

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 22<sup>nd</sup> General meeting of shareholders of  
NLB d.d., Trg republike 2, 1520 Ljubljana,**

held on Tuesday, 11/06/2013 at 10.00 a.m. 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 19,667,582 or 91.72 % of 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:

1. REPUBLIC OF SLOVENIA, Gregorčičeva ulica 20, 1000 Ljubljana, no. of shares 16,518,507 or 76.91%
2. Kapitalska družba, d.d., Dunajska cesta 119, 1000 Ljubljana, no. of shares 1,374,535 or 6.40%
3. Slovenska odškodninska družba, d.d., Mala ulica 5, 1000 Ljubljana, no. of shares 1,231,615 or 5.73%
4. Kapitalska družba, d.d., Dunajska cesta 18, 1000 Ljubljana, no. of shares 494,860 or 2.30%
5. Zavarovalnica Triglav, d.d., Miklošičeva cesta 19, 1000 Ljubljana, no. of shares 280,312 or 1.31%

## **ADOPTED RESOLUTIONS**

### **1. Opening, establishment of quorum and election of the working bodies of the Annual General Meeting of NLB d.d.**

Proposed resolution:

*The working bodies of the Annual General Meeting 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 19,667,304 or 100% of votes cast were in favour of the resolution. The resolution was validly adopted.

### **2. Presentation of the 2012 Annual Report and the NLB d.d. Supervisory Board's Report on the results of examining the 2012 Annual Report, the Information on the income of the NLB d.d. Management Board and Supervisory Board members in 2012 and acknowledgement of the Rules on determining other rights under management employment contracts or the Bank's regulations**

The Annual General Meeting of NLB d.d. hereby acknowledges the adopted 2012 Annual Report and the Report by the Supervisory Board of NLB d.d. on the results of examination of the 2012 Annual Report. Furthermore, the Annual General Meeting of NLB d.d. acknowledges the Information on the income of the members of the Management Board and Supervisory Board of NLB d.d. in the previous financial year and the rules of the Supervisory Board of NLB d.d. for determining other

rights pursuant to the Act Regulating the Income of Managers of Companies Owned by the Republic of Slovenia and Municipalities (ZPPOGD).

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 2012 and granting of a discharge from liability to the Management and Supervisory Boards of NLB d.d.**

Proposed resolution:

3.1. The Annual General Meeting of NLB d.d. hereby acknowledges that the accumulated loss for 2012 equals EUR 304,874,319.04. NLB d.d. recorded a loss of EUR 304,876,406.92 in 2012 and, when it compiled its financial statements, the net loss for the financial year was covered by retained profit in the amount of EUR 2,087.88; the difference of EUR 304,874,319.04 remained uncovered and was posted as retained loss.

3.2. A discharge from liability is hereby granted to the Management Board of NLB d.d. for the 2012 financial year.

3.3. A discharge from liability is hereby granted to the Supervisory Board of NLB d.d. for the 2012 financial year.

A total of 19,666,099 or 99.998% votes were cast in favour of and 300 or 0.002% against the resolution under item 3.1. The resolution was validly adopted.

A total of 19,635,052 or 99.841 % votes were cast in favour of and 31,347 or 0.159 % against the resolution under item 3.2. The resolution was validly adopted.

A total of 19,665,846 or 99.997% votes were cast in favour of and 553 or 0.003% against the resolution under item 3.3. The resolution was validly adopted.

### **4. Appointment of the auditor for the 2012 financial year**

Proposed resolution:

The auditing company Ernst & Young d.o.o. Ljubljana shall be appointed the auditor of NLB d.d. for 2013.

A total of 19,626,526 or 99.84% votes were cast in favour of and 31,467 or 0.16% against the resolution. The resolution was validly adopted.

### **5. Discussion on the Internal Audit's Report for 2012 and the opinion of the Supervisory Board of NLB d.d.**

The Annual General Meeting of NLB d.d. hereby acknowledges the adopted Internal Audit's Report on Internal Auditing for 2012 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. Amendments and supplements to the Articles of Association of NLB d.d.**

### Proposed resolution:

The Annual General Meeting of NLB d.d. hereby adopts the amendments and supplements to the Articles of Association of Nova Ljubljanska banka d.d., Ljubljana.

The first paragraph of Article 20 shall be amended to read:

The Supervisory Board of the Bank is comprised of 7 (seven) members who are appointed and recalled by the General Meeting of the Bank from among the persons nominated by shareholders or the Supervisory Board of the Bank.

The second paragraph of Article 21 shall be amended to read:

In case of a premature cessation of term of office of members of the Supervisory Board of the Bank appointed at a General Meeting of the Bank, by-elections shall be necessary at the next regular General Meeting of the Bank. Earlier by-elections shall be required only if, due to a premature cessation of term of office of an individual member, the number of members of the Supervisory Board of the Bank elected at the General Meeting of the Bank decreases to less than 4 (four). The appointment of a member filling a vacancy shall be effective until the expiry of the term of office of the originally elected member of the Supervisory Board of the Bank.

The first paragraph of Article 23 shall be amended to read:

As a rule, the work and adoption of resolutions of the Bank's Supervisory Board is done at the meetings either with physical presence of the members of the Supervisory Board or their attendance via a video or telephone conference which enables adequate discussion. Meetings of the Supervisory Board of the Bank shall be convened by the Chair or in their absence, by the Deputy Chair, by means of a registered letter to each member's address most recently communicated to the Bank, with a statement of agenda, venue and time of the meeting. As a rule, a meeting shall be convened 10 (ten) business days prior to the meeting date. In urgent cases, a meeting may also be convened by telephone, fax or by using similar technical devices, to the last telephone or fax number or e-mail address of a Supervisory Board member communicated to the Bank, not less than 5 (five) business days prior to the meeting date.

The third paragraph of Article 23 shall be amended to read:

When deciding on resolutions presented by the Management Board of the Bank to the Supervisory Board of the Bank for approval in connection with the matters set forth in sections (b), (c) and (d) of paragraph two of Article 27 (twenty-seven) of these Articles of Association, the Supervisory Board of the Bank shall have a quorum only if at least 5 (five) of its members are present at the meeting.

The fifth paragraph of Article 23 shall be amended to read:

The Supervisory Board of the Bank may adopt decisions through correspondence or via telephone, by means of electronic media or some other method (hereinafter: the correspondence meeting). A correspondence meeting shall be permissible at the Chair's proposal, under the condition that such a manner of decision-making is not opposed in writing by any member of the Supervisory Board of the Bank not later than within the period specified in the convocation of the correspondence meeting. If a member of the Supervisory Board does not oppose in writing to the correspondence meeting within the final deadline as specified in the previous sentence, it shall be deemed that such member agrees with the correspondence meeting. Resolutions adopted by telephone shall only be valid if each member of the Supervisory Board who voted by telephone confirms his/her decision in writing.

A new Article 32 shall be added (other articles of the Articles of Association shall be renumbered accordingly), to read as follows:

Directors and other executives of the Bank

Article 32

A fixed-term employment contract may be concluded with directors and other executives of the Bank for the term of their office.

The first paragraph of Article 35 shall be amended to read:

The Bank shall publish information and announcements, obligatory publication of which is stipulated by legislation, on the website of the Agency of the Republic of Slovenia for Public Legal Records and

Related Services or the Delo newspaper or the Dnevnik newspaper or the Official Gazette of the Republic of Slovenia or, if deemed an equal publication method by the regulations, on SEOnet or any other such information system, which may replace it, and on the Bank's web portal.

A total of 19,660,604 or 100% of votes cast were in favour of the resolution. The resolution was validly adopted.

## **7. Election of members of the Supervisory Board of NLB d.d.**

### Proposed resolution:

The following persons shall be elected members of the Supervisory Board of NLB d.d. for the term of office as of the day of their election until the end of the Annual General Meeting of NLB d.d. where the use of accumulated profit for the fourth financial year since they have been elected shall be decided, whereby the first year shall be the financial year during which the Supervisory Board members were elected:

- 7.1. France Arhar,
- 7.2. Goran Katušin,
- 7.3. Gorazd Podbevšek,
- 7.4. Sergeja Slapničar,
- 7.5. Tit A Erker,
- 7.6. Miha Košak,
- 7.7. Uroš Ivanc.

A total of 19,604,568 or 100% of votes cast were in favour of the resolution. The resolution was validly adopted.

## **8. Determination of attendance fees of the members of the Supervisory Board and the committees of the Supervisory Board of NLB d.d.**

### Proposed resolution:

8.1. The members of the Supervisory Board shall receive a fee for participating at a meeting which shall amount to EUR 275.00 gross per member of the Supervisory Board. The members of a Supervisory Board committee shall receive a fee for participating at a committee meeting, which shall amount to 80% of the fee for the participation at a meeting of the Supervisory Board. The attendance fee for a correspondence meeting shall be 80% of the full regular attendance fee.

The previous paragraph hereof notwithstanding, each Supervisory Board member shall be entitled to attendance fees in an individual month of a financial year only up to 1/12 of the amount equalling 50% of the base pay for performing the office per supervisory board member, as stipulated in the next paragraph hereof. If Supervisory Board members perform the office for less than one month, they shall be entitled to the proportional payment calculated based on the number of days. If within a certain month the total amount of all attendance fees for the current month is below the monthly limit, the Supervisory Board member shall receive at the end of the year or the term of office the difference up to the proportional payment for each financial year, depending on the duration of his/her term of office.

8.2. In addition to the attendance fees, the members of the Supervisory Board shall receive the base pay for the performance of the office in the amount of EUR 15,000.00 gross per member annually. The Chair of the Supervisory Board is entitled to receive extra payment accounting for 50% of the base pay for performing the office of a member of the Supervisory Board, and the Deputy Chair of the Supervisory Board to extra payment accounting for 10% of the base pay for performing the office of a member of the Supervisory Board.

The members of a Supervisory Board committee shall receive extra payment for performing the function, which shall amount to 25% of the base pay for performing the office of a member of the Supervisory Board. The Chair of a Supervisory Board committee shall receive extra payment which shall amount to 50 % of the base pay for performing the office of a member of the Supervisory Board.

The members of the Supervisory Board and the members of a Supervisory Board committee shall receive the base pay and the extra payment for performing the office in proportional monthly payments to which they are entitled for as long as they perform the office. The monthly payment shall amount to one twelfth of the above stated annual amounts. If they perform the office for less than one month, they shall be entitled to the proportional payment calculated based on the number of days.

Regardless of the number of participations at the committee meetings, either as member or chair, each member of a Supervisory Board committee shall only be entitled to be paid the extra amounts until the total amount of such payments has reached the value of 50% of the base pay for performing the office per member of the Supervisory Board.

8.3. The limitation of the amount of total payments of attendance fees or extra payments to the members of the Supervisory Board shall in no way affect a member's duty to participate at all meetings of the Supervisory Board and committees of which he or she is a member and their legal and statutory liability.

8.4. The Supervisory Board members shall be entitled to the reimbursement of travel expenses, daily allowances and costs of overnight accommodation related to their work in the Supervisory Board, namely up to the amount specified in the regulations on reimbursement of work-related expenses and other income not included in the tax base. Accommodation expenses shall be reimbursed if the permanent or temporary residence of a Supervisory Board member or a member of a Supervisory Board committee is at least 100 kilometres away from the place of work and when a Supervisory Board member is unable to return as there is no public transport connection scheduled or due to objective reasons.

8.5. Supervisory Board members shall not be entitled to any benefits exceeding the provision of the conditions for unhindered work of the Supervisory Board (payment of insurance premiums, except for liability insurance, company car, company flat and fuel). Supervisory Board members shall be entitled to benefits providing for or improving the conditions or method of their work, considering the Bank's needs and the individual requirements of individual Supervisory Board members, on which the Supervisory Board shall decide (ICT equipment, professional training, visits to fairs, exhibitions, institutions, organisations and bodies, and liability insurance), in the amount of up to EUR 1200 in a financial year while the Chair of the Supervisory Board shall be entitled to up to EUR 2000 in a financial year.

8.6. On the day this resolution is adopted, the resolution on the determination of the Supervisory Board and committee members' attendance fees which was adopted at the 17th Annual General Meeting of NLB d.d. on 30/06/2011, shall cease to be valid.

A total of 439,055 or 2.234 % votes were cast in favour of and 19,214,039 or 97.766 % against the resolution. The resolution was not adopted.

## **9. Authorised capital**

### Proposed resolution:

A new fourth paragraph shall be added after the third paragraph of Article 5 of the Articles of Association, reading 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 of the Bank adopted at the 22<sup>nd</sup> General Meeting of the Bank held on 11/06/2013 (the eleventh of June two thousand and thirteen), the Bank's share capital once by no more than EUR 500,000,000.00 (five hundred million euros 00/100) by issuing the appropriate number of new shares for cash or non-cash contributions (authorised capital). 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 ordinary or preference shares; however, new shares can be issued solely for the purpose of ensuring the Bank's capital adequacy under the conditions laid down by the domestic or foreign regulator (the Bank of Slovenia or the European Banking Authority) or the European Commission. The

Management Board of the Bank may exclude the pre-emptive right of the existing shareholders to new shares in order for the new shares to be subscribed by the Republic of Slovenia or persons related to it, subject to the approval of the Supervisory Board of the Bank.

The current fourth and fifth paragraphs shall become the fifth and sixth paragraphs, respectively.

A total of 19,573,760 or 100% of votes cast were in favour of the resolution. The resolution was validly adopted.

#### **10. Increase in the share capital through cash contributions**

The proposers Kapitalska družba, d.d. in Slovenska odškodninska družba, d.d. withdrew the proposal and the General Meeting did not vote on it.

No legal challenges were announced at the General Meeting.

Ljubljana, 12/06/2013

Management Board of NLB d.d.