

PUBLICATION OF THE AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT THE 26TH 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

26th General Meeting of NLB d.d., Trg republike 2, 1000 Ljubljana,

which will be held in Ljubljana on 10 February 2016 at 12.00, at the headquarters of the Bank, Trg republike 2, Ljubljana.

Agenda:

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

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

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.

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

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

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

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

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

- 3.1. The General Meeting of Shareholders of NLB d.d. hereby appoints Marina Bykova member of the Supervisory Board of NLB d.d. for the term of office as from the date of the entry of the Amendment to the Articles of Association to register as it propose in the previous item on the agenda, until the end of the Bank's Annual General Meeting of Shareholders where the use of accumulated profit for the fourth business year since they have been elected shall be decided, whereby the first year shall be the year during which they were elected.
- 3.2. The General Meeting of Shareholders of NLB d.d. hereby appoints Laszlo Urban member of the Supervisory Board of NLB d.d. for the term of office as from the date of the entry of the Amendment to the Articles of Association to register as it propose in the previous item on the agenda, until the end of the Bank's Annual General Meeting of Shareholders where the use of accumulated profit for the fourth business year since they have been elected shall be decided, whereby the first year shall be the year during which they were elected.
- 3.3. The General Meeting of Shareholders of NLB d.d. hereby appoints György Suranyi member of the Supervisory Board of NLB d.d. for the term of office as from the date of the entry of the

Amendment to the Articles of Association to register as it propose in the previous item on the agenda, until the end of the Bank's Annual General Meeting of Shareholders where the use of accumulated profit for the fourth business year since they have been elected shall be decided, whereby the first year shall be the year during which they were elected.

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

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

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.

In accordance with the ZGD-1, the proposer of the resolutions under Items 3 and 4 shall be the Supervisory Board of NLB d.d., whereas the remaining items on the agenda shall be proposed by the Management and Supervisory Boards 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 Office, 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 least 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 Office, 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 can, 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 notice to convene the meeting at the latest.

Shareholders' proposals:

Shareholders may submit written proposals for resolutions to each item on the agenda, in compliance with Article 300 of the Companies Act (ZGD-1) (hereinafter: the counter proposal). A counterproposal 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.

Shareholders' 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. A proxy may be submitted to the Bank via e-mail by the same deadline as applicable to the written form, namely by sending an attached scan of the proxy to the following e-mail: Skupscina2015@nlb.si. The Bank reserves the right to verify the authenticity of the shareholder or the person who has authorised another person and submitted the proxy 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, namely by sending an attached scan to the following e-mail: Skupscina2015@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 electronic mail

Ljubljana, 10.02.2016

Management Board of NLB d.d.
