

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 26th General Meeting of Shareholders of

NLB d.d., Trg republike 2, 1520 Ljubljana,

held on Wednesday, 10/02/2016, at 12 noon at the headquarters of the company, Trg republike 2, 1000 Ljubljana.

The total number of NLB shares with voting rights represented at the General Meeting was 20,000,000.00 or 100% shares with voting rights.

The notary public Miro Košak from Ljubljana attended the General Meeting which was chaired by Mr Marko Jerič.

The sole shareholder of the Bank, namely the Republic of Slovenia, represented by SLOVENSKI DRŽAVNI HOLDING d.d., which holds 20,000,000.00 or 100% of the Bank's shares with voting rights, was present at the General Meeting.

ADOPTED RESOLUTIONS

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

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

- **Mr Jure Košar as member of the Credentials Committee,**
- **Mr Andraž Kotolenko as member of the Credentials Committee.**

After the voting, the Chairman of the Annual General Meeting established that 20,000,000 (twenty million) shares or 100% (one hundred percent) of of the Bank's share capital voted in favour of the proposed resolution. The Chairman established and stated that the resolution was validly passed.

1a. Amended Rules of Procedure of the General Meeting of Shareholders of Nova Ljubljanska banka d.d. Ljubljana and their annulment

1a.1 The General Meeting of NLB d.d. hereby adopts the following amendments to the Rules of Procedure of the General Meeting of Shareholders of Nova Ljubljanska banka d.d., Ljubljana which shall enter into force immediately after the adoption of this resolution by the General Meeting:

In Article 11:

- **the phrase at the beginning of the fourth paragraph: "The Chair of the General Meeting" shall be replaced with the following text: "The Chair of the General Meeting unless stated otherwise in these Rules of Procedure".**

In Article 16:

- **in the first paragraph, at the end of the first sentence, the full stop at the end of the sentence is replaced by the comma and the following text is added after the comma: "except when all shareholders of the Bank attend the General Meeting and none of them oppose to the voting on additional items on the agenda proposed by the shareholder(s) holding the prescribed share in the capital by no later than the end of the General Meeting."**
- **in the second paragraph, at the end of the first sentence, the full stop at the end of the sentence is replaced by the comma and the following text is added: "except when a different order of individual items on the agenda is set by the General Meeting at the beginning of each meeting, at the proposal of a shareholder."**

1a.2 On the day of entering the amended Articles of Association of NLB d.d. o about the deletion of he third paragraph of Article 17 of the applicable Articles of Association of

NLB d.d. into the Court Register, when (and if) adopted by the General Meeting at the meeting in line with Item 2.a of the Agenda, the Rules of Procedure of the General Meeting of Nova Ljubljanska banka d.d., Ljubljana of 29/06/2005 shall be revoked.

After the voting, the Chairman of the Annual General Meeting established that 20,000,000 (twenty million) shares or 100% (one hundred percent) of of the Bank's share capital voted in favour of the proposed resolution.

The Chairman established and stated that the resolution was validly passed.

2. Amendment to the Articles of Association of NLB d.d.

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

After the voting, the Chairman of the Annual General Meeting established that 20,000,000 (twenty million) shares or 100% (one hundred percent) of of the Bank's share capital voted in favour of the proposed resolution.

The Chairman established and stated that the resolution was validly passed.

2a. Additional amendment to the Articles of Association of NLB d.d.

The Annual General Meeting of NLB d.d. hereby adopts the following amendment to the Articles of Association of Nova Ljubljanska banka d.d., Ljubljana:

The heading of Article 1 now reading: "Firm and registered office of the Bank" shall be amended to read: "Goal, Name and Registered Office of the Bank".

In Article 13:

- **new text is added at the end of the third paragraph, which reads: "The General Meeting of the Bank may also be convened by registered letter sent to all shareholders of the Bank according to the law regulating companies."**
- **a new fifth paragraph is added which reads: "If all shareholders of the Bank are present or represented at the General Meeting, the General Meeting may adopt resolutions regardless of the provisions of the law or these Articles of Association about the content of the convocation, convocation deadline, publication of convocation, provisions on deadlines and the supplement to the General Meeting's agenda as well as the provisions on the majority required for the Bank's Management Board to adopt a decision on the convocation of the General Meeting."**

The second paragraph of Article 15 shall be deleted.

In Article 17:

- **the second sentence of the first paragraph shall be amended to read: "The Chair of the General Meeting of the Bank shall be elected by the General Meeting when the meeting starts."**
- **the second paragraph shall be amended to read: "The Bank's General Meeting shall be conducted by the Chair of the General Meeting."**
- **the third paragraph is deleted.**

In Article 19, the second indent of the first paragraph shall be deleted.

In Article 20, a full stop shall be added at the end of the second sentence of the first paragraph.

In Article 23, the phrase "or represented" in the first sentence of the second paragraph shall be deleted.

In Article 24:

- the second paragraph shall be amended to read: “The Supervisory Board may authorise its member, committee or, for certain tasks, a special expert, to examine and verify the books and documents of the Bank, its cash box, stored securities and goods inventory and other things. The conclusion of agreement with a special expert is decided on by the Supervisory Board and the agreement is concluded by the Chair of the Supervisory Board as the representative of the company. In other cases, the Supervisory Board prepares a proposal for the Management Board for the outsourcing of legal and other advisers and institutions which the Supervisory Board of the Bank or its committees need when performing their tasks as well as decides on approvals of the decisions of the Management Board about the outsourcing of such advisers or institutions.
- the fourth paragraph shall be amended to read: “In addition to the powers conferred upon the Supervisory Board under these Articles of Association and the Banking Act and the Companies Act, the Supervisory Board shall also have the following powers to:
 - to supervise the adequacy of procedures applied and efficiency gained through Internal Audit;
 - to discuss the findings of the Bank of Slovenia or the European Central Bank when it implements the authorisations and duties of supervision over the bank in accordance with Regulation (EU) No 1024/2013, the findings of other authorities when these findings concern the bank, the tax inspection and other supervisory authorities in the procedures of supervision over the Bank;
 - to check the annual reports and other financial reports and formulate a written report to the General Meeting of the Bank;
 - to explain to the General Meeting their opinion on the internal auditors’ annual report and on the Management Board’s annual report;
 - to act in accordance with the highest ethical standards of management, considering the prevention of conflict of interests;
 - to adopt and supervise the implementation of the general principles of remuneration policies.”

In Article 32, the second paragraph shall be amended to read: “Based on the preliminary opinion of the Audit Committee of the Supervisory Board of the Bank, the Management Board shall in agreement with the Supervisory Board of the Bank adopt the annual action plan of the Internal Audit and may request that the Internal Audit perform specific tasks.”

After the voting, the Chairman of the Annual General Meeting established that 20,000,000 (twenty million) shares or 100% (one hundred percent) of of the Bank’s share capital voted in favour of the proposed resolution. The Chairman established and stated that the resolution was validly passed.

2b. Recall of the members of the Supervisory Board of NLB d.d.

Gorazd Podbevšek and Miha Košak are recalled from the function of the members of the Supervisory Board of NLB d.d.

After the voting, the Chairman of the Annual General Meeting established that 20,000,000 (twenty million) shares or 100% (one hundred percent) of of the Bank’s share capital voted in favour of the proposed resolution. The Chairman established and stated that the resolution was validly passed.

3. Election of members of the Supervisory Board of NLB d.d.

- 3.1. The General Meeting of Shareholders of NLB d.d. hereby appoints Janko Gedrih member of the Supervisory Board of NLB d.d. for the term of office until the end of the Bank’s Annual General Meeting of Shareholders deciding on the use of accumulated profit for the fourth business year since he has been elected, whereby the first year shall be the year during which he was elected.
- 3.2. The General Meeting of Shareholders of NLB d.d. hereby appoints Anton Ribnikar member of the Supervisory Board of NLB d.d. for the term of office until the end of the Bank’s Annual General Meeting of Shareholders deciding on the use of accumulated profit for the fourth business year since he has been elected, whereby the first year shall be the year during which he was elected.
- 3.3. The General Meeting of Shareholders of NLB d.d. hereby appoints Anton Macuh member of the Supervisory Board of NLB d.d. for the term of office until the end of the Bank’s

Annual General Meeting of Shareholders deciding on the use of accumulated profit for the fourth business year since he has been elected, whereby the first year shall be the year during which he was elected.

- 3.4. The General Meeting of Shareholders of NLB d.d. hereby appoints Primož Karpe member of the Supervisory Board of NLB d.d.; his term of office shall be from the day of the entry of the amendment to the Articles of Association of NLB d.d. from Item 2 of the Agenda of this General Meeting in the Register until the end of the Bank's Annual General Meeting of Shareholders deciding on the use of accumulated profit for the fourth business year since he has been elected, whereby the first year shall be the year during which he was elected.**
- 3.5. The General Meeting of Shareholders of NLB d.d. hereby appoints Laszlo Urban member of the Supervisory Board of NLB d.d.; his term of office shall be from the day of the entry of the amendment to the Articles of Association of NLB d.d. from Item 2 of the Agenda of this General Meeting in the Register until the end of the Bank's Annual General Meeting of Shareholders deciding on the use of accumulated profit for the fourth business year since he has been elected, whereby the first year shall be the year during which he was elected.**

The Chairman of the General Meeting put the entire counter-proposal under Items 3.1, 3.2, 3.3, 3.4 and 3.5 to vote. After voting, the Chairman of the Annual General Meeting established that 20,000,000 (twenty million) shares or 100 % (one hundred percent) of shares with voting rights were in favour of the counter-proposal. The Chairman established and declared that the resolutions under Items 3.1, 3.2, 3.3, 3.4 and 3.5 were validly passed.

4. Approval of the Policy on the selection of suitable candidates for the Supervisory Board of NLB d.d.

The General Meeting of Shareholders of NLB d.d. hereby adopts the Policy on the selection of suitable candidates for the Supervisory Board of NLB d.d.

The Chairman of the Annual General Meeting put to vote the proposed resolution. After voting, the Chairman of the Annual General Meeting established that 20,000,000 (twenty million) shares or 100% (one hundred percent) of shares with voting rights were against the proposed resolution. The Chairman of the General Meeting established that the resolution was not passed.

No legal challenges were announced at the General Meeting.

Ljubljana, 10/02/2016

Management Board of NLB d.d.