets, the Management Company employs standard and prudent investment management techniques, which include regular monitoring of Real Estate and tenancies, oversight of liquidity and operational obligations, cost management, and ongoing assessment of market and tenancy conditions. The purpose of these procedures is to maintain the quality of the portfolio, ensure the stability of income and enable the effective implementation of the Investment Strategy without altering its scope or direction.

The use of asset management techniques by the REIC must not give rise to any material additional risks beyond those defined in the REIC Documentation and the Management Company's internal risk management policies. The risks associated with the use of various asset management techniques are set out in clause 3.2. of the Prospectus (*'Risks relating to the Issuer'*).

Revenue generated through the use of these techniques, net of direct and indirect costs, accrues fully to the REIC.

(e) Use of leverage and associated risks

REIC may use financial leverage only to the extent and under the conditions consistent with applicable regulations, REIC's investment policy and the risk management system implemented by the Management Company.

REIC may use financial leverage in the following circumstances: i) financing an Investment, which includes both initial financing and any subsequent increase in debt as part of the financing of the Investment, maintaining or increasing the value of the Investment, or managing the Investment, (ii) refinancing existing loans; (iii) obtaining additional liquid funds to cover operating costs; or (iv) to hedge against fluctuations in interest rates, exchange rates, etc.

The REIC employs financial leverage by borrowing funds on the terms set out in the ZOAIS. Financial leverage is also deemed to exist if the REIC enters into another legal transaction that increases the REIC's exposure (e.g. a finance lease, pledge, guarantee), or if the exposure is increased through the use of derivative financial instruments in accordance with Article 19 of the Articles of Association (*'Derivative Financial Instruments*').

The counterparty may only be a financial institution or another reputable entity specialising in such transactions.

Under the same conditions and restrictions, a Real Estate SPV may also use financial leverage.

The risk associated with the use of financial leverage is defined in clause 3.2.1. of the Prospectus (*'Financial Risks'*) as interest rate risk, leverage risk and dependence on external financing.

(f) Restrictions on the use of financial leverage and agreements on asset-backed security and the re-use of funds

Restrictions on financial leverage are set out in clause 21.1.(e) of the Prospectus (*'Use of financial leverage and related risks')* and clause 21.1.(g) of the Prospectus (*'Maximum level of financial leverage that may be employed on behalf of REIC*').

Furthermore, for the borrowing of funds by the REIC or a Real Estate SPV in accordance with Article 123 of the ZOAIS (*'borrowing of funds'*), all of the following conditions must also be met:

- the borrowed funds do not, in total, represent more than 50 % of the value of the REIC's assets;
- the purpose of the borrowing is to cover the REIC's liquidity needs and to invest in permitted Investments, provided that the liquid funds held by the REIC for a particular Investment are insufficient;
- the borrowing agreement is concluded in the same currency as the assets to be acquired with the borrowed funds;
- the maturity of the loan does not exceed the term of the REIC;
- the loan is secured over assets representing no more than 50 % of the value of the REIC's assets.

Collateral or guarantees in transactions involving financial leverage may be created over the assets of a Real Estate SPV which utilises financial leverage, or in connection with which the REIC utilises financial leverage, or provided by such a Real Estate SPV. Collateral or guarantees may be re-used or granted (or further utilised by the recipient) only under conditions determined in advance by the Management Company.

By way of exception, the Management Company may, in the name and on behalf of the REIC, grant a guarantee or provide security over the REIC's assets representing a stake in the Real Estate SPV or the Investment in respect of which financial leverage has been applied, provided that such security (or guarantee) does not exceed the REIC's exposure to the Investment in question.

The Management Company must not permit any encumbrance on the REIC's remaining assets and must not, in any way, use the REIC's remaining assets to guarantee the liabilities of the Real Estate SPV, unless such security or guarantee relates to a potential future Investment or to the management of a specific Investment owned by the REIC or a Real Estate SPV.

REIC may lend to its Real Estate SPVs.

(g) The maximum level of financial leverage that may be applied on behalf of the REIC

The definition of financial leverage is broader than the concept of indebtedness and also includes exposures that are not considered as debt.

Leverage is any method by which the Management Company increases the REIC's exposure, such as borrowing cash or securities, or positions in derivative financial instruments.

Financial leverage is expressed as the ratio of the REIC's exposure (taking into account the exposure of Real Estate SPVs that increase the REIC's exposure, whilst any exposure to the REIC arising from a loan from the REIC to a Real Estate SPV is excluded from the calculation) and the NAV.

When calculating REIC exposure, the Management Company shall use the commitment approach and the gross exposure approach as set out in Delegated Regulation (EU) No 231/2013, whereby the gross exposure approach calculates the total REIC exposure such that taking into account the absolute values of all assets, without considering the effects of netting, hedging or other risk-mitigation techniques, whilst the commitment approach also takes into account the effects of netting and hedging, as well as derivative financial instruments, and compares this with the exposure to the assets. The combined use of both methods allows for the presentation of both a conservative exposure and a more realistic exposure, taking into account risk management measures.

The maximum level of financial leverage is determined on the basis of the commitment approach, as this method allows for the appropriate consideration of the effects of hedging where such hedging is economically justified, thereby ensuring a more realistic representation of the REIC's actual exposure. In accordance with Article 22 of the Articles of Association (*'Use of financial leverage'*), the ratio of exposure to NAV must not exceed 3:1.

The maximum level of financial leverage represents an upper limit which the REIC will not, as a rule, reach, and serves solely as a constraint for managing potential future risks. The actual level of leverage

employed will, as a rule, be lower and aligned with REIC's investment policy and risk management system.

The Management Company calculates the financial leverage at least on the last day of each Calculation Period and discloses it to Investors on a regular basis. In addition to regularly disclosing the total amount of financial leverage it employs, the Management Company shall also disclose any change in the maximum level of financial leverage and the conditions for the reuse of collateral or guarantees provided in transactions relating to financial leverage. Such disclosures shall be published as part of regular reports or as a separate disclosure on the Issuer's website.

21.2. Amendment to the Investment Policy and Investment Strategy

The investment policy and Investment Strategy may only be amended by amending the Articles of Association.

Prior to any intended amendment to the Articles of Association, the Management Company must give a prior notice to the SMA. In accordance with Article 117 of the ZOAIS, the Management Company must obtain the SMA's authorisation to amend the Articles of Association.

Any amendment to the Articles of Association requires a resolution of the General Meeting, which must be adopted by a majority of at least three-quarters of the total share capital.

Notwithstanding the previous paragraph, the Issuer's Supervisory Board is authorised to amend the Articles of Association where such amendments relate solely to bringing the text into line with validly adopted resolutions of the General Meeting.

In the event of amendments to the Articles of Association that materially affect the performance of the Management Board's functions or the provision of the Issuer's management services, including amendments that materially alter the investment policy, the Investment Strategy or the Investment Restrictions, or which alter the amount of the Management Fee, prior alignment of the Management Agreement is required. If the Management Agreement cannot be aligned by the time the amendments to the Articles of Association come into force, the consequences set out in clause 17.1.a. of the Prospectus (*"Management Agreement of the NLB Funds – Real Estate Alternative Investment Fund, Real Estate Investment Company, JSC") shall apply.*

Amendments to the Articles of Association shall enter into force on the date of entry in the court register.

The Management Company shall notify the SMA of any amendment to the Articles of Association no later than 15 business days after the amendment takes effect.

21.3. Restrictions on the REIC's leverage

The restrictions on the REIC's financial leverage are set out in clause 21.1.(e) of the Prospectus (*"Use of financial leverage and related risks")*, clause 21.1.(f) of the Prospectus (*'Restrictions on the use of leverage and agreements on collateralisation and re-use of funds')* and clause 21.1.(g) of the Prospectus (*'Maximum level of leverage that may be employed on behalf of the REIC'*).

21.4. Regulatory status

REIC is a closed-end alternative investment fund which, pursuant to Article 5 (*'Legal forms of organisation'*) read together with Article 107 (*'Real estate investment company'*) of ZOAIS is established as an investment company to which the provisions of ZGD-1 governing joint-stock companies apply, unless ZOAIS provides otherwise, and whose sole purpose, as a collective investment undertaking, is to pool the capital from Investors and invest such capital, in accordance with a pre-determined investment policy, in various real estate assets for the exclusive benefit of the Shareholders.

As a joint-stock company, REIC is entered in the Court Register of the Republic of Slovenia and, following approval of the Prospectus, will be entered in the Register of Alternative Investment Funds as a real estate investment company.

The authority responsible for supervising REIC is the Securities Market Agency of the Republic of Slovenia.

21.5. Target Investors

Any person or entity without legal personality may be an investor, regardless of their status as a professional or retail client under the provisions of ZTFI-1.

In view of the above, the public offering of New Shares is taking place in the Republic of Slovenia and is directed at:

(i) Professional Investors who are treated a.) as professional clients in accordance with paragraph 1 of Article 246 of the ZTFI-1 (*"Persons deemed to be professional clients"*), or b.) as Eligible Counterparties under paragraph 2 of Article 276 of the ZTFI-1 (*"Execution of orders for Eligible Counterparties"*); and

(ii) Retail Investors who fall within the category of non-professional clients under paragraph 3 of Article 12 of the ZTFI-1 ('client'), including persons who request to be treated as professional clients pursuant to Article 247 of the ZTFI-1 (*"request to be treated as a professional client"*).

An investment in the New Shares is suitable exclusively for Retail Investors or Professional Investors who (i) are aware that the liquidity of an investment in the New Shares is limited; (ii) for whom an investment in New Shares forms part of a diversified investment portfolio; and (iii) who fully understand and are prepared to accept the risks associated with an investment in New Shares.

The sale of New Shares to Potential Investors is conducted in accordance with the rules governing the sale of securities under the ZTFI-1.

Pursuant to point (a) of paragraph 4 of Article 1 of the Prospectus Regulation (*'Subject matter, scope of application and exemptions*'), pursuant to which the obligation to publish a prospectus under paragraph 1 of Article 3 of the Prospectus Regulation does not apply to an offer of securities to the public intended solely for qualified investors ('*Obligation to publish a Prospectus and exemptions*'), and in accordance with the provisions of Article 427 of the ZTK (*'Notification to the Agency of the use of an exemption'*), the Issuer intends to offer the New Shares also to professional investors as defined in paragraph 2 of Article 101 of the ZTK ('*Professional Investor'*), who are domiciled in the Republic of Croatia and meet the conditions for such treatment.

21.6. Approval of the Prospectus

As stated in clause 1.3. of the Prospectus (*'Statement on the Competent Authority'*), the Prospectus was approved on 11 June 2026 by decision ref. no. 40200-1/2026-10 of the SMA, as the competent authority in accordance with the Prospectus Regulation.

Approval by the SMA means that the Prospectus meets the standards of completeness, comprehensibility and consistency set out in the Prospectus Regulation; however, such approval must not be regarded as an endorsement of the quality of the Shares to which the Prospectus relates or of the Issuer.

22. Investment restrictions

22.1. Investment restrictions and other conditions and criteria relating to Investments

(a) Investment restrictions

REIC will adhere to the principle of diversification of Investments in such a way that:

- it will have funds invested simultaneously in at least six different Real Estate Investments;
- the REIC's exposure to any single Real Estate Investment (the maximum permitted value of a single Real Estate Investment) on the date of its acquisition shall not exceed 25 % of the REIC's assets;
- Each individual Real Estate Investment will, following completion of its acquisition, be held directly by REIC or indirectly through a Real Estate SPV wholly owned by the REIC;

- the NID's exposure to any single Investment in AIF Units or Investment in Shares shall not exceed 10 % of the REIC's assets, and in total the REIC shall hold no more than 20 % of its assets in such investments;
- it will hold a maximum of 25 % of the units of another alternative investment fund.

REIC will not invest in Investments in AIF Units or Investments in Shares of investment funds managed by the Management Company, either directly or on the basis of a mandate from another person, or in Investment in AIF Units or Investment in Shares in investment funds managed by a person with whom the Management Company has a close relationship. The REIC shall also not acquire Investments from another alternative investment fund managed by the Management Company, or dispose of Investments to such an investment fund, without the prior consent of the General Meeting.

Investment restrictions:
- shall take effect 5 years after the date of obtaining the Agency's licences and consents under Article 113 of the ZOAIS (*'licences and consents of a real estate investment company'*);
- shall cease to apply when the REIC commences liquidation proceedings;
- shall be temporarily suspended for a period of 12 months whilst the REIC is raising additional funds (from the date of entry of each increase in share capital in the court register) or reducing them in accordance with the provisions governing the increase or reduction of the REIC's share capital.

An individual deviation from the Investment Restrictions does not constitute a breach of the Investment Restrictions if the Management Company has no influence over such a deviation. In such a case, the Management Company shall use reasonable endeavours to restore compliance with the Investment Restrictions to the greatest extent possible, so that the REIC and the Investors do not incur disproportionate additional costs or losses. The Management Company shall, in due course, take the measures necessary to remedy the deviation and shall notify the Agency of the measures taken within 3 business days of their adoption.

The Management Company shall notify the Investors of the measures taken within the same timeframe, in the manner specified in the Articles of Association.

(b) Other conditions and criteria relating to Investments

The REIC may invest in real estate which, at the time of acquisition, is still in the construction or development phase only on condition that:
- the Management Company, as part of the due diligence review of the Investment, assesses that the development of the real estate will be completed within one year of its acquisition; and
- the value of all real estate owned by the REIC that is still in the development phase does not exceed one third of the value of the REIC's assets.

If the real estate is situated outside the territory of the European Union, the following conditions must also be met:
- the free transfer of ownership rights in respect of real estate is possible in the third country;
- the Depositary is able to provide custodial services; and
- exposure to any single third country does not exceed 50 % of the value of the REIC's assets, subject to the further condition that the REIC's total exposure to all third countries combined does not exceed 50 % of the value of the REIC's assets.

Indirect investment in real estate via a Real Estate SPV is subject to the same conditions and restrictions, mutatis mutandis, as apply to direct investment in real estate by the REIC.

If the REIC invests in shares, the Issuer's market capitalisation must be at least EUR 100,000,000.00.

The conditions and criteria set out in this clause, which relate to the value of the REIC's assets, are governed by and applied mutatis mutandis in accordance with the third and fourth paragraphs of the preceding clause 22.1.(a) of the Prospectus (*'Investment Restrictions*').

The Management Company may, at its own discretion, in the course of providing the REIC management service, also set additional conditions, criteria and internal restrictions regarding the

selection, scope and structure of Investments, where it assesses that this is necessary for more effective risk management, ensuring adequate portfolio diversification, protecting Investors and ensuring that operations are consistent with the investment policy and the applicable REIC Investment Restrictions.

22.2. Disclosures relating to Investments

The REIC may be exposed to various Investments in accordance with the Investment Restrictions and subject to the conditions and criteria set out in clause 22.1. of the Prospectus (*'Investment Restrictions and other conditions and criteria relating to Investments'*).

As at the date of approval of this Prospectus, the REIC does not hold any Real Estate; therefore, the information which the Management Company would be required to disclose in accordance with Delegated Regulation (EU) 2019/980 does not exist and disclosure is not possible.

As the REIC does not own any Real Estate as at the date of approval of this Prospectus, information on costs and any Real Estate valuation reports are not yet available. However, clause 23.1. f) of the Prospectus (*'Agreements entered into up to the date of approval of the Prospectus'*) discloses the agreements entered into with external service providers up to the date of approval of the Prospectus, including the costs to be borne by REIC, and clause 23.4. of the Prospectus (*'Identity of service providers and description of the duties and rights of Investors')* contains information on the external service providers who will perform the Real Estate valuation services and Real Estate SPVs.

Furthermore, in clause 23.2. of the Prospectus (*'Description of other fees that may be relevant'*), sub-clause c), the Management Company discloses that it intends to outsource the provision of Real Estate management and administrative services relating to Real Estate Investments to an external contractor, and in sub-clause d) that intermediaries and professional advisers will be involved in transactions relating to Investments. For both of the aforementioned categories of costs, the Prospectus also contains estimates of the costs to be borne by the REIC in this regard. These estimates represent merely indicative and informative projections, prepared on the basis of currently available information, comparable market practices and the Management Company's professional assumptions.

23. SERVICE PROVIDERS

23.1. The maximum actual or estimated amount of fees payable by the REIC and a description of the calculation

a) Investors' direct costs

The Management Company does not charge Investors any direct costs in connection with the subscription, issue, holding, transfer or disposal of REIC shares. The Management Company does not charge Investors any direct costs during the term of the REIC either.

REIC Investors bear only the costs that are normally incurred upon the subscription and issue of shares or in the event of a transfer of shares, as well as other system costs associated with account management and the maintenance of securities holdings, and any other costs arising from the holding of shares. These costs are not considered to be part of the REIC's operating costs and are not covered by the REIC's funds but are borne directly by the Investors. Such costs are usually charged to Investors by banks, brokerage companies, the central securities depository, regulated markets or other providers of investment and related services with whom Investors hold accounts or through whom they carry out share transactions.

The direct costs associated with the issue and sale of New Shares under this Prospectus are set out in more detail in clause 31.3.1. of the Prospectus (*'Statement of the price at which the New Shares will be offered and the amount of all costs and taxes charged to the Subscriber'*).

b) Management Fee

The Management Company is responsible for performing the company's management functions and providing REIC management services in accordance with the provisions of the ZOAIS and the ZUAIS,

and on the basis of *the Agreement on the Management of the NLB Funds Alternative Investment Fund - Real Estate, Real Estate Investment Company, JSC*, as disclosed in clause 17. of the Prospectus (‘*Transactions between related parties*’) the REIC charges a management fee (hereinafter: **‘Management Fee**’), which consists of a basic management fee, which is periodic in nature, and an aquisition fee, which is a one-off charge linked to the purchase of an individual Investment.

The basic management fee depends on the net asset value (NAV), as follows:
- 2.00 % per annum of the NAV, if the NAV is less than EUR 300,000,000.00; or
- 1.75 % per annum of the NAV, if the NAV is EUR 300,000,000.00 or more.

Upon each acquisition of an Investment, the Management Company is also entitled to an aquisiton fee equal to 1 % of the value of the Real Estate specified in the contract for the acquisition of the Investment.

When calculating or allocating the basic management fee during the year, the actual number of calendar days in the relevant Calculation Period (i.e. quarter) is taken into account, and the proportion is applied to the NAV per Share upon its calculation on the last day of the Calculation Period.

The basic management fee shall be reduced by the full amount of any expenses or payments, such as directors’ and advisers’ fees, which are received directly or indirectly by the Management Company or paid to the Management Company or to any director of the Real Estate SPV. This does not apply to directors with professional experience who are independent of the Management Company.

The basic management fee is calculated quarterly based on the balance as at the last day of the previous Calculation Period and is paid to the Management Company from the REIC’s assets at least once a year, as a rule, within 45 days of the end of each Calculation Period or within 60 days of the end of the last Calculation Period in a given calendar year. The first basic management fee is calculated for the period from the day following the expiry of the Subscription Period for New Shares, based on the first public sale of New Shares, until the end of the relevant Calculation Period.

The aquisition fee is charged upon acquisition of the Investment and paid from the REIC’s funds, expected to be no later than 45 days after the end of the quarter in which the NID became the owner of the Investment.

The Management Fee is calculated and paid exclusive of value added tax.

The amount of the Management Fee may only be changed by amending the Articles of Association.

c) Performance fee

The Management Company is not entitled to any share of REIC’s profits by way of a performance fee for the successful management of REIC (hereinafter: **‘Performance Fee**’). The introduction of a Performance Fee in the form of a share in the REIC’s profits is permitted exclusively by way of an amendment to the Articles of Association and subject to compliance with all applicable regulations governing such performance-related remuneration mechanisms for managers.

d) Other REIC expenses

In addition to the payment of the Management Fee, the Management Company is entitled to make payments from the REIC’s funds for all of the following types of costs incurred in the course of the REIC’s operations:
1. costs associated with the establishment of the REIC, as defined in Article 32 of the Articles of Association (‘*Establishment costs*’);
2. costs of listing and trading REIC shares on a regulated market;
3. costs of valuing Real Estate and Real Estate SPVs, the registration of ownership and other rights relating to Real Estate, the costs of enforcing such rights, and costs associated with the management and maintenance of Real Estate;
4. the costs of auditing the REIC’s annual report and the costs of external experts associated with the preparation and auditing of the annual report;

5. taxes and other compulsory levies relating to the REIC's assets or transactions involving those assets;
6. interest and other borrowing costs on loans taken out by the Management Company on behalf of the REIC in accordance with the Articles of Association and the ZOAIS;
7. payment transaction costs, unless the Depositary is entitled to reimbursement of such costs;
8. costs relating to the distribution of the REIC's profits;
9. the costs of notifying REIC shareholders in accordance with the ZOAIS and other regulations requiring the notification of REIC shareholders;
10. costs of exercising rights arising from financial instruments held by the REIC on behalf of the REIC;
11. the costs of the Depositary's custodial services, including all costs relating to the enforcement of claims against the Depositary;
12. costs associated with the acquisition and disposal of REIC's assets, such as commissions and fees payable to stockbrokers, Management Companies for regulated markets and multilateral trading facilities, Management Companies for settlement systems or clearing and depository companies, and costs of accessing regulated markets; costs associated with the acquisition and disposal of Real Estate, and a proportionate share of the costs of commissions and other expenses of advisory firms arising from the Management Company's joint action with other sellers in the sale of the REIC's assets, with the aim of securing the execution of a transaction on behalf of the REIC on more favourable terms than would have been possible without such joint action;
13. costs associated with obtaining data and certificates relating to the sustainability of the operations of the REIC, Real Estate SPVs and Real Estate properties.

The above paragraph shall apply mutatis mutandis also to costs incurred by the Real Estate SPV.

e) Establishment costs

REIC shall cover the costs reasonably incurred by the Management Company in connection with the establishment of REIC and the issue of shares in accordance with the provisions of the ZGD-1 and the ZOAIS. The amount of these costs, which were paid by the Management Company and which the REIC will reimburse to the Management Company, subject to the successful public offering of the New Shares, is EUR 10,227.80.

In the same way as for the costs incurred in connection with the incorporation of REIC and the issue of shares, REIC shall also cover the costs reasonably incurred in connection with any increase in REIC's share capital through contributions by existing or new shareholders, including the costs of preparing and carrying out the share capital increase procedure, advertising, marketing and selling shares, issuing shares and other related activities, provided that these costs are directly related to the share capital increase. The total amount of these costs borne by REIC in any individual share capital increase procedure must not exceed 3 % of the amount of the share capital increase.

In relation to the increase of share capital pursuant to the Resolution on the Increase of Share Capital dated 27 May 2026, the costs expected to be incurred by REIC in connection with the issue and public offering of New Shares pursuant to the Prospectus are disclosed in clause 34. of the Prospectus (*'Costs of the issue and public offering of New Shares*'), although these do not include the costs of advertising the REIC by the Management Company, which are borne by the Management Company.

For the avoidance of doubt, the Management Company clarifies that the costs incurred in connection with the establishment of the REIC and the issue of Existing Shares, and the costs to be incurred in connection with the increase in the REIC's share capital as part of the first public offering of New Shares, for the purposes of this Prospectus collectively constitute the REIC's Establishment Costs, as, in accordance with the applicable regulations, the REIC cannot be established other than by the Management Company, as the sole shareholder, setting up a joint-stock company under the ZGD-1 in the first stage, followed by a public offering of shares to Potential Investors following the approval of the Prospectus in the second stage. The establishment of the REIC is, in fact, subject to the condition of the Prospectus being approved and the further condition that the Shares are admitted to trading on the regulated market of the Ljubljana Stock Exchange. In view of the above, in the event of a successful public offering pursuant to this Prospectus, the formation costs shall, in accordance with the first point

of the second paragraph of Article 127 of the ZOAIS (*'Operating costs of a real estate investment company'*), be borne by the REIC or reimbursed to the Management Company from the REIC's funds.

f) Agreements concluded up to the date of approval of the Prospectus

Up to the date of approval of the Prospectus, the REIC or the Management Company, on behalf of the REIC, entered into a Management Agreement with the Management Company and an Agreement with the Lead Manager, both of which are disclosed in clause 17. of the Prospectus (*'Transactions between related parties*').

Up to the date of approval of the Prospectus, REIC, or the Management Company on behalf of REIC, had also entered into the following agreements for the provision of specific services, which are relevant for the purposes of determining the fees directly or indirectly borne by REIC:

Agreement	Fee
Depositary agreement, as disclosed in clause 25 (*'Custodianship'*)	The Depositary is entitled to a depositaries' fee of 0.020% per annum of the NAV for the provision of depositaries' services. If the NAV exceeds EUR 200,000,000.00 the value of EUR 200,000,000.00 shall be taken into account for the calculation of the custodian's fee, regardless of the actual NAV. The Depositary is also entitled to: a fee for the safekeeping and monitoring of investments owned by the REIC that are not held in custody by the Depositary, calculated at a rate of 0.004 % of the confirmed NAV for the relevant quarterly Calculation Period; to cover its own costs associated with the submission and execution of orders relating to REIC assets, amounting to EUR 7.00 per transaction involving a financial instrument held in custody by the Depositary. As the key parameters are not yet known at the time of the Prospectus's approval, it is not possible to determine or estimate the maximum absolute amounts.
Real Estate Valuation Agreement	The costs of valuing assets are determined on the basis of the scope of each valuation, the type of asset, the complexity of the valuation and the number of Investments. The maximum actual amount or estimated amount as at the date of approval of the Prospectus cannot be determined, as it depends on the operations of the REIC. Based on current assumptions, the Management Company estimates that the fees are in line with normal market conditions.
Business Valuation Agreement	The costs of asset valuation are determined based on the scope of the individual valuation, the type of assets, the complexity of the valuation and the number of Investments. The maximum actual amount or estimated amount as at the date of approval of the Prospectus cannot be determined, as it depends on the operations of the REIC. Based on current assumptions, the Management Company considers that the fees are in line with normal market conditions.
Accounting Services Agreement	The costs of accounting services are set as a fixed amount based on the scope of services provided in accordance with the agreement, whereby REIC will only cover those costs which it is permitted to cover under applicable regulations. It is not possible to specify the maximum actual amount or estimated amount as at the date of approval of the Prospectus, as this depends on REIC's operations. Based on current assumptions, the Management Company estimates that the fees are in line with normal market conditions.
Contract for the provision of audit services	The planned price for the audit of the financial statements and the review of the report for the purposes of reporting in the European Single Electronic Format (ESEF) amounts to EUR 14,500.00 for 2026, EUR 18,900.00 for 2027 and EUR 18,900.00 for 2028. All amounts are exclusive of VAT.

23.2. Description of other fees that may be relevant

a) Remuneration to the Lead Manager for organising and conducting the initial public offering of the New Shares, including distribution

The Management Company has entered into an Agreement with the Lead Manager on behalf of REIC, which is disclosed in clause 17 of the Prospectus (‘*Transactions between related parties*’). The fee paid by the Management Company to the Lead Manager from REIC funds pursuant to the Agreement with the Lead Manager constitutes payment for the provision of services performed by the Lead Manager as an entity authorised under ZTFI-1, and comprises the following: (i) investment services and transactions relating to the initial sale of financial instruments (i.e. New Shares) without a repurchase obligation, in accordance with point 7 of the first paragraph of Article 11 of ZTFI-1 (*‘investment services and activities*’), the Prospectus Regulation and Delegated Regulation (EU) 2019/980; and (ii) services relating to the distribution of the New Shares, the organisation of marketing activities, the marketing and sale of the New Shares; and (iii) services necessary for the admission of the Issuer’s Existing Shares and New Shares to trading on the regulated market of the Ljubljana Stock Exchange.

The aforementioned Agreement with the Lead Manager enables the Lead Manager, for the purpose of carrying out the distribution, to engage additional Distributors who hold the appropriate authorisations to provide investment services in accordance with the applicable regulations, and that the Lead Manager and/or such distributors receive remuneration for the provision of distribution services.

With regard to the remuneration to which they will be entitled in connection with the distribution of the New Shares under the Prospectus, the distributors are themselves responsible for fulfilling all disclosure obligations and other requirements relating to such remuneration as stipulated by the MiFID II Directive and the ZTFI-1.

b) Remuneration under the support services agreement

The Management Company has entered into *a* separate *‘Agreement on Support Services in Connection with a Real Estate Investment Company*’ with NLB d.d. The purpose of this agreement is to provide support to all Potential Investors in the context of the initial sale of New Shares by providing information about the REIC and the REIC’s shares, in particular by ensuring timely access to information, improving responsiveness to enquiries from Potential Investors, and organising communication with Potential Investors more effectively.

The fee for the provision of support services under this agreement amounts to (i) 0.50% of the total amount of New Shares subscribed for and paid up by retail investors as part of the initial public offering of New Shares via NLB’s retail channels (NLB’s business network, NLB Private Banking, NLB’s modern marketing channels), and (ii) 0.50% of the total amount paid by retail investors who subscribe for and pay for up to and including EUR 50,000.00 worth of New Shares per Investor, also via NLB’s retail channels. The fee represents payment for the enhanced quality and scope of services provided by the Lead Manager, acting as a Distributor, in connection with the implementation of this agreement and in conjunction with the Agreement with the Lead Manager, and is determined on the basis of market conditions and in an amount proportionate to the added value that these services provide to Potential Investors and the Issuer.

The fee for the services under this agreement is covered in full by the Management Company from its own funds.

c) Cost of outsourcing property management and administrative services relating to Real Estate Investments

The Management Company also intends to outsource the provision of real estate management and administrative services relating to Real Estate Investments, which may include, amongst other things, the management and maintenance of properties.

The costs of these services may, to the extent permitted by applicable regulations, be covered from the REIC’s assets, provided that the total cost of such services will, as a rule, not exceed 0.03% of the net asset value of the REIC per month. This figure represents the maximum expected cost level and not a predetermined or guaranteed cost. Actual costs may be lower and will depend, in particular, on

the size, type, location, technical condition and occupancy of individual Real Estates, the scope of management services, the number of tenants, the complexity of tenancy arrangements, the geographical spread of the portfolio and the contractual terms with selected external service providers.

When organising the management of the Real Estate and selecting external service providers, the Management Company will act with due care and in the best interests of the REIC and the Investors. Before selecting an external contractor, the Management Company will, as a rule, review several available offers or market conditions and, in its assessment, take particular account of references, experience, professional qualifications, organisational capacity, the location of the individual Real Estate or portfolio, and the proportionality of the cost in relation to the scope and complexity of the services. Depending on the characteristics, scope and geographical spread of the portfolio, the Management Company may select one or more external service providers if it assesses that such an arrangement is more appropriate and in the interests of the REIC and the Investors.

d) Costs associated with the purchase and intermediation of Real Estate and other transaction costs

Transaction costs comprise the costs of external service providers that may arise in connection with the search for, due diligence on, structuring, acquisition, financing or sale of an individual Investment. These costs include, in particular, the fees of intermediaries and the fees of professional advisers, including legal, financial, tax, technical and other advisory services necessary for the assessment and execution of an individual transaction.

Based on current estimates, the total costs of intermediaries and professional advisers will generally range from approximately 0.50 % to just over 1 % of the value of an individual transaction. The range stated represents merely a rough estimate of the expected level of such costs and is not a predetermined or guaranteed cost. The actual amount of the costs will depend primarily on the size, type and location of the Real Estate, the structure of the transaction, the number of jurisdictions involved, the method of financing, the complexity of the process, the scope of the due diligence required, the availability of documentation, the number of service providers involved, and other circumstances affecting the complexity of carrying out the specific transaction. For larger or less complex transactions, costs will generally be closer to the lower end of the stated range or even below it, whilst for smaller or more complex transactions, they may reach or even exceed the upper end of the stated range.

As REIC does not yet own any Real Estate at the time of preparing the Prospectus and specific future Investments have not been determined in advance, it is not possible to specify the exact absolute amount of transaction costs.

When engaging external service providers, the Management Company will assess whether such costs are necessary, comparable to market rates, proportionate to the value and complexity of the individual transaction, and consistent with REIC's investment policy, REIC's business plan and the interests of the Investors. Such costs will be borne by the REIC only to the extent that they relate to the implementation of the REIC's investment policy or a specific Investment.

e) Remuneration to the market maker

Other operating costs of the REIC also include the cost of a market maker, whom the Management Company will select, in the name and on behalf of the REIC, at its own professional discretion from among existing providers of such services, following appropriate enquiries and taking into account competitive terms of engagement.

The Management Company may, at its own professional discretion and depending on market conditions, enter into a contract with more than one market maker where this is in the best interests of the Investors.

The cost of a market maker depends primarily on the volume of capital for which liquidity is provided, the expected volume of trading in REIC shares, the spread between the bid and ask prices for the shares, the number of market makers, and other terms of the individual contractual relationship. Taking into account the projected trading volume of the REIC and current market conditions, the Management Company estimates that the cost of a market maker will, as a rule, not exceed 0.03 % per annum of the amount of capital for which liquidity is provided. This estimate is purely indicative and may change

significantly if, in view of the size of the REIC, the amount of issued capital, the liquidity of the shares or other circumstances, the Management Company assesses that it is appropriate to conclude contracts on different terms in order to effectively ensure the liquidity of the shares and protect the interests of Investors.

23.3. Service providers providing services to the REIC and receiving payments from third parties

The Management Company may also, in its own name or on behalf of the REIC, enter into other contracts for the provision of services relating to the REIC's operations or the management of the REIC. If, by their nature, such services do not give rise to costs that may, in accordance with Article 127 of the ZOAIS (*'operating costs of a real estate investment company*'), be covered from the REIC's funds, they shall be covered directly by the Management Company.

As at the date of approval of the Prospectus, one such contract had been concluded, namely the Contract for Accounting Services, which charges the REIC only for costs permitted under the applicable regulations, whilst the Management Company covers all other costs of services provided to the REIC directly.

23.4. Identity of service providers and description of the duties and rights of Investors

Identity of service providers known as at the date of approval of the Prospectus:

Service	Provider	Address	Description of duties
Initial sale of Shares and admission to trading on a regulated market	**Nova Ljubljanska banka d.d., Ljubljana**	Trg republike 2, 1520 Ljubljana	Services and transactions relating to the initial placing of financial instruments without a firm commitment basis, in accordance with point 7 of the first paragraph of Article 11 of ZTFI-1 (*"investment services and* activities") and services necessary for the admission of the REIC shares thus issued to trading on the regulated market of the Ljubljana Stock Exchange, d.d., Ljubljana.
Custodian services	**BANKA INTESA SANPAOLO d.d.**	Pristaniška ulica 14, 6000 Koper	Provision of depositary services.
Real Estate valuation	**Colliers Advisory d.o.o.**	Petrinjska ulica 3, 10000 Zagreb, Croatia	Provision of Real Estate valuation services for properties owned by REIC or REIC's Real Estate SPVs.
Business valuation	**Kapitalska Genetika, korporativne finance in razvoj, d.o.o.**	Slovenska cesta 54, 1000 Ljubljana	Provision of valuation services for REIC's assets.
REIC Accounting	**UNIJA ETL Accounting d.o.o., Ljubljana**	Tržaška cesta 515, 1351 Brezovica pri Ljubljana	Provision of accounting services for REIC.
Audit	**Pricewaterhouse Coopers d.o.o.**	Cesta v Kleče 15, 1000 Ljubljana	Audit of REIC's financial statements for the periods ending 31 December 2026, 31 December 2027 and 31 December 2028, in accordance with International Standards on Auditing.

Service providers carry out their duties on the basis of a contractual relationship with the Management Company or the REIC and do not have a direct relationship with Investors. Investors are guaranteed the rights to which they are entitled as holders of Shares in accordance with the Articles of Association and applicable regulations.

23.5. Description of significant potential conflicts of interest and the arrangements in place for managing them.

The Management Company has established a comprehensive and systematic approach to identifying and managing conflicts of interest that may arise in the management of the REIC or that may harm the interests of the REIC or the Investors, which includes appropriate organisational and administrative arrangements, as well as measures, procedures and policies for their identification, prevention and management. As part of these arrangements, the Management Company regularly identifies and assesses existing and potential conflicts of interest, maintains appropriate records and implements measures to manage them. The Management Company implements appropriate measures to identify and manage conflicts of interest both in relation to the selection of service providers with whom the REIC cooperates and in relation to the management of the REIC.

Despite these measures, circumstances may arise in individual cases where the risk of a conflict of interest cannot be fully eliminated or neutralised. Accordingly, the Management Company discloses below, material and non-neutralised conflicts of interest, their general characteristics or sources, and the key measures it has adopted to prevent, manage and monitor them.

a. Use of service providers who are related parties

In managing the REIC, the Management Company may use the services of persons who are linked to it by capital, organisation, contract or in any other way. In such cases, a conflict of interest may arise between the Management Company and the REIC, as the Management Company, in addition to its duty to act in the best interests of the REIC, may also have an interest in securing business opportunities, revenue or other benefits for related parties. Consequently, there is a risk that the selection of a service provider might not be based exclusively on the criteria most favourable to the REIC. The Management Company manages this risk through established procedures for identifying and managing conflicts of interest and transactions with related parties, the use of objective criteria in the selection of service providers, verifying that terms and conditions are comparable to market conditions, recording transactions, providing adequate justification for the selection, and ensuring oversight of concluded transactions. Despite these measures, it is not possible to completely rule out the risk that the interests of related parties might influence the Management Company's decision-making when selecting service providers or determining the terms of cooperation. Due to the nature of such relationships, this conflict of interest cannot be fully neutralised.

Agreement with the Lead Manager: The Management Company has entered into an Agreement on the Provision of Investment Services with NLB d.d., which is the Lead Manager and a related party (as at the date of approval of this Prospectus, NLB d.d. holds a 100 % stake in the Management Company's share capital), an Agreement on the Provision of Investment Services in connection with the conduct of the initial sale of New Shares upon issue and for the admission to trading of *the* shares on a regulated market, which is also disclosed in clause 17. of the Prospectus ('*Transactions between related parties*'). In relation to the provision of services for the organisation and distribution of REIC shares, a conflict of interest may arise between the Management Company, the Lead Manager and REIC, as the Lead Manager has an interest in the successful distribution of REIC shares and in receiving commissions or other payments related to the provision of these services. Consequently, there is a risk that the Lead Manager's interests could influence the manner in which distribution activities are carried out or the assessment of the suitability of a particular Investment for Potential Investors. The Management Company manages this risk by ensuring that the Agreement is concluded on standard market terms. The Lead Manager is contractually obliged to carry out an assessment of the suitability or appropriateness of the Investment for each Potential Investor in accordance with applicable legislation and independently of its own sales interests. Furthermore, the Lead Manager has established its own procedures and a policy for managing conflicts of interest and, in accordance with the law, discloses to Potential Investors the commissions, fees and other benefits it receives in connection with the provision of these services to REICs. The rationale for the selection of the Lead Manager is documented, and, furthermore, the Lead Manager has many years' experience in the distribution of

financial instruments; the internal control mechanisms and procedures in place further contribute to ensuring that services are provided professionally, transparently and in accordance with applicable regulations and best practice.

Despite these measures, it is not possible to completely rule out the risk that the Lead Manager's economic interest, linked to the receipt of payments for the provision of investment services and the distribution of REIC shares. Due to the nature of the relationship between the Management Company and the Lead Manager, this conflict of interest cannot be fully neutralised.

b. Transactions involving Real Estate and other assets with related parties

When acquiring, disposing of, letting or otherwise dealing with REIC's Real Estate or other assets, a conflict of interest may arise where the counterparty to the transaction is a person who is linked to the Management Company by capital, organisational, contractual or other ties. In such cases, the Management Company may, in addition to its duty to act in the best interests of REIC, also have an interest in carrying out the transaction for the benefit of the related party. Consequently, there is a risk that the terms of a particular transaction, including the purchase price, rent, timing of execution or other contractual provisions, may not be the most favourable for REIC. The Management Company manages this risk through established procedures for identifying and managing conflicts of interest and transactions with related parties, record-keeping, the use of independent valuations, verifying the comparability of terms with market conditions, recusal from the preparation and decision-making process, appropriate documentation of business decisions, and ensuring internal control over such transactions.

Despite these measures, a residual risk remains that the interests of related parties could influence the assessment of the appropriateness of a particular transaction or its terms. Due to the nature of such relationships, this conflict of interest cannot be fully neutralised.

c. Delegation of management services

The Management Company may delegate specific tasks or services relating to the management of the REIC to external contractors or authorised representatives in accordance with applicable legislation and the REIC's Articles of Association (e.g. the delegation of Real Estate management services, as set out in clause 23.2.c) of the Prospectus (*'Fees for property management and administration services relating to Real Estate Investments*'). In such cases, a conflict of interest may arise, as the external service provider has its own commercial interest in providing the services and may simultaneously provide services to other clients, including owners, Management Companies or Investors in Real Estate or Real Estate Funds, whose interests may conflict with those of the REIC. Consequently, there is a risk that, when allocating its resources, selecting business opportunities, negotiating with tenants, selecting maintenance contractors or making other decisions relating to Real Estate management, the external service provider might also take into account the interests of other clients. The Management Company manages this risk through procedures for the selection and regular monitoring of external contractors, the assessment of their professional competence and any potential conflicts of interest, appropriate contractual provisions, and the supervision of their operations. As a general rule, the Management Company will, at its own professional discretion, obtain several quotations from potential contractors before selecting an external contractor and, when making its selection, will take particular account of their references, experience, professional competence, organisational capacity and the location of the individual Real Estate or Real Estate portfolio. Depending on the characteristics, scope and geographical spread of the Real Estate portfolio, the Management Company may select one or more different external service providers if it assesses that such an arrangement is more appropriate or in the best interests of the REIC and its Investors. The REIC's Articles of Association stipulate that the Management Company shall, on an ongoing basis, identify potential conflicts of interest that could arise from the delegation of individual services to authorised parties, and shall take appropriate measures to prevent any adverse impact on the management of the REIC's assets. In selecting and supervising external service providers, the Management Company shall in all cases act with the necessary professional diligence and in the best interests of the Issuer and the Investors.

Despite the measures set out above, it is not possible to completely rule out the risk that an external service provider's business interests or its obligations to other clients might influence the performance

of the delegated services. Owing to the nature of such relationships, this conflict of interest cannot be entirely neutralised.

d. Management Fee, valuation of assets

The amount of the Management Fee is determined as a percentage of the net asset value of the fund (NAV). This method of determining the fee may give rise to a conflict of interest between the Management Company and the REIC, as the Management Company has an interest in increasing the value of the REIC's assets, on which the amount of the Management Fee depends. This risk may be particularly pronounced in the case of Investments whose value cannot be directly determined on the basis of market prices and is based on estimates, assumptions or valuations. The Management Company manages this conflict of interest by applying the valuation methodologies and procedures set out in the REIC's Articles of Association and in its internal policies and procedures for the valuation of alternative investment fund assets. The amount of the Management Fee and the method of its calculation are disclosed to investors in advance in the REIC Articles of Association and other relevant REIC documents. When valuing assets, the Management Company applies appropriate internal controls and, where necessary, independent external valuations. Any change to the amount of the Management Fee is only possible in accordance with the procedures and conditions set out in the REIC Articles of Association.

Despite the measures outlined above, it is not possible to completely rule out the risk that the Management Company's interest, linked to the amount of the Management Fee, might influence the judgement exercised when valuing individual Investments. Due to the very nature of the remuneration system, this conflict of interest cannot be completely neutralised.

e. Allocation of costs to the REIC

In the course of operating and managing the REIC, a conflict of interest may arise between the Management Company and the REIC regarding the definition and allocation of individual costs, as the Management Company has an interest in ensuring that certain costs are charged to the REIC rather than to the Management Company. The Management Company manages this risk on the basis of the current policy on fees and eligible costs for investors in alternative investment funds and the REIC's Articles of Association, which specify the types of costs to be borne by the REIC and the types of costs to be covered by the Management Company. The Management Company ensures that costs are allocated in accordance with applicable legislation, internal regulations and in the best interests of the Investors.

Despite the measures set out above, it is not possible to completely rule out the risk that, when assessing the nature of a particular expense or its connection to the REIC's operations, a situation might arise in which the interests of the Management Company and the REIC could diverge. Consequently, this conflict of interest cannot be entirely neutralised.

f. Appointment of the Management Company's staff to the management or supervisory bodies of Real Estate SPVs

For the purposes of the effective management of the Investments, the Management Company may appoint its employees, members of its management bodies or other persons associated with the Management Company to the management or supervisory bodies of Real Estate SPVs through which the REIC carries out the Investments. In such cases, a conflict of interest may arise, as the appointed persons may receive remuneration, attendance fees, bonuses or other payments for performing their functions in the Real Estate SPV. Consequently, there is a risk that such a person's personal financial interest could influence their judgement and decision-making, thereby preventing them from acting exclusively in the best interests of the REIC and the Investors. The Management Company manages this risk through established procedures for identifying and managing conflicts of interest, and through the mechanisms set out in the REIC's Articles of Association. The REIC Articles of Association stipulate that the basic Management Fee shall be reduced by the full amount of any expenses or payments, such as directors' and advisers' fees, which are received directly or indirectly by the Management Company or paid to the Management Company or to any director of the Real Estate SPV. This does not apply to directors with professional experience who are independent of the Management Company.

Despite the measures set out above, it is not possible to completely rule out the risk that an individual's personal interest, arising from the receipt of payments for performing a function within the Real Estate SPV, might influence their judgement when deciding on matters of importance to the REIC or to an individual Real Estate SPV. Due to the nature of such relationships, this conflict of interest cannot be entirely neutralised.

g. Financing of Real Estate SPVs

When managing investments, the REIC may carry out investments through Real Estate SPVs. With regard to their financing, a conflict of interest may arise between the Management Company and REIC, as the Management Company decides on the amount, method, timing and terms of financing for an individual Real Estate SPV, including the provision of equity financing, the approval of loans, refinancing of liabilities and the allocation of cash flows between the Real Estate SPV and the REIC. Consequently, circumstances may arise in which the interests of the REIC, the Real Estate SPV, its creditors, financiers or other contractual partners are not fully aligned. The Management Company manages this risk through established decision-making procedures, internal rules for identifying and managing conflicts of interest, by reviewing available financing options, by obtaining comparable offers where this is possible and appropriate given the circumstances of the individual transaction, and by ensuring that transactions are concluded on terms comparable to market conditions.

Despite these measures, it is not possible to completely rule out the risk that, when deciding on financing, refinancing, loan repayments or the allocation of cash flows, circumstances may arise in which the interests of individual parties are not fully aligned. Due to the nature of such relationships, this conflict of interest cannot be fully neutralised.

24. INFORMATION ON THE MANAGEMENT COMPANY AND INVESTMENT ADVISER

24.1. Management Company

Company name: NLB Skladi, upravljanje premoženja, d.o.o. *(eng. NLB Funds, Asset Management, Ltd.)*

Abbreviated company name: NLB Skladi, d.o.o. *(eng. NLB Funds, Ltd.)*

Registered office: Ljubljana

Registration number: 1876031000

Legal Entity Identifier (LEI): 48510000IA9IKGSTNG14

Business address: Tivolska cesta 48, 1000 Ljubljana, Slovenia

Website: www.nlbskladi.si

Registration number:
The Management Company is entered in the Companies Register of the Republic of Slovenia, maintained by AJPES, under registration number 1/38660/00. The date of entry in the Companies Register of the Republic of Slovenia is deemed to be the date of registration of the Management Company.

The Management Company is also entered in the Register of Alternative Investment Fund Managers, maintained by the SMA.

Duration of the Management Company: The Management Company is established for an indefinite period.

Domicile, legal form and governing law of the Management Company:

The Management Company is established in accordance with the provisions of the ZGD-1 as a limited liability company with its registered office in the Republic of Slovenia.

In its operations, the Management Company complies with the relevant regulations in force within the territory of the Republic of Slovenia, including the relevant European Union regulations which are directly applicable in the Republic of Slovenia, the laws of the Republic of Slovenia and subordinate legislation.

The Management Company's contact details:

NLB Funds, Asset Management, Ltd.
Tivolska cesta 48, 1000 Ljubljana, Slovenia
Email address: info@nlbskladi.si
Telephone number: +386 (0)1 476 52 70

Information on the Management Company's website does not form part of the Prospectus, unless specific information is incorporated into the Prospectus by reference.

Significant developments in the Management Company's business activities, regulatory status and experience:

The Management Company (i) obtained a licence to provide investment fund management services in accordance with ZISDU-3 on 22 October 2003 by Decision No. 25/36/AG-03-(631) of the SMA, (ii) on 30 January 2014, by SMA Decision No. 40220-10/2023-10, a licence to provide financial instrument management services under the ZTFI-1; and (iii) on 4 July 2024, by SMA Decision No. 40220-16/2024-9, a licence to provide alternative investment fund management services with a private equity strategy in accordance with the ZUAIS.

Prior to the establishment of REIC, on the basis of the Agency's Decision, No. 40220-4/2026-6 of 5 March 2026, it also obtained a licence to provide alternative investment fund management services for Real Estate funds in accordance with Article 126 of the ZUAIS, and pursuant to the Agency's Decision, No. 40221-3/2026-9 dated 29 April 2026, a licence to manage a real estate investment company in accordance with Article 113 of the ZOAIS, subject to the condition precedent of the Prospectus being approved.

The authority responsible for supervising the Management Company is the SMA of the Republic of Slovenia. The mention of the SMA does not imply that the SMA in any way supports, approves or guarantees an investment in the REIC.

As at the date of approval of the Prospectus, the Management Company manages the NLB Funds umbrella fund comprising 20 different sub-funds, which differ in terms of their investment policies, and manages more than 900 individual investment portfolios as part of its financial instrument management service. In 2024, the Management Company also established and currently manages the first alternative investment fund, NLB Funds – Green Transition I, a Special Investment Fund, with an Investment Strategy focused on investments that support the green transition.

As at 31 December 2025, as part of its investment fund management service, the Management Company managed the assets of the NLB Funds umbrella fund totalling more than EUR 3,000,000,000, as part of its discretionary portfolio management, client assets totalling more than EUR 560,000,000 (the value of assets managed within the umbrella fund is included in the investment fund management service) and, as part of the alternative investment fund management service, managed the aggregate commitments of a newly established alternative investment fund amounting to almost EUR 30,000,000.

24.2. Investment Adviser

On 16 February 2026, the Management Company entered into an 'Advisory Service Agreement' with Peakside Capital Advisors Sp. z.o.o., a limited liability company (*'Spółka z ograniczoną odpowiedzialnością*') incorporated under the laws of the Republic of Poland, with its registered office at Poznańska 37, Warsaw, Poland, *an 'Advisory Service Agreement*', the purpose of which is to provide

the Management Company with access to high-quality advisory services and the transfer of best practice in the field of property investment for management purposes.

The investment adviser provides advisory services in the field of Real Estate and strategic investments. The Investment Adviser is neither authorised nor supervised by the competent supervisory authority (Polish: *'Komisja Nadzoru Finansowego*') as an investment firm or as a Management Company for AIFs.

The investment adviser is an independent company active in the field of Real Estate management and Real Estate investment. It operates in Germany and across Central and Eastern Europe, with offices in Frankfurt, Warsaw, Zug (Switzerland) and Luxembourg. It is characterised by in-depth knowledge of local markets, including their challenges and opportunities, extensive market expertise, significant industry experience and a broad network of long-established business relationships. Since its establishment in 2010, the investment adviser has adopted an active and hands-on approach to asset management, focused on creating added value and achieving sustainable performance in property investments. This approach has contributed to a track record of solid and consistent results in the field of Real Estate investment. Today, the investment adviser offers investors a wide range of tailored investment solutions, with a particular focus on Germany and the countries of Central and Eastern Europe as key markets.

The investment adviser has experience in Core, Core+, Value Add and Opportunistic Investment Strategies in Germany, Poland, the Czech Republic and the South-Eastern European region. His experience in Core/Core+ Investment Strategies is directly aligned with the investment objectives: capital preservation and risk mitigation, income generation, and capital appreciation through active asset management (letting, lease extensions or restructuring, refurbishments/capital expenditure (capex) and operational improvements).

Since its establishment in 2010, the investment adviser has advised on the establishment of four different funds in Germany, three of which have been successfully wound up (liquidated), whilst one is currently in the investment phase, creating value through active asset management in the residential, logistics and retail Real Estate sectors (particularly food retail) and other segments. In addition to the above activities, the investment adviser is currently also implementing an independent investment strategy focused on prime Real Estate in Germany, exploiting market inefficiencies to acquire high-quality commercial Real Estate in key German cities.

The investment adviser has also managed and successfully wound up three Real Estate funds that invested in Poland and in Central and South-Eastern Europe, and is currently advising on three separate mandates in Poland, focusing on industrial Real Estate.

To illustrate the scale of his activities, the investment adviser has raised equity capital totalling more than 1.5 billion EUR. This includes more than 60 completed Investments (with a total gross asset value of over €4.8 billion), more than 370 Real Estates (as at Q4 2025) and current assets under management of €1.6 billion. Each year, it carries out an average of €430 million worth of transactions and lets approximately 86,000 m².

In accordance with Article 46 of the Articles of Association ('*Delegation of the performance of certain company management services to another person*"), the engagement of an external investment adviser is limited exclusively to the provision of expert, analytical and advisory opinions and does not constitute a delegation of decision-making, discretion or responsibility in relation to investment decisions. The Management Company assesses, approves and adopts all investment decisions independently and at its own discretion. The Management Company also bears the costs of investment advice in accordance with the Investment Advisory Agreement.

25. CUSTODIAN

25.1. Information on the Depositary and a description of how the REIC's assets are held

Company name: BANKA INTESA SANPAOLO d.d.

Abbreviated name: /

Registered office: Koper

Registration number: 5092221000

Legal Entity Identifier (LEI): 549300ECJDDLOVWWL932

Business address: Koper, Pristaniška ulica 14, 6000 Koper - Capodistria

Website: www.intesasanpaolobank.si

Registration number:
The Depositary is entered in the Companies Register of the Republic of Slovenia, maintained by AJPES, under registration number 1/00490/00. The date of entry in the Companies Register of the Republic of Slovenia is deemed to be the date of registration of the Depositary.

Duration: The Depositary is established for an indefinite period.

Registered office, legal form of the Depositary and applicable legislation:

The Depositary is established in accordance with the provisions of the ZGD-1 as a public limited company with its registered office in the Republic of Slovenia. In its operations, the Depositary complies with the relevant regulations in force within the territory of the Republic of Slovenia, including the relevant regulations of the European Union which are directly applicable in the Republic of Slovenia, the laws of the Republic of Slovenia and subordinate legislation.

Contact details of the Depositary:

BANKA INTESA SANPAOLO d.d.
Koper, Pristaniška ulica 14, 6000 Koper - Capodistria
Email address:info@intesasanpaolobank.si
Telephone number: 080 13 18 (calls from Slovenia) or +386 (0)5 666 18 38 (calls from abroad)

Information on the Depositary's website does not form part of the Prospectus, unless specific information is incorporated into the Prospectus by reference.

Key developments in the Depositary's business

The Depositary has its origins in a bank established in 1955 as Istrska komunalna banka, which was renamed Banka Koper in 1997 and became part of the international banking group Intesa Sanpaolo in 2002. Since 2016, it has been operating under the name Intesa Sanpaolo Bank d.d. and is now part of one of the leading banking groups in the EU. Throughout its development, the bank has significantly expanded the scope of its operations and its presence in Slovenia, whilst introducing advanced banking and digital services. Key milestones in the development of the Depositary's business activities are presented on the Depositary's website (About Us | Intesa Sanpaolo Bank).

Description of the Depositary's obligations

The Depositary is authorised to provide the following custodial services on behalf of the REIC:
1. Custody services for the REIC's financial instruments and other assets, and monitoring of Investments which the Management Company is unable to place in custody;
2. monitoring the REIC's cash flows;
3. ensuring that the sale, issue and any redemption of REIC shares are carried out in accordance with the ZUAIS, ZOAIS and other regulations governing the operation of the REIC, as well as the REIC Documents;
4. ensuring that the value of assets per REIC share is calculated in accordance with the ZUAIS, the ZOAIS and other regulations governing the operations of the REIC, as well as the REIC Documents;

5. complying with the instructions of the REIC Management Company, unless they conflict with the ZUAIS, ZOAIS and other regulations governing the operations of the REIC, as well as the REIC Documents;
6. ensuring that obligations arising from transactions entered into by the REIC Management Company on behalf of the REIC are fulfilled within normal business timeframes,
7. to ensure that the REIC's revenue is used in accordance with the ZUAIS, the ZOAIS and other regulations governing the REIC's operations, as well as the REIC's Documents.

Transferred custody arrangements

As at the date of approval of the Prospectus, there is no agreement in place regarding the transfer of the provision of custody services.

Regulatory status of the Depositary

Pursuant to Bank of Slovenia licence No. 2/8 dated September 3 2003 for the provision of custodial services, in accordance with Article 112 of the ZUAIS (*'AIF depositary*'), the Depositary is authorised to act as depositary for the REIC.

25.2. Description of the method of holding assets not in the Depositary's possession and the associated risks

At least 80 per cent of the REIC's assets consist of Real Estate or shares in Real Estate SPVs that own Real Estate. In accordance with the applicable regulations, the Depositary does not hold these assets but performs a supervisory function, which includes, in particular, verifying ownership, maintaining records and monitoring the compliance of transactions.

The risk arises from the fact that the Real Estate or business interests are not subject to custody in the sense of the Depositary's physical or legal possession, but are directly or indirectly owned by the REIC. Consequently, the effectiveness of asset protection depends primarily on the adequacy of theDepositary's internal controls, corporate governance and supervisory functions. The Depositary's supervision of such assets is based primarily on the verification of documentation and information; therefore, there is a risk that irregularities or non-compliance will not be detected in a timely manner.

Furthermore, the Depositary may engage third parties for the purpose of holding individual financial instruments where this is necessary due to the nature of the individual asset, the trading market or the method of settlement of transactions. Such delegated custody arrangements may relate primarily to financial instruments that form part of the REIC's eligible liquid assets or exposures arising from derivative financial instruments, in which case the Depositary shall exercise the necessary professional care in the selection and monitoring of third parties and shall be liable to the extent and under the conditions laid down by the applicable regulations. The Depositary may entrust the REIC's financial instruments to third parties for safekeeping only if such third parties are authorised to provide financial instrument custody services and are subject to appropriate supervision by the competent authorities. Where the legislation of a particular third country requires the use of third parties that do not meet all the conditions comparable to the requirements of European Union law, the Depositary may act in this manner only on the basis of an express instruction from the Management Company and solely to the extent required by the legislation of the country concerned. The Depositary and third parties may not reuse the REIC's assets held in custody without the prior consent of the Management Company. The delegation of individual custodial services to third parties neither excludes nor limits the Depositary's liability, except in the cases and under the conditions specified by the applicable regulations.

26. VALUATION OF REIC ASSETS

26.1. Description of the valuation procedure and pricing methodology for the valuation of REIC assets

a) Description of the procedure for the valuation of REIC assets

In accordance with Article 84 of the ZUAIS ('*Responsibility for Valuation*"), the Management Company is responsible for the valuation of REIC assets and liabilities, having established a procedure for the

accurate and independent valuation of assets and liabilities and the calculation of the NAV in accordance with the ZUAIS, the regulations governing the operations of real estate investment companies and the REIC Articles of Association.

The valuation of the REIC's assets and liabilities is carried out at least once a year, as well as in the event of an increase or decrease in the REIC's share capital.

The REIC's assets are valued in accordance with International Financial Reporting Standards (IFRS) and in accordance with the International Valuation Standards and the Hierarchy of Valuation Rules issued by the Slovenian Institute of Auditors pursuant to the ZRev-2.

For the valuation of assets comprising financial investments in equity instruments and Real Estate or Real Estate development projects for which there is no published price on an active market for the REIC, the Management Company has appointed external independent valuers, who are disclosed in clause 23.4. of the Prospectus (*'Identity of service providers and description of the duties and rights* of *Investors'*). The valuation of other financial investments and other assets of the REIC that are not valued by an external independent valuer, as well as the valuation of liabilities, falls within the remit of the Management Company.

The rules and procedures for the accurate and independent valuation of assets and liabilities, as well as the procedure for the accurate and timely calculation of the NAV and the NAV per Share of the REIC, are set out in more detail in the Management Company's internal documents.

b) Pricing methodologies for the valuation of REIC assets

Equity interests or shares in unlisted companies are valued using the fair value model following initial recognition. The same applies to Real Estate, including property under construction or development, and to equity interests or shares in Real Estate SPVs.

Units in alternative investment funds with a property fund strategy and shares in listed public companies traded on a regulated market are measured using the fair value model after initial recognition.

Cash and cash equivalents are recognised in the financial statements at their nominal value.

The assets of the money market fund are valued in accordance with Regulation (EU) 2017/1131 on money market funds.

Interest on deposits and loans granted is calculated and recognised in the financial statements at amortised cost in accordance with the contractual terms.

Loans and receivables recognised as financial investments are measured at amortised cost.

All other assets are measured in accordance with the methods and approaches set out in IFRS.

Financial assets denominated in foreign currencies are translated at the European Central Bank's reference exchange rate. For exchange rates not shown in the European Central Bank's daily exchange rate list, the most recent rates published by the Bank of Slovenia are used.

REIC's liabilities (bank loans, payables to suppliers, accrued expenses) are recognised in the financial statements at their amortized costs, in accordance with the contractual terms.

REIC's own shares are valued at cost.

The assets of the Real Estate SPV are valued in accordance with the same rules as those of REIC.

c) Calculation of the company's net asset value and net asset value per share

The Management Company calculates the NAV of the REIC and the net asset value per share (hereinafter: 'NAV per Share') as at the end of the Calculation Period, i.e. on 31 March, 30 June, 30

September and 31 December (hereinafter: **'Calculation Date',** and the period between individual Calculation Dates is referred to as **'the Calculation Period'**).

The NAV is calculated as at the Calculation Date as the difference between the REIC's total assets and its total liabilities. The NAV per Share is calculated as at the Calculation Date by dividing the NAV by the number of shares issued on the day preceding the Calculation Date.

The Management Company shall calculate the NAV and the NAV per Share no later than 3 months after the end of each Calculation Period.

Information on the most recently calculated NAV and NAV per Share is published on the Issuer's website no later than the next business day following the expiry of the calculation deadline. At the same time as publishing the NAV and NAV per Share, the Management Company also publishes information on the market price of the Shares on the Issuer's website.

The Management Company bears ultimate responsibility for the calculation of the NAV and the NAV per Share and for their publication.

26.2. Temporary suspension of valuation and notification of Investors

The Management Company may temporarily suspend the valuation of the REIC's assets where, due to exceptional circumstances, it is not possible to ensure a reliable, fair and appropriately verifiable valuation in accordance with the applicable valuation rules, or where continuing the valuation could be detrimental to the interests of Investors. The decision to temporarily suspend the valuation shall be taken by the Management Company on the basis of a careful assessment of all relevant circumstances and with due regard to the principles of Investor protection, market integrity and the consistent application of standards.

The exceptional circumstances referred to in the previous paragraph include, in particular but not exclusively:

- extraordinary events or force majeure, including epidemics or pandemics, natural disasters (such as earthquakes, floods or fires), war, armed conflicts, terrorist attacks or other comparable events;
- serious disruptions in financial or property markets, including the closure or restriction of trading on relevant markets, market turmoil and a lack of liquidity, a shortage of representative market transactions or extreme price volatility that prevents the formation of reliable valuations;
- restrictions on access to assets or information essential for the valuation, including restrictions on physical access to Real Estate or the inability to obtain key data on cash flows, tenancy arrangements or costs;
- operational or technical disruptions that significantly affect the valuation process, including the failure of information systems, cyber-attacks and incidents; the failure of payment and settlement systems, the unavailability of key external service providers (in particular independent valuers or administrators) or material errors in data;
- legal or regulatory circumstances, including changes in legislation, restrictions or measures imposed by competent authorities that would prevent the valuation (such as nationalisation or an order for a temporary suspension by a supervisory authority);
- other circumstances in which continuing the valuation would be detrimental to Investors or not in their best interests, including a period during which, for any reason, the value of a significant portion of the Investments cannot be reasonably, timely or accurately determined.

The temporary suspension of valuation shall apply only for the period strictly necessary and shall cease as soon as the reasons leading to it have ceased to exist and it is once again possible to ensure a reliable, fair and appropriate valuation of the REIC's assets.

The Management Company shall immediately notify Investors of the decision to temporarily suspend the valuation of the REIC's assets in a transparent and timely manner, in accordance with the applicable regulations on the disclosure of information. The notice shall be published on the Issuer's website and on SEOnet. Investors will be given access to information on the reasons for the suspension and the expected duration of the suspension of the valuation of REIC assets.

27. Cross-referenced information

The REIC is not an umbrella fund; therefore, there is no risk of liabilities being transferred from one sub-fund to another.

Nor does the REIC invest in Investments in AIF Units or Investments in Shares of investment funds managed by the Management Company, either directly or on the basis of a mandate from another person, or in Investment in AIF Units or Investment in Shares, managed by a person with whom the Management Company has a close relationship. The REIC may also not acquire Investments from another alternative investment fund managed by the Management Company, or dispose of Investments to such an investment fund, without the prior consent of the General Meeting.

28. Financial information

From its incorporation until the date of approval of the Prospectus, REIC has not yet commenced its principal business activities and no financial statements have been prepared.

Nor has the REIC made any Investments up to the date of approval of the Prospectus; consequently, there is no portfolio data available.

The latest NAV per share as at June 1 2026 amounts to EUR 1,000,000.00.

PART III: INFORMATION ON THE PUBLIC OFFERING OF NEW SHARES BY THE ISSUER

29. Key Information

29.1. Statement on liquid assets

On the date of incorporation, the Issuer held cash and cash equivalents amounting to EUR 1,000,000.00 arising from the paid-up share capital at the time of incorporation.

In the event of a successful public offering of New Shares, the Issuer will have at least EUR 30,000,000.00 at its disposal, of which EUR 29,000,000.00 will be raised through the public offering of New Shares, and up to EUR 101,000,000.00 of which EUR 100,000,000.00 will be raised through the public offering of New Shares.

The Issuer estimates that the funds from the paid-up share capital and the capital raised in the public offering of New Shares, provided that the latter is successful and in accordance with the validity period of the Prospectus as set out in Article 12 of the Prospectus Regulation *("Validity of the Prospectus, Registration Document and Universal Registration Document'),* will already be sufficient to finance the Issuer's operations for at least 12 months, even at the lower end of the range specified in the previous paragraph. Regardless of the amount of capital raised in the public offering of New Shares, it is expected that these funds will be sufficient only to carry out a specific volume of investment activities; consequently, it is expected that, within a relatively short period following the conclusion of the public offering of New Shares, the Issuer will propose a further increase in share capital through the issue and public offering of new shares, with the aim of raising the additional capital required to realise the planned scope of investments and achieve the Investment Objective.

In the event that the public offering of New Shares is not successful, the Issuer estimates that the cash funds arising from the paid-up share capital at the time of incorporation, amounting to EUR 1,000,000.00, will be sufficient to sustain the Issuer's operations during the aforementioned period.

29.2. Capitalisation and indebtedness

The Issuer has not yet commenced its principal investment activities; therefore, the statement on capitalisation and indebtedness has been prepared on the basis of the opening balance sheet as at the date of the Issuer's incorporation, i.e. 18 May 2026.

As at the date of approval of this Prospectus, there have been no changes to the Issuer's capitalisation and indebtedness.

Statement on capitalisation	**18 May 2026**
Total current debt	**0.00**
Guaranted	0.00
Secured	0.00
Unguaranted / unsecured	0.00
Total non-current debt	**0.00**
Guaranted	0.00
Secured	0.00
Unguarented / unsecured	0.00
Equity	**1,000,000.00**
Share capital	1,000,000.00
Legal reserve(s)	0.00
Other reserves	0.00
Total	**1,000,000.00**

Statement of indebtedness		**18 May 2026**
A	Cash	1,000,000.00

BS	Cash equivalents	0.00
C	Other current financial assets	0.00
D	**Liquidity (A + B + C)**	**1,000,000.00**
E	Current financial debt (including debt instruments, but excluding current portion of non-financial debt)	0.00
F	Current portion of non-current financial debt	0.00
G	**Current financial indebtedness (E + F)**	**0.00**
H	**Net current financial indebtedness (G - D)**	**-1,000,000.00**
I	Non-current financial debt (excluding current portion and debt instruments)	0.00
J	Debt instruments	0.00
K	Non-current trade and other payables	0.00
L	**Non-current financial indebtedness (I + J + K)**	**0.00**
M	**Total financial indebtedness (H + L)**	**-1,000,000.00**

29.3. Interests of natural and legal persons involved in the issue and offer of shares

The Management Company or its affiliated persons may, under the same conditions as those applicable to Professional Investors, at their own discretion but without any obligation, submit a Binding Offer to subscribe for New Shares as part of the public offering. A Binding Offer to subscribe for New Shares as part of the initial public offering may (given that this is the first sale of New Shares and that all Potential Investors are subscribing on the same terms) submit a Binding Offer to subscribe for New Shares as part of the first public offering, without any restrictions.
Company

The Management , on behalf of the Issuer, has provided expert advice and services under the ZTFI-1 in connection with the public offering of New Shares and the listing of Shares (i.e. Existing Shares and New Shares) of the Issuer, NLB Funds – Real Estate, Real Estate Investment Company, JSC, for trading on the regulated market of the Ljubljana Stock Exchange, has entered into a contract with NLB d.d., which is disclosed in clause 17. of the Prospectus *('Transactions between related parties')* and on the basis of which the Lead Manager provides the Issuer with (i) investment services and the execution of the initial and/or subsequent sale of financial instruments without a repurchase obligation, in accordance with point 7 of the first paragraph of Article 11 of ZTFI-1 (*"Investment services and activities"*), the Prospectus Regulation and Delegated Regulation (EU) 2019/980, and (ii) services relating to the distribution of Shares, the organisation of marketing activities, the marketing and sale of Shares, and (iii) services necessary for the admission to trading of the Issuer's Shares thus issued on the regulated market of the Ljubljana Stock Exchange.

In this regard, the professional advice and documents prepared by the Lead Manager are not binding on the Issuer, and the Issuer shall, at its own discretion, decide whether or not to incorporate the proposed solutions, clarifications or comments of the Lead Manager into the content of its documents, and shall itself, at its own discretion, determine the final content of all documents, including this Prospectus. The Lead Manager is not responsible for the content of this Prospectus. The Lead Manager accepts no responsibility for the accuracy, truthfulness or completeness of the information contained in this Prospectus, and has not separately or independently verified the information set out herein. The Lead Manager makes no representations or warranties, whether express or implied, as to the accuracy or completeness of the information or data in this Prospectus, and nothing in this Prospectus may be relied upon or construed as a promise made by the Lead Manager. Notwithstanding the foregoing, the Lead Manager is liable for the professionalism and correctness of its professional advice, opinions and services in accordance with the general rules of the law of obligations and the standard of professional care required of it in the performance of its activities.

The Issuer has not entered into any underwriting agreement with the Lead Manager. The issue of New Shares in NLB Funds – Real Estate, Real Estate Investment Company, JSC will be carried out via a public offering or the initial sale of New Shares in accordance with the provisions of the Prospectus

Regulation and Delegated Regulation (EU) 2019/980 and subject to the terms set out in this Prospectus (see *'Introduction and Important Notices'*).

The Lead Manager also intends to invite CSCC system members authorised to provide brokerage services to participate in the public offering of the New Shares; should a Distribution Agreement be concluded, these members will, in the process of selling the New Shares pursuant to the Distribution Agreement with the Lead Manager, carry out transactions relating to the sale of the New Shares to Potential Investors in the Target Market (**'Distributors'**), in particular (but not exclusively) the acceptance of Binding Offers from Potential Investors, forwarding aggregate data on the Binding Offers received to the Lead Manager; collecting and transferring the purchase price for the New Shares to a separate account held by the Lead Manager; and settling the transactions concluded in respect of the purchase of New Shares by Investors. In the sale of New Shares, the Lead Manager also acts as a distributor of the New Shares and, for the purposes of the sale and distribution of the New Shares (in the event that a Distribution Agreement is concluded), will have entered into a Distribution Agreement with Distributors, through whom Potential Investors may submit orders for the subscription and payment for the New Shares. The Distributors accept(s) no responsibility whatsoever for the content of this Prospectus.

To the best of the Issuer's knowledge, there are no other natural or legal persons involved in the issue of the New Shares, the public offering of the New Shares to Potential Investors, or the admission of the Shares to trading on a regulated market, which might have any interests, including conflicting interests, that would be material to the admission of the New Shares to trading on a regulated market.

29.4. Reasons for the offer and use of proceeds

The purpose of the initial public offering of the New Shares is to raise funds to enable the Issuer to commence operations as a real estate investment company and to implement its investment policy. The Issuer will use the funds raised from the subscription for New Shares primarily to finance Investments in accordance with the defined Investment Strategy, and to cover operating costs. The funds may also be used to cover the costs of the public offering and as part of the Issuer's working capital.

30. Information on the shares to be offered to the public

30.1. Description of the type and class of securities offered and admitted to trading, including the International Securities Identification Number (ISIN)

30.1.1. Description of the type and class of securities being offered

The subject of the public offering pursuant to this Prospectus is all New Shares, namely a minimum of 2,900,000 and a maximum of 10,000,000 ordinary registered shares with voting rights (each share carries one vote), denominated in euros, which will be issued by CSCC as dematerialised securities with ISIN code SI0031118217 and the proposed ticker symbol 'NLRR'.

30.1.2. Description of the type and class of securities for admission to trading

The subject of admission to trading is a maximum of 10,100,000 shares of the Issuer, namely:

a) all Existing Shares held by the Management Company as the Issuer's Existing Shareholder, namely 100,000 ordinary registered freely transferable shares of the Issuer carrying voting rights (each share carries one vote), denominated in euros, registered in the CSCC Central Securities Register with ISIN code SI0031118217 and the proposed designation 'NLRR', and

b) all New Shares, namely a minimum of 2,900,000 and a maximum of 10,000,000 ordinary registered freely transferable shares of the Issuer with voting rights (each share carries one vote), denominated in euros, which will be issued in the CSCC Central Securities Register as dematerialised securities with ISIN code SI0031118217 and the proposed designation 'NLRR'.

30.2. Legislation under which the securities were created

Existing Shares have been issued, and the New Shares will be issued as dematerialised securities in accordance with the law of the Republic of Slovenia, specifically in accordance with the Companies Act (ZGD-1) and the Securities Market Act (ZNVP-1), taking into account the provisions of the Act on Real Estate Investment Companies (ZOAIS) applicable to real estate investment companies.

30.3. Indication of whether the securities are registered or bearer securities, and whether they are in certificated or dematerialised form, as well as information on the entity responsible for maintaining the register

Existing Shares are registered securities issued by CSCC in dematerialised form. New Shares are registered securities which will be issued by CSCC in dematerialised form on the Issuance Date.

Basic details of CSCC as the entity responsible for maintaining the register:
Company name: CSCC – Central Securities Clearing Corporation
Registered office: Tivolska cesta 48, 1000 Ljubljana, Slovenia
Telephone number: +386 (0)1 307 35 00
Email address: info@kdd.si
Website: https://www.kdd.si/

30.4. Currency in which the securities are issued

Existing Shares are ordinary shares denominated in euros. Each Existing Share carries an equal proportion and corresponding amount of the share capital. The proportion of the share capital represented by each Existing Share is determined by reference to the number of shares issued by the Issuer. As at the date of this Prospectus, 100,000 Existing Shares of the Issuer have been issued. Each Existing Share represents EUR 10.00 in the Issuer's share capital.

The characteristics set out above will also apply to the New Shares upon their issue.

30.5. Description of the rights attaching to the securities, including any restrictions on those rights and the procedure for exercising them

Existing Shares and New Shares are shares of the same class and are issued in dematerialised form, conferring the following rights on their holders:

a. Right to dividends

In accordance with the Issuer's Articles of Association, the Management Board is obliged to propose to the Issuer's General Meeting that the Issuer pay out to shareholders an estimated minimum of 75% of the net profit for the previous financial year, unless, in the Management Board's opinion, such a distribution of profit would be contrary to the Issuer's investment policy, would jeopardise the fulfilment of the Issuer's planned future obligations, or would have a material adverse effect on the Issuer's liquidity or financial position.

The proposal for the distribution of retained earnings falls within the exclusive competence of the Management Board, whilst the General Meeting decides on the allocation of retained earnings. Shareholders' shares in retained earnings are determined in proportion to their share in the share capital or in proportion to the payments made.

The General Meeting may, by a resolution on the allocation of retained earnings, also decide to use them for other purposes or to carry them forward to the next financial year as retained earnings, so that all or part of the retained earnings remain undistributed.

Dividends are expected to be paid once a year, no later than 30 November.

The Management Board is authorised to pay interim dividends after the end of the financial year on the basis of the projected retained earnings. The payment of interim dividends must be approved in advance by the Supervisory Board. Interim dividends may not exceed half the amount remaining from

the projected profit after the creation of profit reserves, and in no case may they exceed half of the retained earnings for the previous year.

Dividends are non-cumulative and are paid to shareholders who are entered in the share register on the date specified in the resolution on the appropriation of net profit as the record date for such payment. The date and amount of the dividend payment are determined by the Issuer's General Meeting in the resolution on the appropriation of retained earnings; upon the adoption of this resolution, shareholders acquire the right to receive a dividend in accordance with such resolution.

In accordance with the regulations, the Issuer is obliged to pay all dividend amounts into the account of CSCC, which is responsible for distributing the funds to its members, namely brokerage companies and banks, which in turn transfer them to the final beneficiaries.

The right to claim dividends that could not be paid to shareholders lapses five years from the due date. The Issuer is entitled to any lapsed amounts of unpaid dividends.

b. Voting rights and the right to attend the Issuer's General Meeting

Shareholders are entitled to attend and vote at the Issuer's General Meeting, with each share carrying one vote.

c. Pre-emptive rights

In accordance with the Issuer's Articles of Association, shareholders have a pre-emptive right to subscribe for New Shares in proportion to their holdings in the share capital. The deadline for exercising the pre-emptive right is 14 days from the date of publication of the Resolution on the Increase of Share Capital, unless otherwise specified in the Resolution on the Increase of Share Capital. The resolution on the Increase of Share Capital shall also specify the procedure for exercising the preemptive right, the deadline for subscribing for and paying up the shares, and the consequences of failure to meet the deadline.

The Management Board must publish the issue price of the New Shares or the criteria used to calculate that price, and the deadline for exercising pre-emptive rights. If only the criteria for calculating the issue amount are published, the Management Board must publish the issue amount no later than 3 (three) days before the expiry of the deadline for exercising pre-emptive rights.

Shareholders' pre-emptive rights may be excluded, in whole or in part, only by a resolution on the Increase of Share Capital. If the Issuer issues New Shares at a price lower than the Issuer's net asset value (NAV) per share, pre-emptive rights may not be excluded.

d. Right to a share in the residual assets in the event of liquidation or bankruptcy

In the event of the Issuer's bankruptcy or liquidation, shareholders are entitled to a proportionate share of the Issuer's residual assets after all its liabilities have been settled.

e. Right to information and disclosure

In accordance with the Companies Act (ZGD-1), the Management Company must provide shareholders at the General Meeting with accurate information on the Issuer's affairs to the extent necessary for the consideration of the items on the agenda of the General Meeting. If several shareholders request similar information, such information may be provided in the form of a single response to all such shareholders. The right to information also applies to the Issuer's legal and business relationships with affiliated companies. A breach of the right to information constitutes sufficient grounds for a court to annul the resolutions of the General Meeting of shareholders in respect of which such a breach has occurred.

A shareholder has the right to information, which includes access to all relevant information on the Issuer's operations and financial position necessary for making informed decisions. The issuer is obliged to provide shareholders with timely, accurate, comprehensive and transparent disclosures in accordance with applicable legislation, in particular the provisions of the Companies Act (ZGD-1), as

well as the regulations applicable to public companies or real estate investment companies. This includes regular reporting, the publication of material information and events, and facilitating the exercise of the right to ask questions and seek clarifications at the General Meeting of shareholders.

On behalf of the Issuer, the Management Company shall publish regulated information in accordance with Chapter 3 of the ZTFI-1 on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID) and on SEOnet (LJUBLJANSKA BORZA - SEOnet) and, where required by applicable regulations, also on AJPES (AJPES - JOLP). All disclosures in accordance with Article 97 of the ZUAIS and other regulations applicable to alternative investment funds will be published by the Management Company on behalf of the Issuer on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID).

f. Redemption of shares

As a closed-end real estate investment company, the Issuer does not permit the redemption of shares from the Issuer's assets at the request of a shareholder prior to the commencement of the Issuer's liquidation.

The Issuer's Articles of Association do not contain any provisions relating to the redemption of Shares.

g. Conversions

There are no rights or other provisions relating to the conversion of shares.

30.6. Resolutions, authorisations and approvals on the basis of which the securities of have been or will be created and/or issued

The Existing Shares were issued as part of the simultaneous incorporation of the Issuer in accordance with the Companies Act (ZGD-1), in the course of which the Management Company adopted and signed the Issuer's Articles of Association and itself acquired all the Issuer's Existing Shares, which were subscribed for and fully paid up in cash and issued in the CSCC Central Securities Register as dematerialised securities. The Management Company and sole shareholder holds 100,000 Existing Shares of the Issuer, representing 100 % of the Issuer's share capital.

On 18 May 2026, together with the Existing Shares, the Issuer was entered in the Companies Register of the Republic of Slovenia as the sole shareholder of the Issuer, pursuant to the Decision of the District Court in Ljubljana on the establishment of the entity, ref. no. Srg 2026/15660.

The New Shares will be issued pursuant to the Resolution on the Increase of Share Capital, which will be entered in the Companies Register of the Republic of Slovenia. Following the registration and payment for the New Shares, the Issuer's Supervisory Board will, in accordance with the Articles of Association, propose the registration of the increase in the Issuer's share capital in the Companies Register of the Republic of Slovenia. The New Shares will then be issued in dematerialised form with CSCC.

30.7. Expected date of issue of the shares

The New Shares will be issued following the publication of the results of the public offering of the New Shares and the registration of the increase in the Issuer's share capital with the Companies Register of the Republic of Slovenia, which is expected to take place by the end of 2026.

30.8. Restrictions on the transferability of the shares

Ordinary shares are freely transferable.

30.9. Takeover legislation and other restrictions and obligations in the event of mandatory takeover bids and/or squeeze-out and sell-out rules relating to shares

a. Obligation to make a takeover bid

Upon the admission of the Issuer's shares to trading on a regulated market, the Issuer will fulfil the condition set out in the first paragraph of Article 4 of the ZPre-1 (*»scope of application«*), which stipulates that the provisions of ZPre-1 apply if the target company is a public company and if its shares carrying voting rights are traded on a regulated market. However, in accordance with the second paragraph of the same Article of ZPre-1, the provisions of ZPre-1 will also apply in the event that the Issuer's shares are not yet traded on a regulated market, provided that, on the last day of the year preceding the year relevant for assessing the application of ZPre-1, the Issuer has at least 250 shareholders or more than EUR 4 million in total capital, as evidenced by the most recent public disclosure of the Issuer's annual report pursuant to the Companies Act (ZGD-1).

In accordance with the ZPre-1, a person or group of persons acting in concert who, directly or indirectly, acquire shares, rights to acquire shares or options to purchase shares representing at least one-third of the voting rights attached to the Issuer's shares (hereinafter: **'the acquirer**'), make an offer to purchase the remaining shares (hereinafter: **'takeover bid**'). If, following the successful completion of the bid, the offeror acquires additional shares representing at least 10 per cent of the Issuer's shares with voting rights, the offeror must re-launch the takeover bid. The obligation to make a renewed takeover bid ceases when the acquirer, through a successful takeover bid, acquires at least 75% of all the Issuer's shares with voting rights.

The price at which the offeror offers to purchase the remaining shares must not be lower than the highest price at which the offeror acquired shares during the 12-month period preceding the publication of the takeover bid, and may be payable in cash or in securities admitted to trading on a regulated market. If, within one year of the successful completion of the offer, the offeror acquires shares at a price higher than the price set out in the offer, the offeror must pay the difference between the offer price and that higher price to all persons who accepted the offer.

An offer to purchase the remaining shares may also be published voluntarily if the acquirer has not yet reached the takeover threshold by the time the intention to make a takeover bid is announced.

b. Exclusion and withdrawal

In accordance with the Companies Act (ZGD-1), a shareholder holding at least 90 % of the Issuer's shares (hereinafter: **'the majority shareholder'**) by a resolution of the General Meeting, arrange for the shares of the remaining shareholders (hereinafter: **'minority shareholders'**) to be transferred to the major shareholder in return for payment of an appropriate cash compensation (exclusion).

On the other hand, any minority shareholder may require the majority shareholder to repurchase from them all the shares held by that minority shareholder. In such a case, the majority shareholder is obliged to offer to repurchase all of the minority shareholder's shares in return for payment of an appropriate cash compensation (withdrawal).

If a resolution on exclusion is adopted or a request for exit is made within three months of the publication of the results of the takeover bid, on the basis of which the controlling shareholder has reached the 90% threshold of the Issuer's shares, the type and amount or quantity of the compensation offered by the controlling shareholder in connection with the exclusion or exit must be the same as the type and amount or quantity of the compensation offered in that takeover bid. In other cases, the compensation offered by the majority shareholder in connection with exclusion or withdrawal may only be in cash and must adequately reflect the Issuer's financial position and profitability, and any minority shareholder who is not satisfied with the compensation offered may request that the court determine the amount thereof.

30.10. Public offerings by third parties in the previous and current year

No takeover bids by third parties have been made in the current year up to the date of this Prospectus.

30.11. Taxation

Income generated from securities is significantly affected by the tax laws of the countries applicable to the Issuer, as well as the tax laws of the countries applicable to Investors. Thus, due to the international nature of the Investments, which will form part of the Issuer's strategic portfolio, as well as the international nature of the Investors, who may be resident in different jurisdictions, the final taxes payable by the Issuer and the taxes payable by the Investors themselves are the result of taxation in several different countries. For example, the Issuer's individual income may be taxed in Slovenia and in the source country. The income of an Investor who is not resident in Slovenia may be taxed in Slovenia and in their country of residence.

The description of taxation set out below is based exclusively on the law of the Republic of Slovenia, as in force at the time of publication of the Prospectus. The applicable legal framework of the Republic of Slovenia and the practice of the authorities may change at any time, exceptionally even with retroactive effect. This description does not provide a detailed account of all tax rules and aspects under Slovenian law that may be relevant to a decision to purchase or dispose of Shares. It is intended to illustrate the typical and most common tax consequences. From the Investors' perspective, it deals exclusively with the taxation of income from dividends and capital gains. The description does not address the taxation of other types of income or other taxes, such as inheritance and gift taxes, property taxes and others.

As this description is general and informative in nature and does not take into account the specific circumstances of the Investors and the Issuer, it cannot replace professional tax advice. Investors must seek advice on the tax consequences of acquiring, holding or disposing of the Issuer's Shares, receiving income from the Shares, as well as the procedures for exercising rights and fulfilling obligations under the legislation of one or more countries in which they are liable to pay tax, including any changes to such legislation, with their professional advisers.

30.11.1. Taxation of the Issuer

a. Corporate income tax

The issuer is deemed to be a resident of the Republic of Slovenia. As an investment fund under Section 3.2 of the ZOAIS (*'Real Estate Investment* Company'), in accordance with paragraph 1 of Article 61 of the Corporate Income Tax Act (ZDDPO-2) (*"special* rate") pays tax at a rate of 0% of the tax base, provided that, by 30 November of the tax year, it distributes at least 75 % of the operating profit from the previous tax year. Unrealised gains are not included in the calculation of the operating profit to be distributed. The zero tax rate does not apply to the Issuer's income from letting, finance leases and loans. The Issuer's profit from these activities is taxed at the standard tax rate, which currently stands at 22 % in Slovenia.

b. Witholding tax

Certain items of the Issuer's income may be subject to tax withholding at source by the payer of the income. This applies in particular to the Issuer's Investments abroad. Dividends, interest, capital gains and income from Real Estate Investments received by the Issuer from its investments abroad may be subject to non-refundable withholding tax in the source countries.

In certain foreign jurisdictions with which Slovenia has concluded an international treaty for the avoidance of double taxation, the Issuer may claim the benefits under such treaties, whereby the foreign country may grant or approve a reduction or exemption from the payment of foreign withholding tax to the Issuer. Where specific income arising from the Investment is subject to foreign withholding tax and is at the same time subject to general taxation in Slovenia, the Issuer may claim relief from double taxation in Slovenia in accordance with the law.

c. VAT

For the purposes of VAT, the Issuer may be regarded as a taxable person in accordance with the applicable legislation of the Republic of Slovenia.

The Issuer's management services are, in principle, exempt from VAT in accordance with point 4.f of Article 44 of the VAT Act (ZDDV-1) (*'other exempt activities*').

Other services provided to the REIC, including but not limited to legal, audit, consultancy, administrative and other services, may be subject to VAT payable by the Issuer. The Issuer may be required to account for VAT under the *reverse charge* mechanism for services received from suppliers outside the Republic of Slovenia, in accordance with applicable legislation.

The VAT treatment depends on the nature of the Issuer's activities, particularly in relation to Real Estate Investments, where individual transactions may be subject to VAT, exempt from VAT, or subject to an option to tax.

d. Real Property Transaction Tax Act

The Issuer may be liable for property transfer tax under the Property Transfer Tax Act (ZDPN-2) if the Real Estate transaction is not subject to VAT. In this case, the property transfer tax may be borne by the Issuer.

30.11.2. Taxation of Investors

This description addresses, on the part of Investors:
- natural persons who are taxpayers under the Income Tax Act (ZDoh-2), the taxation of dividends distributed by the Issuer to Investors, and capital gains realised by natural persons on the sale, liquidation or other disposal of the Issuer's Shares,
- legal persons and foreign unincorporated associations that are taxpayers under the Corporate Income Tax Act (ZDDPO-2), the taxation of dividends and dividend-like income under Article 74 of the ZDDPO-2 (*"income similar to dividends")*, and gains realised by legal persons and foreign unincorporated associations on the disposal of the Issuer's Shares.

Since the concepts of dividends, income expressly deemed to be a dividend under the law, and capital gains in the context of income tax are not the same as the concepts of dividends, income similar to dividends and capital gains in the context of corporation tax, the specific definition of dividends and capital gains applicable to each of the aforementioned taxes must be taken into account.

In the event that the regulatory framework were to permit the Issuer to acquire its own Shares from Investors who are natural persons outside a regulated market, there is a degree of uncertainty as to whether the profit realised on the repurchase of Shares would be treated for income tax purposes as a dividend or as a capital gain.

a. <u>Taxation of resident Investors</u>

Individuals
In accordance with applicable legislation, dividends distributed by the Issuer are taxed at a rate of 25%. The withholding tax on behalf of a natural person is calculated and paid by the tax payer specified in Article 58 of the Tax Procedure Act (ZDavP-2) (the '*tax payer*').

Income tax on capital gains is a self-assessed tax; the natural person is personally responsible for filing the tax return. The tax base for capital gains is, in principle, the difference between the value of the Shares at the time of disposal and the value of the Shares at the time of acquisition, reduced by 1% of standardised costs incurred on the acquisition and disposal of the Shares. Capital gains are taxed at a degressive tax rate, which amounts to 25% during the first 5 years of Share ownership, and then decreases so that it amounts to 20 per cent after 5 full years of holding, 15 per cent after 10 full years of holding, and 0 per cent after 15 full years of holding. The taxpayer is required to keep records of holdings of the same type of capital using the first-in, first-out (FIFO) method; if the taxpayer holds securities of the same type under management with a brokerage company pursuant to a management agreement, they may keep separate records of such securities.

Where a natural person acquires Shares in accordance with the law as assets in an Individual Investment Account (IIA), income from the Shares is not taxed separately but as part of the return achieved on the assets in the IIA when a withdrawal is made from the IIA. IIA income is taxed at a rate

of 15% of the tax base, which is the positive difference between the value of the assets in the IIA that are being sold and the amount of contributions made to the IIA on the date the tax liability arises. Income tax on IIA income is calculated and paid by the IIA provider as the tax payer. No income tax is payable on IIA income if the first withdrawal from the IIA account is made at least 15 years after the date of opening the IIA account or at least 15 years after the last withdrawal from the IIA account.

Legal entities

Resident legal entities are required to determine their taxable profit on the basis of income and expenses determined in accordance with the law and accounting standards, whilst taking into account the specific provisions set out in the third paragraph of Article 12 of the Corporate Income Tax Act-2 *("tax base")*.

The tax treatment of gains and losses arising from changes in the value of Shares during the period of their holding depends on their accounting recognition and classification by the Investor. Changes in the value of Shares affect the Investor's tax base in the tax period in which the change in value occurred, provided that the Investor has classified the Shares as financial assets measured at fair value through profit or loss. In all other cases, however, a change in the value of the Shares affects the tax base in the tax period in which the Share is disposed of, exchanged or otherwise settled.

Under the conditions set out in Article 24 of the ZDDPO-2 *("exemption of dividends and income similar to dividends")*, legal entities are entitled to have dividends paid by the Issuer, and income similar to dividends arising, for example, from the repurchase of own Shares or the liquidation of the Issuer, exempted from the tax base. Under the conditions set out in Article 25 of the ZDDPO-2 *('exemption of gains from the disposal of equity interests')* legal entities may also exclude from the tax base 50% of the gain arising from the disposal of Shares, provided that the legal entity has held at least 8% of the Shares for a period of at least six months and has continuously employed at least one person on a full-time basis during that period. In the event of an exemption of dividends or profits, legal entities are not entitled to claim expenses amounting to 5 per cent of the exempted dividends and exempted profits in accordance with Article 26 of the Corporate Income Tax Act 2 (ZDDPO-2*) ('expenses relating to shareholdings')*. Income from shares which legal entities cannot exclude from the tax base, or revaluation gains which legal entities are required to include in their tax base under the ZDDPO-2, are taxed at the general corporate income tax rate, which currently stands at 22 per cent.

Other entities that are not subject to taxation or are subject to a special tax regime

Entities registered in Slovenia, such as collective investment undertakings for investment in transferable securities, pension funds, alternative mutual funds, which are not themselves liable for corporation tax, and taxpayers who, provided they meet the statutory conditions, are entitled to claim a special tax rate of 0 per cent in accordance with Article 61 of the ZDDPO-2 (*'special rate*'), do not pay tax on dividends, dividend-like income, and capital gains and revaluation gains arising from Shares.

b. Taxation of Non-Resident Investors

Income received by non-residents from the Issuer's Shares is subject to tax in Slovenia, unless the Investor is entitled to claim any of the tax exemptions or reliefs under national, international or EU legislation provided for the benefit of non-residents.

Non-resident investors should, with regard to the tax consequences relating to the Shares under the legislation of their country of residence, consult with experts who can provide advice on local tax legislation in their country of residence.

Non-resident investors may claim rights in Slovenia under international double taxation treaties, thereby reducing or eliminating their tax liabilities in Slovenia.

Investors wishing to claim exemptions, tax exemptions or tax benefits to which they are entitled as non-residents on any legal basis, including international double taxation treaties, should consult their investment, tax, legal or other relevant experts regarding the conditions and procedure by which they

can secure, assert and legally protect their rights in Slovenia, they must consult their investment, tax, legal or other relevant experts.

Individuals

In accordance with applicable legislation, dividends paid by the Issuer to natural persons who are not resident in Slovenia are subject to a withholding tax at a rate of 25 per cent. The income tax is calculated and paid by the Investor who is a natural person and is a *'taxpayer'* as defined in Article 58 of the Income Tax Act-2 ('taxpayer'). Individuals who are residents of countries with which Slovenia has concluded an international treaty for the avoidance of double taxation may claim a reduction in the tax withheld on dividends in Slovenia in accordance with the international treaty and in accordance with the procedure prescribed for claiming benefits under international treaties.

With regard to capital gains realised by individuals upon the sale, liquidation or other disposal of Shares, the applicable law of Slovenia provides for two possible exemptions from taxation.

Under the currently applicable first paragraph of Article 33 of the Income Tax Act 2 (*'income of* non-residents'), a natural person who is a non-resident is not liable to pay income tax on capital gains if their share in the Issuer's capital or in a particular class of Shares does not reach 10 per cent, and at no time during the five years preceding the disposal of the Shares, either directly or indirectly through related parties, did it reach 10 per cent.

In addition to this national exemption, an exemption from capital gains tax may be provided for under a double taxation treaty concluded by Slovenia with the jurisdiction in which the individual is resident. In each individual case, it must be verified whether the capital gains of a natural person in Slovenia may be exempt from tax under the international treaty.

Where non-resident individuals are unable to claim exemptions from capital gains tax, they are liable to pay tax on capital gains in the same way as resident individuals.

Legal entities and associations of persons governed by foreign law that are not legal entities

Where a foreign legal person or an association of persons under foreign law that is not resident in Slovenia has a permanent establishment in Slovenia and the Shares are attributed to the latter, for the purposes of taxing dividends, dividend-like income, capital gains and revaluation gains attributable to the non-resident's permanent establishment in Slovenia, the same tax regime applies as for legal entities resident in Slovenia. In all other cases, the following applies.

A taxpayer, as defined in Article 58 of the ZDavP-2 ('taxpayer'), is liable for tax on dividends paid by the Issuer to foreign legal entities and unincorporated associations, as well as on income similar to dividends, which include realised gains arising from the Issuer's liquidation, the buy-back of its own shares, withdrawal and other cases specified in Article 74 of the Corporate Income Tax Act 2 (ZDDPO-2) (*'income similar to dividends*'), to calculate and pay tax at a rate of 15 per cent. The current ZDDPO-2, in paragraphs 3 and 5 of Article 70 of the ZDDPO-2 (*'withholding tax'*), provides for two exceptions under which no withholding tax is payable.

No tax is payable on dividends and dividend-like income paid to a non-resident who is resident and liable to tax in another EU or EEA Member State and who cannot claim tax withholding in their country of residence because, for example, they claim an exemption of dividends from the tax base, and provided that the transaction does not constitute tax avoidance.

Similarly, no tax is payable on dividends and dividend-like income, or on interest, paid to non-residents which are pension funds, investment funds or insurance companies authorised to operate a pension scheme, and which are resident in another EU or EEA Member State, provided that the non-resident is unable to claim tax withholding in their country of residence. An exemption from taxation or the taxation of income at a rate of 0% in the country of residence is also regarded as an inability to claim tax.

Both of the above exceptions may only be applied if the foreign legal entity or association of persons is resident in a country which Slovenia has not included on the official list of countries with which the exchange of information is not guaranteed.

In addition to national exceptions, an international treaty on the avoidance of double taxation may also provide a legal basis for reducing the withholding tax; however, a reduction of the tax rate below 15 per cent which is currently the national withholding tax rate in Slovenia, is, as a rule, linked to the holding of a qualifying interest in the Issuer's Shares (the required ownership threshold may also amount to 25 per cent of the payer's capital).

Capital gains realised on the disposal of the Issuer's Shares by legal persons and associations of persons governed by foreign law that are non-residents of Slovenia are not subject to withholding tax.

31. Terms and conditions of the public offering of Shares

31.1. Terms and conditions, offer statistics, expected timetable and the steps required to participate in the offer

31.1.1. Terms and conditions applicable to the share offer

On 27 May 2026, the Issuer's General Meeting adopted a Resolution on the Increase of Share Capital, pursuant to which the Issuer's share capital, amounting to EUR 1,000,000.00 and divided into 100,000 ordinary registered freely transferable shares with voting rights, be increased by a cash contribution of at least EUR 29,000,000.00 through the issue of at least 2,900,000 New Shares and by a maximum of EUR 100,000.000.00 by issuing a maximum of 10,000,000 New Shares, whereby the New Shares will form the same class as the Existing Shares, such that, following the increase, the Issuer's share capital will amount to at least 30,000.000.00 EUR and will be divided into a minimum of 3,000,000 Shares, and a maximum of 101,000,000.00 EUR and will be divided into a maximum of 10,100,000 Shares.

The issue price (offering price) of the New Shares is EUR 10.00 per New Share.

The subject of the public offering under this Prospectus are exclusively the New Shares, which are being offered to Potential Investors as part of the public offering and in accordance with the terms of this Prospectus. The Existing Shares held by the Management Company, as the sole shareholder of the Issuer, are not the subject of the public offering under this Prospectus.

The public offering of the Issuer's New Shares will be conducted in the Republic of Slovenia pursuant to paragraph 1 of Article 3 of the Prospectus Regulation ("*Obligation to publish a Prospectus and exemptions*"), pursuant to which securities may only be offered to the public in the European Union following the prior publication of a Prospectus in accordance with the Prospectus Regulation, and in conjunction with the ZOAIS and the ZTFI-1.

The New Shares will be offered to Retail Investors and Professional Investors in the Republic of Slovenia on the terms set out in this Prospectus.

The New Shares will also be offered to Professional Investors based in the Republic of Croatia who meet the conditions for such treatment in accordance with the provisions of Article 101 of the current ZTK (*'Professional* Investor'), whereby the Lead Manager will, for this purpose, in accordance with the provisions of Article 427 of the ZTK (*'Notification to the Agency regarding the use of an exemption*«), have previously notified the Croatian securities market regulator – HANFA – of the application of an exemption from the obligation to publish a Prospectus on the basis of point (a), the fourth paragraph of Article 1 of the Prospectus Regulation, pursuant to which the obligation to publish a Prospectus under Article 3(1) of the Prospectus Regulation (*"Obligation to publish a Prospectus and exemptions"*) does not apply to a public offering of securities to the public intended solely for qualified investors.

The public offering of New Shares will be conducted in accordance with the terms set out in this Prospectus, namely following the approval of this Prospectus by the SMA and the adoption of the Resolution on the Increase of Share Capital in accordance with Article 11 of the Articles of Association ("*Increase in share capital through contributions"*), and in the manner to be specified in more detail in the Public Call to subscribe for and submit Binding Offers to purchase the Issuer's New Shares

(**»Public Call**«). The Public Call will be published on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID), on the website of the Lead Manager (https://www.nlb.si/osebno/varcevanja-in-nalozbe/delnice-nid) and on SEOnet (LJUBLJANSKA BORZA - SEOnet), no later than 2 business days before the start of the public offering of the New Shares.

For the purpose of conducting the public offering of the New Shares, the Issuer has appointed NLB d.d. as the Lead Manager. The Lead Manager also intends to invite other Distributors, who are system members of CSCC and are authorised to provide brokerage services, to participate in the public offering of the New Shares.

The Management Company or its affiliated persons may, under the same conditions as those applicable to Professional Investors, at their own discretion but without any obligation, submit a Binding Offer to subscribe for New Shares as part of the public offering.

The New Shares will be issued in dematerialised form in accordance with the provisions of ZNVP-1 and entered in the CSCC Central Securities Register.

31.1.2. Total issue and public offering of New Shares

The public offering of New Shares comprises a minimum of 2,900,000 and a maximum of 10,000,000 New Shares of the Issuer offered for subscription.

The Issuer's Existing Shares will not be included in the public offering.

31.1.3. The period during which the public offering will be open and a description of the procedure for submitting a Binding Offer

31.1.3.1. <u>The period during which the public offering will be open</u>

The Subscription Period, during which Potential Investors will be able to submit Binding Offers to subscribe for New Shares, will run concurrently for Professional Investors and Retail Investors. The Subscription Period will commence on 16 June 2026 and will run until 12.00 p.m. on 16 October 2026. The Issuer reserves the right to extend the Subscription Period by a further three weeks from the end date of the Subscription Period (hereinafter: **the** '**Extended Subscription Period**'), which will run until 6 November 2026 at 12.00 p.m. The Issuer will notify Potential Investors or Subscribers of the decision regarding the Extended Subscription Period no later than 2 business days before the expiry of the Subscription Period, by publishing a notice on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID), on the Lead Manager's website (https://www.nlb.si/osebno/varcevanja-in-nalozbe/delnice-nid) and on SEOnet (LJUBLJANSKA BORZA – SEOnet).

Detailed information on the public offering procedure and the subscription for New Shares will be set out in the Public Call to Subscribe for New Shares, which will be published on the Issuer's website, on the Lead Manager's website and on SEOnet, no later than 2 business days before the start of the public offering of the New Shares. The Issuer reserves the right to amend the terms and conditions set out in the Public Call.

31.1.3.2. <u>Description of the application procedure for each category of Investors</u>

i) Retail Investors and the procedure for subscribing to New Shares for Retail Investors

Retail Investors are all natural and legal persons who do not qualify as Professional Investors.

The minimum subscription amount for Retail Investors is EUR 5,000.00 or 500 New Shares.

Retail Investors will be able to submit Binding Offers to subscribe for New Shares using a Subscription Form, which will be available at each Subscription Location with the Distributors.

Retail Investors will be able to submit Binding Offers to subscribe for New Shares during the Subscription Period or the Extended Subscription Period by duly completing the Subscription Form and affixing a physical or valid Qualified Electronic Signature thereto.

Retail Investors may submit Binding Offers to subscribe for New Shares:

- in person by the Subscriber, who is a Retail Investor, or their legal representative or authorised agent, or
- electronically via the Distributor's web application or mobile application, using the prescribed procedure for electronic identification, authentication and a valid Qualified Electronic Signature on the Subscription Form, in accordance with the procedures of the respective Distributor.

The subscription for New Shares, carried out by a Subscriber who is a Retail Investor, by submitting a correctly and timely completed Subscription Form, shall be valid and shall be taken into account in the allocation of New Shares only on condition that, no later than the end of the Subscription Period or the end of the Extended Subscription Period, The Subscriber, who is a Retail Investor, also pays the amount corresponding to the subscribed New Shares into their Securities Account. A Retail Investor wishing to submit a Binding Offer to subscribe for New Shares must have a Securities Account open by the time the Subscription Form is submitted at the latest, or may apply to open such an account in accordance with the usual account opening procedures at the Distributors.

Subscription Forms (Binding Offers) relating to New Shares,

- where the amount corresponding to the New Shares subscribed for by a Subscriber, who is a Retail Investor, has not been paid up by the end of the Subscription Period or by the end of the Extended Subscription Period,
- where the amount transferred to the NLB Collection Account does not correspond to the number of New Shares subscribed for by the individual Subscriber who is a Retail Investor,
- where the subscription procedure of a Subscriber who is a Retail Investor was not carried out in accordance with the provisions of this Prospectus, or
- which are incomplete or incorrectly completed, or received after the expiry of the Subscription Period or the expiry of the Extended Subscription Period,

shall not be valid and shall not be taken into account in the allocation of New Shares.

Subscribers who are Retail Investors and whose Subscription Forms are not valid will be notified accordingly. Amounts paid for New Shares will be refunded to Subscribers who are Retail Investors within 8 business days of the end of the Subscription Period or the Extended Subscription Period to their Securities Account, less any fees and charges that may arise in accordance with standard terms and conditions.

Retail Investors may, during the Subscription Period or the Extended Subscription Period, submit multiple Binding Offers to subscribe for New Shares with the Distributors, in which case multiple Binding Offers to subscribe for New Shares from the same Retail Investor will be treated as a single Binding Offer to subscribe for New Shares. To submit each additional Binding Offer to subscribe for New Shares, a Retail Investor must, no later than the end of the Subscription Period or the Extended Subscription Period, submit a new, completed and signed Subscription Form and transfer the amount corresponding to the subscribed New Shares to the Securities Account as specified on the new Subscription Form.

Subscribers classified as Retail Investors may not amend a submitted and signed Subscription Form, nor may they withdraw from the Binding Offer to subscribe for New Shares. A Subscriber who is a Retail Investor may withdraw from the Binding Offer to subscribe for New Shares only under the conditions set out in clause 31.1.7 of the of the Prospectus (*'Specification of the period during which the Binding Offer may be withdrawn, provided that Investors may withdraw from the subscription under this Prospectus*').

Distributors reserve the right to reject Subscription Forms that are incomplete or do not comply with the provisions of applicable regulations. The Issuer, the Lead Manager and the Distributors shall not

be liable for any delay in the receipt of, or failure to receive, Subscription Forms resulting from the malfunction or unavailability of internet connections, servers or other technical or logistical problems.

The Distributor must receive the Subscription Forms (Binding Offers) no later than 12.00 p.m. (Central European Time) on the last day of the Subscription Period or the last day of the Extended Subscription Period for them to be deemed to have been submitted in time. Payment for the subscribed New Shares must be made no later than the last day of the Subscription Period or the last day of the Extended Subscription Period by 1.00 pm (Central European Time).

ii) Professional Investors and the subscription procedure for New Shares for Professional Investors

Professional Investors are investors who possess the necessary professional knowledge and experience to make investment decisions independently and assess the risks associated with them, and (i) are treated as professional clients in accordance with the first paragraph of Article 246 of ZTFI-1 (*'Persons deemed to be professional clients'*) is treated as a professional client; or (ii) is, in accordance with the second paragraph of Article 276 of the ZTFI-1 (*"Execution of orders for eligible counterparties"*) treated as an Eligible Counterparty; or (iii) in accordance with Article 101 of the ZTK (*"Professional Investor"*) treated as a professional investor.

The minimum subscription amount for Professional Investors is EUR 5,000.00 or 500 New Shares.

Professional Investors will be able to submit a Binding Offer to subscribe for New Shares during the Subscription Period or the Extended Subscription Period by completing the Subscription Form and affixing a physical or valid Qualified Electronic Signature to it, either in person, by post or by email at the Subscription Location of Corporate Finance; for this purpose, prior to submitting a Binding Offer to subscribe for New Shares, the Professional Investor must provide written evidence that (i) pursuant to the first paragraph of Article 246 of ZTFI-1 (*'Persons deemed to be professional clients'*) is treated as a professional client; or (ii) in accordance with the second paragraph of Article 276 of the ZTFI-1 (*"Execution of orders for eligible counterparties"*) is treated as an Eligible Counterparty; or (iii) in accordance with Article 101 of the ZTK (*"Professional Investor"*) is treated as a professional investor.

Upon submission of a duly completed and signed Subscription Form (Binding Offer), the subscription for New Shares by a Subscriber classified as a Professional Investor shall be deemed valid.

A Subscriber classified as a Professional Investor will, following the publication of the notice of allocation of New Shares, be invited to pay for the allocated New Shares, with the payment due date expected to be the 4th business day following the end of the Subscription Period or the Extended Subscription Period. The amount to be transferred by the Professional Investor directly to NLB's Collection Account will be equal to the amount of New Shares subscribed for, potentially reduced by the amount of New Shares subscribed for but not allocated to the Professional Investor in the event of a reduction of excess subscriptions.

A Subscriber classified as a Professional Investor is entitled to limit their Binding Offer to subscribe for New Shares to 10 % of all New Shares allocated under the public offering of New Shares, including Binding Offers to subscribe for New Shares made by the Professional Investors' related parties. The amount that a Subscriber classified as a Professional Investor is to transfer directly to NLB's Collection Account may differ from the amount of New Shares subscribed for if the latter exceeds a 10 % share of all allocated New Shares. In this case, a Subscriber who is a Professional Investor shall transfer to NLB's Collection Account the amount corresponding to the subscribed New Shares, reduced by the amount by which the 10 % threshold of all allocated New Shares was exceeded.

Professional Investors may, during the Subscription Period or the Extended Subscription Period, submit multiple Binding Offers to subscribe for New Shares at the Subscription Location of Corporate Finance in which case multiple Binding Offers to subscribe for New Shares from the same Professional Investor shall be treated as a single Binding Offer to subscribe for New Shares. To submit each new Binding Offer to subscribe for New Shares, the Professional Investor must submit a new, completed and signed Subscription Form by the end of the Subscription Period or the Extended Subscription Period at the latest.

Subscribers classified as Professional Investors may not amend the signed Subscription Forms they have submitted; nor may they withdraw from the Binding Offer to subscribe for New Shares once the Binding Offer has been submitted, as the subscription for New Shares becomes binding upon the submission of a duly completed and signed Subscription Form. A Subscriber who is a Professional Investor may withdraw from the Binding Offer to subscribe for New Shares only under the conditions set out in clause 31.1.7. of the Prospectus (*'Specification of the period during which the Binding Offer may be withdrawn, subject to Investors being able to withdraw from the subscription under this Prospectus*').

Distributors reserve the right to reject Subscription Forms that are incomplete or do not comply with the provisions of applicable regulations or the terms of this Prospectus. Subscription Forms relating to New Shares where the subscription procedure for a Subscriber who is a Professional Investor has not been carried out in accordance with the provisions of this Prospectus shall not be valid and shall not be taken into account in the allocation of New Shares.

The Distributor must receive the signed Subscription Forms no later than 12.00 p.m. on the last day of the Subscription Period or the last day of the Extended Subscription Period for them to be deemed to have been submitted in time. Payments by Professional Investors are due, in principle, on the 4th business day following the close of the Subscription Period or the Extended Subscription Period by 12 p.m. (Central European Time).

The Issuer, the Lead Manager and the Distributors shall not be liable for any late receipt or non-receipt of Subscription Forms resulting from the malfunction or unavailability of internet connections, servers or other technical or logistical issues.

The Issuer, the Lead Manager and the Distributors shall also not be liable if, for reasons beyond their control, the amounts representing the value of the New Shares subscribed for on the Subscription Forms are not paid into the NLB Collection Account by 12.00 (Central European Time) on the final day of the deadline set for payment of the allocated New Shares by Professional Investors, with the payment due date expected to be the 4th business day following the close of the Subscription Period or the Extended Subscription Period. Furthermore, the Issuer, the Lead Manager and the Distributors shall not be liable if the amount paid into the NLB Collection Account does not correspond to the number of New Shares subscribed for by an individual Subscriber who is a Professional Investor.

31.1.4. Specification of the deadline and circumstances for the cancellation or suspension of the public offering, and any possibility of cancellation after trading has commenced

The public offering of New Shares under this Prospectus may be cancelled or temporarily suspended in the event of circumstances specified by the applicable regulations (for example, following a decision by a competent court or authority).

If the increase in the Issuer's share capital is not entered in the Companies Register of the Republic of Slovenia within 60 days of the date of submission of the application for the entry of the increase in the Issuer's share capital in the Companies Register of the Republic of Slovenia, The Subscription Forms (Binding Offers) shall no longer be binding on the Subscribers who have subscribed for New Shares, and the payments made shall be immediately refunded to the Subscribers into the Securities Accounts specified by the Subscribers on the Subscription Form. In this case, the Issuer shall not bear any payment transaction costs or any other costs, nor shall it pay interest to the Subscribers.

The Issuer will list the New Shares on the regulated market of the Ljubljana Stock Exchange once they have been issued by CSCC; once trading in the New Shares commences on the Ljubljana Stock Exchange, the public offering under this Prospectus will have been completed and the Issuer will therefore no longer be able to withdraw from it.

31.1.5. Description of the options for reducing subscriptions and the method of refinancing excess subscriptions

In the event of excess Binding Offers to subscribe for New Shares, the Issuer will, following the end of the Subscription Period or the Extended Subscription Period, reduce the excess Binding Offers to subscribe for New Shares at its sole discretion. The Issuer will not follow any additional allocation

principles, due to the unpredictability of the final structure of the issue, in order to avoid circumstances in which pre-determined allocation principles would not be consistent with the final structure of the issue of New Shares. The Issuer is expected to determine the final number of New Shares allocated approximately 2 business days after the end of the Subscription Period or the Extended Subscription Period in a notice regarding the allocation of New Shares.

i) Procedure for refinancing excess subscriptions for Subscribers who are Retail Investors

Each Subscriber classified as a Retail Investor will have the Excess Subscription Funds refunded no later than 8 business days after the end of the Subscription Period or the Extended Subscription Period, to their Securities Account. Subscribers are not entitled to any interest or related costs for the period from the payment of the Excess Subscription Funds until their refund.

ii) Method of refunding excess subscriptions for Subscribers who are Professional Investors

Refunds of Excess Subscription Funds arising from excess Binding Offers to subscribe for New Shares are not expected in respect to Subscribers classified as Professional Investors, as they will only be requested to pay after the publication of the notice of allocation of New Shares, specifically, they will pay the amount corresponding to the New Shares subscribed for, potentially reduced by the amount of New Shares subscribed for but not allocated to them in the event of a reduction in excess subscriptions.

31.1.6. Details of the minimum and/or maximum subscription amount for New Shares (as the number of New Shares or the total subscription amount for New Shares).

The minimum amount of New Shares subscribed for by an individual Investor is EUR 5,000.00 or 500 New Shares.

The amount of New Shares subscribed for is capped at the maximum issue amount of New Shares, which is EUR 100,000,000.00 or 10,000,000 New Shares.

31.1.7. Specification of the period during which a Binding Offer may be withdrawn, provided that Subscribers may withdraw from the subscription of New Shares

No Subscriber may amend a submitted Subscription Form or Binding Offer, nor may they withdraw from or cancel a Binding Offer to subscribe for New Shares which they have submitted via the Subscription Form and which becomes binding upon submission of the Subscription Form, except in the case of a Supplement to the Prospectus, due to factors specified in the first paragraph of Article 23 of the Prospectus Regulation (*'Supplements to the Prospectus'*).

Withdrawal of a Binding Offer to Subscribe for New Shares

In accordance with Article 23 of the Prospectus Regulation (»*Supplements to the Prospectus*«), any significant new factor, material mistake or material inaccuracy relating to the information contained in the Prospectus which could affect the assessment of the New Shares and which arises or is discovered during the period from the approval of the Prospectus until the expiry of the public offering period (i.e. the Subscription Period or the Extended Subscription Period) or until the commencement of trading on a regulated market, whichever is later (hereinafter: **'Significant New Factor**'), must be disclosed without undue delay in a supplement to the Prospectus (hereinafter: **the** "**Supplement to** the **Prospectus**"), whereby such Supplement to the Prospectus shall be approved in the same manner as this Prospectus, namely within a maximum of 5 business days, and shall be published in the same manner as this Prospectus.

In view of the above, in the event that a Significant New Factor arises, Subscribers who have already submitted a Binding Offer to subscribe for New Shares prior to the publication of the Supplement to the Prospectus shall be entitled, within 3 business days or any longer period following the publication of the Supplement to the Prospectus (hereinafter: **the** '**Binding Offer Withdrawal Deadline**') to withdraw their accepted Binding Offers, provided that a Significant New Factor has arisen or been identified prior to the expiry of the Subscription Period or the Extended Subscription Period, or prior to the delivery of the New Shares, whichever occurs first. The Issuer may extend the withdrawal period.

The Issuer shall specify the final date for the Subscriber to exercise the right to withdraw a Binding Offer in a Supplement to the Prospectus.

In the event that a Significant New Factor arises, the Issuer will publish a Supplement to the Prospectus which, in addition to the other requirements set out in Article 23 of the Prospectus Regulation (»*Supplements to the Prospectus*«), contain, in particular, a prominent statement regarding the right of those Subscribers who, prior to the publication of the Supplement to the Prospectus, had already submitted a Binding Offer to subscribe for New Shares to withdraw their Binding Offer, which shall clearly state (i) that the right to withdraw a Binding Offer is granted only to those Subscribers who, prior to the publication of the Supplement to the Prospectus, had already agreed to subscribe for New Shares by submitting a Binding Offer, and where the New Shares had not yet been delivered to the Subscribers when a Significant New Factor arose or was identified; and (ii) the period during which Subscribers may exercise their right to withdraw their Binding Offer (hereinafter: '**Binding Offer Withdrawal Deadline**') and (iii) details of the persons with whom Subscribers who submitted a Binding Offer to subscribe for New Shares prior to the publication of the Supplement to the Prospectus may contact if they wish to exercise their right to withdraw their Binding Offer.

In the event of the withdrawal of a Binding Offer upon the occurrence of a Significant New Factor, Subscribers shall be refunded in full, within 8 business days of the date on which the individual Subscriber withdraws from the Binding Offer, the amounts paid in connection with the withdrawn Binding Offers, less any payment transaction costs and any commissions payable to the Distributors and CSCC. Such amounts shall be transferred, without interest, to the Securities Account specified by the individual Subscriber on the Subscription Form or as otherwise agreed between the Subscriber and the Distributor.

The Issuer, the Lead Manager and the Distributors shall not be liable for any failure to transfer amounts corresponding to withdrawn Binding Offers arising from incomplete or incorrect information provided by the Subscriber on the Subscription Form for this purpose.

<u>Circumstances which, for the purposes of this Prospectus, do not constitute a Significant New Factor in relation to the New Shares</u>

i) Expected conclusion of investment transactions during the public offering period of the New Shares

The Issuer explains that, during the Subscription Period or the Extended Subscription Period, it intends to actively seek out potential Investments and carry out due diligence, negotiations and the coordination of documentation for the purchase of Investments in accordance with the investment policy as described in clause 21. of the Prospectus (*'Investment Objectives and Policy'*). Given the nature of the Issuer's business, it is likely that various legal transactions will be concluded and various binding or non-binding documents will be adopted during the Subscription Period or the Extended Subscription Period, including letters of intent, non-binding or binding offers, memoranda of understanding and contracts for the purchase of Real Estate, interests in Real Estate SPVs, shares or other permitted Investments, whereby the execution of such transactions will, as a rule, be subject to the successful completion of the public offering of New Shares and the fulfilment of other contractually agreed conditions precedent.

Such legal transactions, regardless of their individual or aggregate value, constitute anticipated transactions within the ordinary course of the Issuer's investment policy. As such transactions form an integral part of the implementation of the investment policy, which is fully disclosed to Potential Investors in this Prospectus, the Issuer considers that the conclusion of such a legal transaction does not constitute a Significant New Factor, and that information regarding the conclusion of such a legal transaction should not materially influence the decision of a reasonably informed Potential Investor regarding the subscription for New Shares.

Consequently, the conclusion of such a legal transaction does not require a Supplement to the Prospectus, and Potential Investors or Subscribers who have previously submitted valid and Binding Offers to subscribe for New Shares are not entitled, by virtue of the conclusion (and disclosure) of such a legal transaction or deal.

The expected conclusion of investment transactions during the public offering period of the New Shares, for the purposes of this Prospectus, does not constitute a Significant New Factor that would give rise to an obligation to draw up a Supplement to the Prospectus.

Notwithstanding the foregoing, the Issuer undertakes to keep the public informed on an ongoing basis of any material information relating to any investment transactions that may be concluded, to the extent and in the manner required by applicable regulations and as permitted by any contractual obligations regarding confidentiality or non-disclosure clauses binding the Issuer in relation to counterparties.

ii) Extended Subscription Period

The Issuer reserves the right to extend the Subscription Period by a further 3 weeks, counted from the date of the end of the Subscription Period as set out in more detail in clause 31.1.3 of the Prospectus (*'Period during which the public offering will be open*').

For the purposes of this Prospectus, the Extended Subscription Period does not constitute a Significant New Factor that would give rise to an obligation to issue a Supplement to the Prospectus.

31.1.8. Method and deadlines for payment and delivery of New Shares

Subscribers classified as Retail Investors must pay the amount corresponding to the subscribed New Shares no later than the end of the Subscription Period or the Extended Subscription Period, by transferring the amount corresponding to the subscribed New Shares to the Securities Account.

Subscribers classified as Professional Investors will be invited to pay for the subscribed New Shares after the close of the Subscription Period or the Extended Subscription Period, when the Issuer will notify them of the number of New Shares allocated.

The amount that a Subscriber who is a Professional Investor must transfer directly to NLB's Collection Account will be equal to the amount of the subscribed New Shares, potentially reduced by the amount of the subscribed New Shares that were not allocated to the Subscriber who is a Professional Investor in the event of a reduction of excess subscriptions.

A Subscriber who is a Professional Investor may be subject to restrictions, laid down by law or in internal regulations, regarding the size of their exposure to a particular financial instrument or to all financial instruments of the same Issuer. For this reason, the Issuer will allow a Subscriber who is a Professional Investor to reduce the number of New Shares subscribed for so that the number does not exceed 10 % of the total issue of New Shares, in the event that the final number of New Shares issued is less than the maximum possible number of New Shares in this public offering (10,000,000 New Shares). A subscriber who is a Professional Investor shall transfer to the NLB Collection Account the amount of the subscribed New Shares, reduced by the amount by which the 10% threshold of the final number of New Shares issued was exceeded.

A subscriber classified as a Professional Investor will, following the allocation of New Shares, be invited to pay for the allocated New Shares upon publication of the notice of allocation of New Shares, with the payment due date expected to be the 4th business day from the close of the Subscription Period or the Extended Subscription Period.

The delivery of the New Shares will take place in the same manner for all Subscribers, on the 2nd business day following the date of registration of the share capital increase in the Companies Register of the Republic of Slovenia (hereinafter: **the** "**Issuance Date**"), with the Issuance Date being determined exclusively by CSCC. On the Issuance Date, settlement of the New Shares will take place between the Lead Manager and the Issuer, between the Lead Manager and the Distributors, and between the Distributors and the Subscribers. On the Issuance Date, the Distributors will transfer the allocated New Shares to the Investors' Securities Accounts.

31.1.9. Full description of the method and date of public announcement of the results of the public offering

The public announcement of the results of the public offering will be made simultaneously with the publication of the notice of allocation of the New Shares, expected to take place within 2 business days after the end of the Subscription Period or after the end of the Extended Subscription Period. The final number of New Shares will also be known at that time.

The public announcement of the results of the public offering will be published on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID), on the Lead Manager's website (https://www.nlb.si/osebno/varcevanja-in-nalozbe/delnice-nid) and on SEOnet (LJUBLJANSKA BORZA – SEOnet).

31.1.10. Procedure for exercising any pre-emptive rights, the option to negotiate subscription rights and the treatment of unexercised subscription rights

The Management Company, as an Existing Shareholder, will not exercise its pre-emptive rights in respect of the New Shares. The exclusion of pre-emptive rights was confirmed by the Resolution on the Increase of Share Capital, adopted by the Issuer's General Meeting on 27 May 2026.

31.2. Distribution and Allocation Plan

31.2.1. Different categories of Potential Investors to whom the securities are offered

The public offering of New Shares is taking place in the Republic of Slovenia.

This Prospectus may be distributed to the public and the New Shares may be offered for sale or purchase in Slovenia in accordance with the ZTFI-1 and the Prospectus Regulation, as well as Delegated Regulation (EU) 2019/980 and in accordance with other binding regulations. Shares will also be offered to Professional Investors based in the Republic of Croatia who meet the conditions for such treatment in accordance with the provisions of Article 101 of the current ZTK (*'Professional* Investor'), whereby the Lead Manager will, for this purpose, in accordance with the provisions of Article 427 of the ZTK (*'Notification to the Agency regarding the use of an* exemption'), have previously notified the Croatian securities market regulator – HANFA – of the application of an exemption from the obligation to publish a Prospectus on the basis of point (a), the fourth paragraph of Article 1 of the Prospectus Regulation, pursuant to which the obligation to publish a Prospectus under Article 3(1) of the Prospectus Regulation (*"Obligation to publish a Prospectus and exemptions"*) does not apply to a public offering of securities to the public intended solely for qualified investors.

The subscription for New Shares as part of the public offering is intended for Potential Investors who possess the appropriate professional knowledge and experience to make their own investment decisions and assess the risks associated with them, and:

i. are Professional Investors, meaning that they are treated
    a. as professional clients in accordance with paragraph 1 of Article 246 of the ZTFI-1 (*'Persons deemed to be professional* clients'), or
    b. as Eligible Counterparties under paragraph 2 of Article 276 of the ZTFI-1 (*'Execution of orders for Eligible* Counterparties') or
    c. as professional investors in accordance with paragraph 2 of Article 101 of the ZTK (*'Professional* investor'), or
ii. Retail Investors falling within the category of non-professional clients under paragraph 3 of Article 12 of the ZTFI-1 ('client'), including persons who have requested to be treated as professional clients pursuant to Article 247 of the ZTFI-1 (*'request to be treated as a professional* client').

An investment in New Shares is suitable exclusively for Retail Investors or Professional Investors who (i) are aware that the liquidity of the investments is limited; (ii) for whom the Investment in New Shares forms part of a diversified investment portfolio; and (iii) who fully understand and are prepared to accept the risks associated with investing in New Shares.

The Issuer has not reserved a specific portion of the tranche for any category of Potential Investors.

31.2.2. Declaration regarding the subscription by the controlling shareholder or members of the Issuer's executive, management or supervisory bodies, and a declaration regarding any person known to be subscribing for more than 5% of the public offering

The major shareholder or the Management Company and companies within the Management Company's group are entitled to submit a Binding Offer to subscribe for New Shares, in accordance with the terms set out in clause 29.3. of the Prospectus (*'Interests* of *natural and legal persons involved in the offer'*), but without any intention or obligation to exercise this right in the public offering of New Shares. As at the date of approval of the Prospectus, the Issuer is not aware of any of the aforementioned companies intending to subscribe for more than 5% of the public offering of New Shares.

Members of the Issuer's management and supervisory bodies intend to submit Binding Offers to subscribe for New Shares, but no more than 5 % of the public offering of New Shares each. Nor is the Issuer aware of any intention on the part of any other person to subscribe for more than 5% of the public offering of New Shares.

31.2.3. Disclosure prior to allocation

The public offering of New Shares does not provide for a specific tranche, either for Retail Investors or for Professional Investors. Disclosures relating to the division into tranches are not relevant to the public offering of New Shares under this Prospectus.

31.2.3.1. Conditions under which a request for a refund may be made and the maximum amounts of such a refund

Subscribers may request a refund from the Issuer in the following circumstances:

i) In the event of oversubscription

The refund of amounts paid for subscribed New Shares in the event of oversubscription is set out in clause 31.1.5 of the Prospectus (*'Description of the procedure for reducing subscriptions and refunding oversubscriptions*').

ii) In the event of an unsuccessful public offering of New Shares

The public offering of New Shares will be successful if at least 2,900,000 New Shares are subscribed for by the end of the Subscription Period or by the end of the Extended Subscription Period. If this condition is not met, the increase in the Issuer's share capital pursuant to the public offering of New Shares shall be deemed unsuccessful.

Each Subscriber classified as a Retail Investor will have the amount paid for the subscribed New Shares refunded no later than 8 business days after the end of the Subscription Period or the end of the Extended Subscription Period, specifically to their Securities Account or as otherwise agreed between them and the Lead Manager or Distributor. Subscribers are not entitled to any interest or related costs for the period from payment to the refund of such amounts.

Refunds of amounts paid for subscribed New Shares are not expected in respect to Subscribers classified as Professional Investors, as they will only be invited to pay after the publication of the notice of allocation of New Shares, which is conditional upon the successful public offering of the New Shares.

iii) In the event of a Supplement to the Prospectus

The refund of amounts paid for subscribed New Shares in the event of the adoption of a Supplement to the Prospectus is set out in clause 31.1.7 of the Prospectus (*'Specification of the period during which an application may be withdrawn, provided that Investors may withdraw from the subscription*').

The maximum amount to be refunded in the circumstances set out above is the amount specified by the Subscriber on the Subscription Form and paid into the Securities Account. In the event of a refund,

the Issuer shall refund the funds to the Subscribers' Securities Account or as otherwise agreed between the Issuer and the Distributor.

31.2.3.2. Treatment of subscriptions upon allocation depending on the Distributors through whom they are submitted or executed

The processing of subscriptions at the time of allocation will be the same regardless of which Distributor the Subscriber submitted their Binding Offer to subscribe for New Shares to.

31.2.3.3. Terms of the public offering and the earliest expiry date of the public offering

The Subscription Period or Extended Subscription Period, during which Potential Investors will be able to submit Binding Offers to subscribe for New Shares, will run concurrently for Professional Investors and Retail Investors.

The Subscription Period will commence on 16th of June 2026 and will run until 12.00 p.m. on 16th of October 2026.

The Issuer reserves the right to extend the Subscription Period by a further three weeks from the end date of the Subscription Period. The Extended Subscription Period will run until 6th of November 2026 at 12.00 p.m. The Issuer will notify Potential Investors or Subscribers of the decision regarding the Extended Subscription Period no later than 2 business days before the expiry of the Subscription Period, by publishing a notice on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID), on the Lead Manager's website (https://www.nlb.si/osebno/varcevanja-in-nalozbe/delnice-nid) and on SEOnet (LJUBLJANSKA BORZA – SEOnet).

For the purposes of this Prospectus, the Extended Subscription Period does not constitute a Significant New Factor that would give rise to an obligation to draw up a Supplement to the Prospectus.

31.2.3.4. Information on whether multiple subscriptions are permitted and, if not, how they will be treated

Retail Investors will be able to submit multiple Binding Offers to subscribe for New Shares with the Distributors during the Subscription Period or the Extended Subscription Period, in which case multiple Binding Offers to subscribe for New Shares from the same Retail Investor will be treated as a single Binding Offer to subscribe for New Shares. To submit each additional Binding Offer to subscribe for New Shares, a Retail Investor must, no later than the end of the Subscription Period or the Extended Subscription Period, submit a new, completed and signed Subscription Form and transfer the amount corresponding to the subscribed New Shares to the Securities Account as specified on the new Subscription Form.

Professional Investors may, during the Subscription Period or the Extended Subscription Period, submit multiple Binding Offers to subscribe for New Shares at the Subscription Location in the Corporate Finance, in which case multiple Binding Offers to subscribe for New Shares from the same Professional Investor shall be treated as a single Binding Offer to subscribe for New Shares. For each submission of any additional Binding Offer to subscribe for New Shares, the Professional Investor must submit a new, completed and signed Subscription Form by the end of the Subscription Period or the Extended Subscription Period at the latest.

31.2.4. Procedure for notifying Subscribers of the allocated number of New Shares and indication of whether trading may commence prior to notification

Notification of the allocation of New Shares to Subscribers will be published on the Issuer's website (https://www.nlbskladi.si/nalozbene-moznosti/alternativni-investicijski-skladi/NID), the Lead Manager's website (https://www.nlb.si/osebno/varcevanja-in-nalozbe/delnice-nid) and on SEOnet (LJUBLJANSKA BORZA – SEOnet) expected to be 2 business days after the close of the Subscription Period or the Extended Subscription Period.

Trading in the New Shares cannot commence before the New Shares are admitted to trading on the regulated market of the Ljubljana Stock Exchange, which will take place following notification of the allocation of the New Shares to Subscribers.

31.3. Pricing

31.3.1. Statement of the price at which the New Shares will be offered and the total amount of all costs and taxes charged to the Subscriber

The issue price of one New Share will be EUR 10.00. The issue price of the New Shares was approved on 27th of May 2026 by the Issuer's General Meeting through a Resolution on the Increase of Share Capital.

Amount of costs and taxes charged to the Subscriber:

Investors shall bear the direct costs associated with the subscription, issue, ownership, transfer or disposal of the Issuer's New Shares.

The direct costs that Subscribers are expected to bear in connection with the subscription and issue of New Shares also include the costs of the Distributors in connection with the subscription of New Shares.

The amount of direct costs to be borne by each Subscriber depends on the fees charged by the Lead Manager or the relevant Distributor with whom the Subscriber submits a Binding Offer to subscribe for New Shares and makes payment for the subscribed New Shares.

The direct costs to be borne by each Subscriber, should they submit a Binding Offer to subscribe for New Shares at the Subscription Locations and make payment for the allocated New Shares to the Lead Manager acting as a Distributor, shall be calculated in accordance with the price list in force at the time, which is available on the Lead Manager's website.

For the purposes of this public offering of New Shares, the Lead Manager intends to invite other Distributors to participate. Direct costs to be borne by individual Subscribers, should they submit a Binding Offer to subscribe for New Shares and make payment for the subscribed New Shares to Distributors other than the Lead Manager, shall be charged in accordance with the current price list, which is available on the website of the respective Distributor.

Subscribers of New Shares may also incur costs in connection with the subscription (and ownership) of New Shares, as charged by the Distributors with whom the Subscribers hold a Securities Account. These costs may include, in particular, the costs of maintaining the Securities Account and managing the balances on the Securities Account, as well as any transaction costs associated with the subscription for New Shares.

Taxes relating to the acquisition of New Shares are described in detail in clause 30.11 of the Prospectus (‘*Taxation of the Issuer and taxation of Investors*’).

31.3.2. Procedure for the disclosure of the offer price

The offer price will be equal to the issue price of the New Shares and is disclosed in clause 31.3.1. of the Prospectus (*»Statement of the price at which the securities will be offered and the amount of all costs and taxes charged to the subscriber or purchaser*«) and will be disclosed upon the publication of the public offering of the New Shares pursuant to this Prospectus.

31.3.3. Restriction or withdrawal of pre-emption rights of equity holders

The sole shareholder as at the date of approval of the Prospectus is the Management Company, who, as an Existing Shareholder, has a pre-emption right in the event of an increase in share capital in accordance with Article 11 of the Issuer's Articles of Association (‘*Increase in share capital through contributions*’).

In accordance with the Resolution on the Increase of Share Capital, adopted by the Issuer's General Meeting on 27 May 2026, the Major Shareholder's pre-emption right to the New Shares was excluded.

31.3.4. Significant potential discrepancy between the price of the public offering and the actual cash cost of the securities for members of the administrative, management or supervisory bodies or senior management and related parties

There is no discrepancy between the price of the public offering and the actual cash cost of the New Shares for the Management Company, members of the Management Company's management team or members of the Issuer's Supervisory Board and related parties.

31.4. Placement and underwriting of the issue

31.4.1. Name and address of the global offering coordinator

The Lead Manager is Nova Ljubljanska banka d.d., with its registered office at Trg Republike 2, 1520 Ljubljana, Slovenia, acting as the sole global offering coordinator in connection with this public offering of New Shares.

No coordinator for any specific tranche of the public offering of New Shares is acting in this public offering of New Shares.

New Shares will also be offered to Professional Investors based in the Republic of Croatia, as defined in clause 31.2.1. of the Prospectus (*'Various categories of Potential Investors to whom the securities are offered*'), whereby the Issuer and the Lead Manager have not engaged any entity to place the New Shares as part of this public offering outside the Republic of Slovenia.

31.4.2. Names and addresses of all payment and depositary intermediaries in each country

The public offering of New Shares is being conducted within the territory of the Republic of Slovenia.

The Lead Manager also acts as a Distributor, which means that Potential Investors will be able to submit a Binding Offer to subscribe for New Shares at its Subscription Locations, which are listed below. The name and registered office of the Lead Manager are set out in clause 31.4.1 of the Prospectus (*'Name and address of the global offering coordinator').* In its capacity as Distributor, the Lead Manager acts as a paying agent and, as a system member of CSCC, also as a depositary agent in this public offering of New Shares.

The New Shares will also be offered to Professional Investors with their registered office in the Republic of Croatia. To this end, the Lead Manager shall, in accordance with Article 427 of the ZTK (*"Notification to the Agency regarding the use of an exemption*"), give prior notice to HANFA of the use of the exemption from the publication of this Prospectus, as provided for in point (a) of the fourth paragraph of Article 1 of the Prospectus Regulation ("*Subject matter, scope of application and exemptions*").

For the purpose of conducting this public offering of New Shares, the Lead Manager intends to invite other Distributors, who will also act as payment agents and, as system members of CSCC, as depositary agents, and who will, together with the Lead Manager, carry out the placement of the New Shares as part of the public offering of the New Shares.

Information on the names and addresses of the Distributors and other relevant information relating to the Distributors, including a list of Subscription Locations, will be disclosed in more detail in the Public Call.

i) Subscription Locations of the Lead Manager acting as a Distributor for Retail Investors

The Subscription Locations of the Lead Manager acting as a Distributor for Retail Investors are listed in Annex I (*"NLB d.d. Subscription Locations for Retail Investors*")*.*

ii) Subscription Location of the Lead Manager acting as a Distributor for Professional Investors

Professional Investors may submit a Binding Offer to subscribe for New Shares exclusively and solely at the Subscription Location at the Corporate Finance branch. Details of the Subscription Location at the Corporate Finance branch are set out in Annex II *(NLB d.d. Subscription Location for Professional Investors).*

31.4.3. The names and addresses of entities that agree to underwrite the issue with a buy-back obligation, or to underwrite the issue without a buy-back obligation, or under an agreement to do 'everything in their power'.

The Issuer declares that no entities agreeing to underwrite the issue with a buy-back obligation will participate in the public offering of the New Shares.

The entity conducting the placement of the New Shares without a buy-back obligation and on a *'best effort*' basis is the Lead Manager. The Lead Manager has no obligation to buy back any unsubscribed portion of the public offering of the New Shares.

Distributors will also participate in the placement of the New Shares without a buy-back obligation; the Lead Manager intends to invite them to carry out the public offering of the New Shares on a *'best effort*' basis. The Distributors are under no obligation to repurchase any unsubscribed portion of the public offering of New Shares.

32. Admission to trading and trading arrangements

32.1. A statement as to whether the securities are or will be the subject of an application for admission to trading with a view to their distribution on a regulated market, and the indicative dates for the admission of the securities to organised trading

In accordance with the provisions of Article 110 of the ZOAIS (*'deadline for the commencement of organised trading in shares of a real estate investment company*'), the Shares, having regard to Article 12 of the Prospectus Regulation ('*Validity of the prospectus, registration document and universal registration document*"), be admitted to trading on a regulated market no later than one year from the date of the decision by the SMA approving this Prospectus.

Following the approval of this Prospectus by the SMA and the issue of the New Shares in CSCC and the transfer of the New Shares to the Investors' Securities Accounts, the Issuer will submit an application to the Ljubljana Stock Exchange for the admission of the Existing and New Shares (collectively **'Shares**') for trading on the regulated market of the Ljubljana Stock Exchange. It is expected that the Shares will be traded in the Standard Listing segment of the Ljubljana Stock Exchange (or in the Structured Products Segment) under the ticker symbol 'NLRR'.

Investors will be able to start trading the Shares on the regulated market of the Ljubljana Stock Exchange on the date the Shares are admitted to trading.

Under the Agreement with the Lead Manager, the Issuer has authorised the Lead Manager to carry out the procedure for the admission of the Shares to trading on the regulated market of the Ljubljana Stock Exchange.

Neither the Issuer nor the Lead Manager can guarantee that the Ljubljana Stock Exchange will approve the admission of the Shares to trading on the regulated market, nor that it will approve the admission of the Shares to the Standard Listing segment of the Ljubljana Stock Exchange (or to the Structured Products Segment) under the symbol 'NLRR'.

32.2. Trading on other regulated markets

The Issuer intends to apply for admission to trading of the New Shares on the regulated market of the Ljubljana Stock Exchange.

The Issuer is not aware of the New Shares being traded on any other regulated market for securities other than the regulated market operated by the Ljubljana Stock Exchange.

32.3. Simultaneous listings or private placements of New Shares of the same or another class

The Issuer is not aware of any subscriptions or private placements of New Shares of the same or a different class taking place at the same time or almost simultaneously with the application for the admission of the New Shares to trading on the regulated market of the Ljubljana Stock Exchange.

32.4. Information on entities that have firmly committed to acting as intermediaries in secondary trading, providing liquidity through bid and offer prices, and a description of the main terms of their commitment

The Issuer intends to enter into a cooperation agreement with a secondary market intermediary to provide liquidity, i.e. a market maker, following the successful completion of the public offering of the New Shares.

The market maker will not provide market-making services for the Issuer as set out in Article 9 of ZTFI-1 ("*Exchange-traded investment fund*"), which means that the market maker will not endeavour to ensure that the market value of a share does not deviate significantly from the net asset value (NAV).

32.5. Details regarding stabilisation

The Issuer declares that it does not intend to carry out stabilisation for the purposes of the public offering of the New Shares; therefore, any further disclosures relating to the details of stabilisation are not relevant to this public offering of the New Shares.

33. Shareholders selling shares

The sale of Existing Shares is not included in the public offering under this Prospectus. The subject of the public offering under this Prospectus is exclusively the Issuer's New Shares.

Any further disclosures relating to the sale of Existing Shares are not relevant to this public offering of New Shares.

34. Issue and public offering costs of the New Shares

Issue and public offering costs for the New Shares, depending on the threshold:

<	Minimum threshold for the public offering of New Shares	Maximum value of the public offering of New Shares	**Included costs***
Costs of issuing New Shares	2,088.00	7,272.00	Costs of issuing New Shares at CSCC, for a quantity of up to 100 million shares.
Costs of organising the sale of New Shares	14,335.00	14,335.00	SMA fee for the approval of the Prospectus and the fee for marketing to Croatian professional investors.
	593,632.00	2,013,632.00	Costs of organising the public offering of New Shares, which also include the cost of preparing the Prospectus; the costs of the Legal Adviser and the notary.
Costs of admission to trading for the New Shares on a regulated market	8,700.00	30,000.00	Fee for the admission of shares to trading on the Standard Listing of the Ljubljana Stock Exchange.

*The cost associated with the incorporation of the Issuer and the issue of Existing Shares, which does not constitute the cost of the issue and public offering of New Shares, amounts to an additional EUR 10,227.80 and is borne by the Issuer in accordance with the first point of the second paragraph of Article 127 of the ZOAIS.

35. Dilution

35.1. Comparison

a) *Comparison of existing shareholders' shareholdings and voting rights before and after the capital increase resulting from the public offering, assuming that existing shareholders do not subscribe for New Shares*

Prior to the Issuer's share capital increase, which was carried out on the basis of the Resolution on the Increase of Share Capital, the Issuer had only one Existing Shareholder, namely the Major Shareholder, who is the Management Company and who, prior to the increase in the Issuer's share capital, held 1,000,000 Existing Shares of the Issuer, representing 100% of the Issuer's share capital.

In accordance with the Resolution on the Increase of Share Capital, the Issuer's share capital, which amounts to EUR 1,000,000.00 and is divided into 100,000 Existing Shares of the Issuer, shall be increased by a cash contribution of at least EUR 29,000,000.00 through the issue of at least 2,900,000 New Shares and by a maximum of EUR 100,000,000.00 through the issue of a maximum of 10,000,000 New Shares.

Assuming that the Existing Shareholder does not subscribe for any New Shares and that the minimum number of New Shares provided for in the Resolution on the Increase of Share Capital (i.e. 2,900,000 New Shares), the Existing Shareholder's stake in the Issuer's share capital will be reduced from 100% to approximately 3.3333%.

Assuming that the Existing Shareholder does not subscribe for New Shares and that the maximum number of New Shares provided for in the Resolution on the Increase of Share Capital (i.e. 10,000,000 New Shares), the Existing Shareholder's stake in the Issuer's share capital will be reduced from 100% to approximately 0.0099%.

The Management Company's share in the share capital	**Prior to the increase** share capital resulting from the public offering of New Shares	**After the increase** and share capital resulting from the public offering of New Shares
Contribution (in EUR)	1,000,000.00	1,000,000.00
Number of Existing Shares	100,000	100,000
Share in share capital	100%	Upon the minimum increase in share capital resulting from the public offering of New Shares: **3.3333%**
		Upon the maximum increase in share capital resulting from the public offering of New Shares: **0.0099%**

b) *Comparison of the net asset value per Existing Share as at the date of the last balance sheet prior to the public offering (sale offering and/or capital increase) and the offer price per New Share under this public offering.*

The Issuer's net asset value (NAV) as at the date of the opening balance sheet, which represents the date of the latest available balance sheet, amounts to EUR 1,000,000.00 in cash.

The net asset value (NAV) per Existing Shares amounts to EUR 10.00, whilst the issue price of the New Shares under this public offering amounts to EUR 10.00 per New Share.

The Issuer's assets as at 18 May 2026[33] (in EUR)	1,000,000.00
The Issuer's liabilities as at 18 May 2026 (in EUR)	0.00
NAV per Share	1,000,000.00
Number of Existing Share	100,000
NAV per Existing Share	10.00 EUR per Existing Share
Issue price per New Share	10.00 EUR

35.2. Dilution, despite the exercise of subscription rights, due to the partial reservation of the offer for certain categories of investors

The public offering of New Shares does not provide for a specific tranche for either Professional Investors or Retail Investors. Disclosures relating to dilution that would result from the division of the public offering of New Shares into tranches are not relevant to this public offering of New Shares.

36. Additional information

36.1. If advisers involved in the issue are mentioned in the securities note, a statement must be provided detailing the role they performed.

a) Nova Ljubljanska banka d.d., Ljubljana, which is the Lead Manager, provides the following services to the Issuer: (i) investment services and the execution of the initial placing of financial instruments without a firm commitment basis, in accordance with point 7 of the first paragraph of Article 11 of the ZTFI-1, the Prospectus Regulation and Delegated Regulation (EU) 2019/980, and (ii) services relating to the distribution of the New Shares, the organisation of marketing activities, the marketing and sale of the New Shares, and (iii) services necessary for the admission to trading of the Issuer's New Shares thus issued on the regulated market of the Ljubljana Stock Exchange.

b) LeitnerLeitner d.o.o., Dunajska cesta 159, 1000 Ljubljana, as tax adviser, which, for the purpose of preparing the Prospectus, reviewed the applicable tax legislation in the Republic of Slovenia and prepared the content covering key tax aspects, taking into account the Issuer's operations as a real estate investment company and the taxation of Investors in such a real estate investment company.

c) The law firm Ulčar & partnerji d.o.o. of Ljubljana, Dunajska cesta 167, 1000 Ljubljana, a member of the CERHA HEMPEL network, as Legal Adviser in the process of establishing the Issuer and in the preparation of the Issuer's Articles of Association.

d) Mitja Vidmar, Solicitor, Slovenska cesta 29, 1000 Ljubljana, as Legal Adviser on specific legal issues relating to the sale of New Shares and the preparation of the Prospectus.

36.2. Indication of other information in the securities note that has been audited or reviewed by statutory auditors and on which they have prepared a report. A copy of the report or a summary thereof, if permitted by the competent authority.

The securities note does not contain any other information that has been audited or reviewed by statutory auditors and on which they have prepared a report.

37. Available documents

The Articles of Association and the Prospectus are available for inspection at the registered office of NLB Funds, Asset Management, Ltd., Tivolska cesta 48, Ljubljana, Slovenia. Investors may request a free copy of the Articles of Association or the Prospectus.

The Articles of Association and the Prospectus (in Slovenian) are published in electronic form on the Issuer's website

[33] Date of the opening balance sheet

(https://www.nlbFunds.si/nalozbene-moznosti/alternativni-investicijski-Funds/REIC).

The Articles of Association are also published on the AJPES website (https://www.ajpes.si/eObjave/rezultati.asp?podrobno=0&id_skupina=49&Maticna=7510861000).

The prospectus is published on SEOnet (https://seonet.ljse.si/).

The Public Call, the announcement of the results of the public offering of New Shares and other notices from the Issuer relating to the public offering of New Shares will be published on the Issuer's website https://www.nlbFunds.si/nalozbene-moznosti/alternativni-investicijski-Funds/REIC, on the website of the Lead Manager (https://www.nlb.si/osebno/varcevanja-in-nalozbe/shares-REIC) and on SEOnet (Ljubljana Stock Exchange – SEOnet).

Disclosures referred to in the first and third paragraphs of Article 97 of the ZUAIS *('transfer of SIS management')*, which are not included in the Prospectus, will be published (when available) in a separate document on the Issuer's website (https://www.nlbFunds.si/nalozbene-moznosti/alternativni-investicijski-Funds/REIC).

Information on the latest market price of shares with the symbol 'NLRR' will be published on the Ljubljana Stock Exchange website (Price List) once the shares are admitted to trading on the regulated market of the Ljubljana Stock Exchange.

ANNEXES TO THE PROSPECTUS

I. NLB D.D. Subscription Locations for Retail Investors

The Subscription Locations of the Lead Manager for Retail Investors may change during the public offering of the New Shares compared to the Subscription Locations of the Lead Manager for Retail Investors previously announced; the Lead Manager will inform Potential Investors of any such changes with due care and in a timely manner.

Branch	Town	Address	Opening hours	Telephone
Ajdovščina Branch	Ajdovščina	Goriška 20	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	01 477 20 00 (24/7 Contact Centre)
Beltinci Branch	Beltinci	Panonska Street 9a	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Bežigrad Branch	Ljubljana	Železna cesta 18	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Bratovševa ploščad Branch	Ljubljana	Bratovševa ploščad 14	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Brezovica Branch	Brezovica near Ljubljana	Podpeška cesta 1	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Brežice Branch	Brežice	Černelčeva cesta 4a	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Brod Branch	Ljubljana	Tacenska Road 123	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Celje Branch	Celje	27 Prešernova Street	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Cerknica Branch	Cerknica	Cesta 4. maja 65	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Črnomelj Branch	Črnomelj	Trg svobode 2	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from	

			14.00 to 18.00; Friday from 8.00 to 15.00	
Domžale Branch	Domžale	Mestni trg 1	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Dravograd Branch	Dravograd	44 Trg 4. julija	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Duplica Branch	Kamnik	Ljubljanska cesta 45	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Dvorni trg Branch	Ljubljana	Gosposka Street 1	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
E.Leclerc branch	Ljubljana	Jurčkova cesta 225	Monday–Saturday 9.00–19.00	
Gornja Radgona branch	Gornja Radgona	Ljutomerska Road 8a	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Grosuplje Branch	Grosuplje	Taborska cesta 3	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Idrija Branch	Idrija	Mestni trg 11	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Ivančna Gorica Branch	Ivančna Gorica	Platform OF 3	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Izola Branch	Izola	Trg republike 3	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Kamnik Branch	Kamnik	Main Square 10	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Kandija Branch	Novo Mesto	2 Trdinova Street	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday	

			from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Kočevje Branch	Kočevje	Trg zbora odposlancev 20	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Koper Branch	Koper	Cesta Zore Perello - Godina 7	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Kranj Branch	Kranj	Koroška cesta 21	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Krško Branch	Krško	Trg Matije Gubca 1	Monday, Tuesday and Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Lendava Branch	Lendava	Mlinska Street 2	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Litija Branch	Litija	14 Jerebova Street	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Ljutomer Branch	Ljutomer	Ormoška cesta 8	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Logatec Branch	Logatec	Tržaška cesta 19a	Monday, Tuesday and Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Maribor Branch	Maribor	Titova cesta 2	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Maribor 2 Branch	Maribor	Ulica heroja Bračiča 6	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Maribor Studenci Branch	Maribor	Studenška Street 104	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from	

			14.00 to 18.00; Friday from 8.00 to 15.00	
Medvode Branch	Medvode	Cesta ob Sori 3	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Mengeš Branch	Mengeš	Slovenska cesta 61	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Mestna hranilnica Ljubljana branch	Ljubljana	3 Čopova Street	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Metlika Branch	Metlika	Naselje Borisa Kidriča 6	Monday, Tuesday and Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Mežica Branch	Mežica	Trg svobode 16	Monday, Tuesday and Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Moste Branch	Ljubljana	Proletarska cesta 2a	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Mozirje Branch	Mozirje	Na trgu 9	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Murska Sobota Branch	Murska Sobota	Trg zmage 7	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Nova Gorica Branch	Nova Gorica	Bevkov trg 3	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Nove Fužine Branch	Ljubljana	Nove Fužine 33	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Nove Jarše Branch	Ljubljana	6 Gledališka Street	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from	

			14.00 to 18.00; Friday from 8.00 to 15.00	
Polje Branch	Ljubljana	Zadobrovška cesta 14	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Postojna Branch	Postojna	Titov trg 1	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Ptuj Branch	Ptuj	Vinarski trg 11	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Radlje ob Dravi Branch	Radlje ob Dravi	Mariborska cesta 7	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Ravne na Koroškem Branch	Ravne na Koroškem	Prežihova Street 3	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Ribnica Branch	Ribnica	Škrabčev trg 11	Monday, Tuesday and Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Seidlova Branch	Novo mesto	Seidlova cesta 3	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Sevnica Branch	Sevnica	Trg svobode 6	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Slovenj Gradec Branch	Slovenj Gradec	Glavni trg 30	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Slovenske Konjice Branch	Slovenske Konjice	Celjska cesta 2	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Spektra Branch	Ljubljana	Celovška Road 178	Monday, Tuesday and Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to	

			18.00; Friday from 8.00 to 15.00	
Šentjernej Branch	Šentjernej	2 Gorjanski Battalion Square	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Šiška Branch	Ljubljana	Celovška cesta 89	Monday, Tuesday and Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Škofja Loka Branch	Škofja Loka	Kapucinski trg 9	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Tavčarjeva Branch	Ljubljana	7 Tavčarjeva Street	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Trbovlje Branch	Trbovlje	25c Revolution Square	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Trebnje Branch	Trebnje	Gubčeva cesta 8	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Trg republike branch	Ljubljana	Trg republike 2	Monday, Tuesday and Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Trnovo Branch	Ljubljana	Cesta v Mestni log 7	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Velenje Branch	Velenje	Rudarska cesta 3	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Vič Branch	Ljubljana	Cesta na Brdo 9	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Vir Branch	Domžale	Šaranovičeva cesta 21	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from	

			14.00 to 18.00; Friday from 8.00 to 15.00	
Vrhnika Branch	Vrhnika	Trg Karla Grabeljška 2a	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Zagorje Branch	Zagorje ob Savi	Cesta Borisa Kidriča 4c	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	
Žalec Branch	Žalec	Savinjske čete Street 1b	Monday, Tuesday, Thursday from 8.00 to 13.00 and from 14.00 to 16.00; Wednesday from 10.00 to 13.00 and from 14.00 to 18.00; Friday from 8.00 to 15.00	

II. NLB D.D. REGISTRATION OFFICE FOR PROFESSIONAL INVESTORS

Branch	Location	Address	Opening hours	Email	Telephone numbers
Corporate Finance, Investment Banking and Custody Services	Ljubljana	Trg republike 2	Monday – Friday, 8.00 – 17.00	izdajevp@nlb.si	Branko Gregorec: +38614765104 Kač Karel: +38614765228 Enja Topič: +38614765100 Viktor Kukunesh: +38614765109

NLB Skladi