

Pursuant to the sixth paragraph of Article 304 of the Companies Act (ZGD-1), the Management Board of Nova Ljubljanska banka d.d., Ljubljana hereby publishes

**the results of the voting at the 19th General meeting of shareholders of
NLB d.d., Trg republike 2, 1520 Ljubljana,**

held on Wednesday, 27/06/2012 at 13.00 in the Conference Hall on the ground floor of the office building at Trg republike 3 in Ljubljana.

The total number of NLB shares with voting rights represented at the General Meeting was 9,509,181 or 86.24% shares with voting rights.

The notary public Miro Košak from Ljubljana attended the General Meeting which was chaired by Ms Aleksandra Hrovatin.

The following major shareholders were present at the General Meeting (by number of shares):

1. REPUBLIC OF SLOVENIA, Gregorčičeva ulica 20, 1000 Ljubljana, no. of shares 5,045,742 or 45.62%
2. KBC Bank NV, Havenlaan 2, 1080 SINT-JANS-MOLENBEEK, Belgium, no. of shares 2,765,282 or 25.00%
3. Slovenska odškodninska družba, d.d., Mala ulica 5, 1000 Ljubljana, no. of shares 449,949 or 4.07%
4. Kapitalska družba, d.d., Dunajska cesta 119, 1000 Ljubljana, no. of shares 445,749 or 4.03%
5. Zavarovalnica Triglav, d.d., Miklošičeva cesta 19, 1000 Ljubljana, no. of shares 280,312 or 2.53%

ADOPTED RESOLUTIONS and PROPOSED RESOLUTIONS

1. Opening, establishment of quorum and election of the bodies of the General Meeting of Shareholders of NLB d.d.

The working bodies of the General Meeting of Shareholders of NLB d.d. shall be elected as follows:

- *Marko Jerič, member of the Credentials Committee,*
- *Jure Košar, member of the Credentials Committee.*

A total of 3,511,189 or 100% of votes cast were in favour of the resolution. The resolution was validly adopted.

2. Presentation of the 2011 Annual Report and the Report of the Supervisory Board of NLB d.d. on the results of examining the 2011 Annual Report and Information on the income of the members of the Management Board and Supervisory Board of NLB d.d. in 2011

The General Meeting of Shareholders of NLB d.d. hereby acknowledges the adopted 2011 Annual Report and the Report by the Supervisory Board of NLB d.d. on the results of examination of the 2011 Annual Report. Furthermore, the 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 business year.

This is an informative item on the agenda which was not voted on by the General Meeting of Shareholders..

3. Decision on the allocation of distributable profit for 2011 and granting of a discharge from liability to the Management and Supervisory Boards of NLB d.d.

3.1. The General Meeting of Shareholders of NLB d.d. is hereby informed that the net accumulated profit for 2011 totals EUR 0.00. In 2011 NLB d.d. recorded an operating loss of EUR 233,201,121.89 and, when it prepared its financial statements, it covered the net loss for the financial year by retained profit in the amount of EUR 1,262.88 and revenue reserves in the amount of EUR 233,199,859.01.

3.2. A discharge from liability is hereby granted to the Management Board of NLB d.d. for the 2011 financial year.

3.3. A discharge from liability is hereby granted to the Supervisory Board of NLB d.d. for the 2011 financial year.

A total of 3,509,425 or 99.95% votes were cast in favour of and 1,764 or 0.05% against the resolution under item 3.1. The resolution was validly adopted.

Upon the request of KBC, a separate voting was carried out for the resolution under item 3.2, namely for each member of the Management Board, as follows:

- Resolution: "Discharge from liability is granted to the President of the Management Board Božo Jašovič". A total of 444,214 or 13.713% votes were cast in favour of and 2,795,181 or 86.287% against the resolution. The resolution was not adopted.
- Resolution: "Discharge from liability is granted to the Member of the Management Board David Benedek". A total of 442,500 or 13.662% votes were cast in favour of and 2,796,844 or 86.338% against the resolution. The resolution was not adopted.
- Resolution: "Discharge from liability is granted to the Member of the Management Board Claude JC Deroose". A total of 3,207,830 or 34.728% votes were cast in favour of and 6,029,278 or 65.272% against the resolution. The resolution was not adopted.
- Resolution: "Discharge from liability is granted to the Member of the Management Board Marko Jazbec". A total of 443,100 or 4.797% votes were cast in favour of and 8,794,008 or 95.203% against the resolution. The resolution was not adopted.
- Resolution: "Discharge from liability is granted to the Member of the Management Board Robert Kleindienst". A total of 442,500 or 4.791% votes were cast in favour of and 8,794,558 or 95.209% against the resolution. The resolution was not adopted.
- Resolution: "Discharge from liability is granted to the Member of the Management Board Guy Snoeks". A total of 3,207,831 or 34.728% votes were cast in favour of and 6,029,174 or 65.272% against the resolution. The resolution was not adopted.

A total of 3,207,383 or 98.71% votes were cast in favour of and 41,907 or 1.29% against the resolution under item 3.3. The resolution was validly adopted.

4. Appointment of the auditor for the 2012 financial year

The auditing company PricewaterhouseCoopers d.o.o. Ljubljana shall be appointed the auditor of NLB d.d. for 2012.

A total of 9,508,770 or 100% votes were cast in favour of and 13 or 0.000% against the resolution. The resolution was validly adopted.

5. Discussion on the Internal Audit's Report for 2011 and the opinion of the Supervisory Board of NLB d.d.

The General Meeting of Shareholders of NLB d.d. hereby acknowledges the adopted Internal Audit's Report on Internal Auditing for 2011 and the opinion of the Supervisory Board of NLB d.d.

This is an informative item on the agenda which was not voted on by the General Meeting of Shareholders.

6. Recall of the members of the Supervisory Board and appointment of new members to the Supervisory Board

KBC submitted a counterproposal to the item on the agenda, proposed by the Republic of Slovenia, in the content as specified below, which was put to the vote first by the Chair of the General Meeting of Shareholders.

- 6.1. The General Meeting hereby acknowledges the resignation of the member of the Supervisory Board Mr Stojan Petrič and appoints Matjaž Schroll as member of the Supervisory Board in his stead, for the period until the expiry of the term of office of the initially appointed member of the Supervisory Board.
- 6.2 The General Meeting of Shareholders hereby recalls the current members of the Supervisory Board:
 - Marko Simoneti, PhD,
 - Rasto Ovin, PhD,
 - Andrej Baričič,
 - Igor Masten, PhD,
 - Anton Macuh,
 - Boris Škapin, and
 - Jurij Detiček.

For the period until the expiry of the term of office of the initially appointed members of the Supervisory Board, the General Meeting of Shareholders appoints the following members of the Supervisory Board:

- Janko Medja,
- Stephan Wilcke,
- Klemen Vidic,
- Miro Germ,
- Miran Pleterski,
- Sašo Cunder, and
- Albin Hojnik, PhD.

A total of 2,884,576 or 98.012% votes were cast in favour of and 58,515 or 1.988% against the resolution under item 6.1. The resolution was validly adopted.

A total of 2,913,002 or 98.987% votes were cast in favour of and 29,796 or 1.013% against the resolution under item 6.2. The resolution was validly adopted.

7. Authorised capital

The Republic of Slovenia submitted a counterproposal to the item on the agenda, proposed by the Republic of Slovenia, in the content as specified below, which was put to the vote first by the Chair of the General Meeting of Shareholders.

The current third paragraph of Article 5 of the Articles of Association of Nova Ljubljanska banka d.d. shall be replaced by a new text so as to read as follows: "The Bank's Management Board is authorised to increase, during the period of five years after the entry in the Companies Register of the amendment to the Articles of Association adopted at the General Meeting of Shareholders held on 27/06/2012 (twenty-seventh of June two thousand twelve), the Bank's Tier 1 capital once or several times by no more than EUR 72,671,365.33 (seventy-two million six hundred and seventy-one

thousand three hundred and sixty-five euros 33/100) (authorised capital), subject to the approval of the Bank's Supervisory Board and not subject to the additional resolution of the General Meeting of Shareholders. For the amount of the authorised capital equalling the increased share capital, a total of no more than 8,707,483 (eight million seven hundred and seven thousand four hundred and eighty-three) new ordinary or preference shares may be issued at the issue price specified by the Management Board subject to the approval of the Supervisory Board. The new shares shall be issued with the rights, under the condition and in the manner specified in the Management Board's resolution on increasing the Tier 1 capital and issuing new shares; it is understood, however, that new shares can be issued solely for the purpose of swapping shares of the hybrid loan in the amount of EUR 320,000,000.00 (three hundred and twenty million 00/100), which NLB d.d. will obtain with the contract on a hybrid loan, entered into on or around 27 June 2012 (contribution in kind). The Management Board of the Bank may decide to exclude the existing shareholders' pre-emptive right to buy new shares, if the Supervisory Board of the Bank approves this."

A total of 9,461,857 or 99.675% votes were cast in favour of and 30,894 or 0.325% against the resolution. The resolution was validly adopted.

8. Increasing the subscribed capital through cash contributions

The Republic of Slovenia proposes that the following resolution be adopted:

The Republic of Slovenia submitted a counterproposal to the item on the agenda, proposed by the Republic of Slovenia, in the content as specified below, which was put to the vote first by the Chair of the General Meeting of Shareholders.

The Tier 1 capital of NLB d.d. totals EUR 92,314,513.44 (ninety-two million three hundred and fourteen thousand five hundred and thirteen 44/100) upon the adoption of this resolution and is divided into 11,061,125 (eleven million sixty-one thousand one hundred and twenty-five) ordinary no-par value registered shares with voting rights is increased through cash contributions by EUR 12,416,999.48 (twelve million four hundred and sixteen thousand nine hundred and ninety-nine 48/100) to EUR 104,731,512.92 (one hundred and four million seven hundred and thirty-one thousand five hundred and twelve 92/100), by issuing new ordinary freely transferable registered no-par value shares with voting rights and of the same class as the existing shares.

The increase shall be carried out by issuing 1,487,805 (one million four hundred and eighty-seven thousand eight hundred and five) ordinary freely transferable registered no-par value shares with voting rights so that after the increase in Tier 1 capital, NLB d.d. shall have a total of 12,548,930 (twelve million five hundred and forty-eight thousand nine hundred and thirty) issued ordinary freely transferable registered no-par value shares with voting rights.

The issue price of one new share shall be EUR 41.00 (forty-one 00/100). The total issue value of all new issued shares shall be EUR 61,000,000.00 (sixty-one million 00/100).

All newly issued shares grant their holders the same entitlements and rights as the previously issued shares of the same class. New shares shall be issued in book-entry form and entered in the register kept by KDD d.d. following the entry of the increase in Tier 1 capital into the companies register.

The existing shareholders shall not have the pre-emptive right to subscribe the new shares. Subscription and payment of new shares pursuant to this resolution shall be carried out without the publication of a prospectus, based on the exceptions stipulated by the applicable legislation.

The deadline for subscribing and paying new shares shall be 2 (two) days following the date this resolution on the increase of Tier 1 capital is passed by the General Meeting of Shareholders. The subscribers of new shares shall be obliged to pay the entire issue price of each subscribed new share upon such subscription

The increase in Tier 1 capital pursuant to this resolution shall be deemed successful if all new shares are subscribed and paid in full no later than 2 (two) days of the adoption of this resolution on the increase of Tier 1 capital by the General Meeting of Shareholders. If the increase in Tier 1 capital

hereunder is not entered in the companies register by 31/08/2012 (the thirty-first of August two thousand twelve) at the latest, the subscription shall become non-binding.

The Supervisory Board of NLB d.d. Ljubljana is authorised to adopt the amendments and supplements to the Articles of Association of NLB d.d. with the aim of aligning the new text with the implemented increase in Tier 1 capital.

A total of 9,095,553 or 98.837% votes were cast in favour of and 107,044 or 1.163% against the resolution. The resolution was validly adopted.

No legal challenges were announced at the General Meeting.

Ljubljana, 28/06/2012

Management Board of NLB d.d.