



**PUBLICATION OF THE AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT
THE 27TH ANNUAL GENERAL MEETING OF NLB D.D.**

Pursuant to Article 295 of the Companies Act (ZGD-1) and Article 13 of the Articles of Association of NLB d.d., the Management Board of NLB d.d. hereby convenes the

27th General Meeting of NLB d.d., Trg republike 2, 1000 Ljubljana,

which will be held in Ljubljana, on 4/8/2016, starting at 10 am at the registered office of the Bank, Trg republike 2, Ljubljana

with the following agenda:

Item 1: Opening, establishment of quorum and election of the Chair of the General Meeting of NLB d.d.

The Management and Supervisory Boards of NLB d.d. propose that the following resolution be adopted:

Mr. Marko Jerič is hereby elected Chair of the General Meeting of NLB d.d.

Item 2: Presentation of the 2015 Annual Report and the Report of the Supervisory Board of NLB d.d. on the results of examining the 2015 Annual Report and Information on the income of the members of the Management Board and Supervisory Board of NLB d.d. in 2015

The General Meeting of NLB d.d. hereby acknowledges the adopted 2015 Annual Report and the Report by the Supervisory Board of NLB d.d. on the results of examination of the 2015 Annual Report. Furthermore, the Annual General Meeting of Shareholders of NLB d.d. hereby acknowledges the Information on the income of the members of the Management Board or Supervisory Board of NLB d.d. in the previous financial year.

Item 3: Decision on the allocation of distributable profit for 2015 and granting of a discharge from liability to the Management and Supervisory Boards of NLB d.d.

The Management and Supervisory Boards of NLB d.d. propose that the following resolutions be adopted:

3.1 The distributable profit of Nova Ljubljanska banka d.d., Ljubljana, for the business year 2015, established as at 31/12/2015 amounting to EUR 125,410,396.48, which comprises the profit brought forward from 2014, in the amount of EUR 81,529,172.18, and the net profit for the year 2015, in the amount of EUR 43,881,224.30 shall be used as follows:

- the share amounting to EUR 43,881,224.30 is allocated to the Bank's sole shareholder, entered in the share register as at the end of the day on which the General Meeting of Shareholders is concluded, which results in gross amount of EUR 2.194 per share. The Bank's liability to the shareholder shall fall due within 30 days of the adoption of the resolution by the General Meeting.
- the share amounting to EUR 81,529,172.18 is left undistributed and becomes part of the profit brought forward.

The amount of undistributed profit shall be adjusted for the part of the distributable profit under the first item of the previous paragraph hereunder which relates to the difference amounting to EUR 1,224.30 resulting from the rounding of the dividend per share to three decimals.

3.2 Discharge from liability shall be granted to the members of the Management Board of NLB d.d.:

- Blaž Brodnjak, President,
- Archibald Kremser, Member, and
- Andreas Burkhardt, Member;

to all for the business year 2015.

3.3. Discharge from liability shall be granted to the members of the Supervisory Board of NLB d.d.:

- Sergeja Slapničar, Deputy Chairwoman,
- Tit Andrej Erker, Member,
- Uroš Ivanc, Member and
- Andreas Klinge, Member;

to all for the business year 2015.

Item 4: Discussion of the Internal Audit's Report for 2015 and the opinion of the Supervisory Board of NLB d.d.

The General Meeting of NLB d.d. hereby acknowledges the adopted Internal Audit's Report on Internal Auditing for the financial year 2015 with opinion of the Supervisory Board of NLB d.d.

Item 5: Election of members of the Supervisory Board of NLB d.d.

The Supervisory Board of NLB d.d. proposes the adoption of the following resolutions:

- 5.1 The General Meeting of Shareholders of NLB d.d. hereby appoints Alexander Bayr member of the Supervisory Board of NLB d.d.; his term of office shall be from the day of appointment until the end of the Bank's Annual General Meeting deciding on the use of accumulated profit for the fourth business year since he has been elected, the first year being the business year during which the Supervisory Board member was elected.
- 5.2 The General Meeting of Shareholders of NLB d.d. hereby appoints David Kastelic member of the Supervisory Board of NLB d.d.; his term of office shall be from the day of appointment until the end of the Bank's Annual General Meeting deciding on the use of accumulated profit for the fourth business year since he has been elected, the first year being the business year during which the Supervisory Board member was elected.
- 5.3 The General Meeting of Shareholders of NLB d.d. hereby appoints David Eric Simon member of the Supervisory Board of NLB d.d.; his term of office shall be from the day of appointment until the end of the Bank's Annual General Meeting deciding on the use of accumulated profit for the fourth business year since he has been elected, the first year being the business year during which the Supervisory Board member was elected.
- 5.4 The General Meeting of Shareholders of NLB d.d. hereby appoints Matjaž Titan member of the Supervisory Board of NLB d.d.; his term of office shall be from the day of appointment until the end of the Bank's Annual General Meeting deciding on the use of accumulated profit for the

fourth business year since he has been elected, the first year being the business year during which the Supervisory Board member was elected.

Item 6: Approval of the Policy on the provision of diversity of the Supervisory Board

The Supervisory Board of NLB d.d. proposes that the following resolution be adopted:

The General Meeting of NLB d.d. hereby adopts the Policy on the provision of diversity of the Supervisory Board.

Items 5 and 6 of the agenda of the General Meeting has been proposed by the Supervisory Board. The remaining items have been proposed by both the Management Board and the Supervisory Board of NLB d.d.

Material

The proposed resolutions and other material with explanations for the General Meeting are available to the shareholders for inspection at the Bank's registered office at Trg republike 2, 1000 Ljubljana, Secretariat, every business day from 9 a.m. to 12 noon, and are also published in the SEOnet electronic notification system of the Ljubljana Stock Exchange and on the website www.nlb.si.

Conditions for participation

Those shareholders who are registered in the central register of dematerialised securities kept by KDD d.d., as at the end of the fourth day prior to the General Meeting (hereinafter: the cut-off date), or their legal representatives or proxies who shall present a written power of attorney can attend the General Meeting and vote. Attendance must be notified to the Bank's Management Board using an application form which must be submitted to the Bank's registered office at the latest by the end of the fourth day prior to the General Meeting. The applications shall be accepted as timely if they are sent to the Bank's registered office (at Trg republike 2, Ljubljana), addressed to the Secretariat, by the end of the fourth day prior to the General Meeting. The legal representatives of natural persons or legal entities must, on the day of the General Meeting, present a public document wherefrom it is evident that they have the right to act as a shareholder's representative; the document in question must not be older than 3 (three) days.

Supplements to the agenda:

Shareholders whose total interest accounts for at least one-twentieth of the share capital may, after the publication of the notice of convocation, make a written request to add an item to the agenda. The request must be enclosed with a written proposed resolution to be decided upon by the General Meeting or an explanation to the item on the agenda if no resolution is adopted in relation to such item by the General Meeting. The shareholders who meet the conditions for making a request to add an item to the agenda must send the respective request to the Bank within seven days after the publication of the convocation of the General Meeting.

Shareholders' proposals:

Shareholders may submit written proposals for resolutions under each item on the agenda in compliance with Article 300 of the Companies Act (ZGD-1) (hereinafter: counter proposal). A counter proposal shall be published and notified in the manner laid down in Article 296 of the Companies Act (ZGD-1), but only if the shareholder sends to the Bank a proposal for publication in compliance with Article 300 of the ZGD-1 within seven days after the publication of the notice to convene the General Meeting.

Right to be informed:

During the General Meeting, the shareholders can exercise their right to be informed in compliance with the first paragraph of Article 305 of the ZGD-1.



Information on the procedure for exercising the right through a proxy:

The shareholders may exercise their voting right also through a proxy after they have signed and submitted a written form which is available on the website www.nlb.si and sent it to the Bank's registered office by the end of the fourth day prior to the General Meeting. They may submit the power of attorney to the Bank via electronic mail by the same deadline as applicable for the written form by sending a scan of the power of attorney to the e-mail address Skupscina2016@nlb.si. The Bank shall reserve the right to verify the authenticity of the shareholder or the person who has authorised another person and submitted the power of attorney by e-mail.

Use of electronic media for sending additional items on the agenda and counter proposals:

The shareholders may submit additional items of the agenda and counter proposals to the Bank via electronic mail by the same deadline and with the same contents as applicable to the written form by sending an attached scan to the following e-mail address: Skupscina2016@nlb.si. The Bank shall reserve the right to verify the authenticity of the shareholder or the sender of additional items of the agenda and counter proposals by e-mail.

Ljubljana, 3/8/2016

The Management Board of NLB d.d.