



## **PUBLICATION OF THE AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT THE 33<sup>rd</sup> 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 Nova Ljubljanska banka d.d., Ljubljana (Articles of Association), the Management Board of NLB d.d. hereby convenes the

**33<sup>rd</sup> General Meeting of NLB d.d., Trg republike 2, 1000 Ljubljana,**

which will be held in Ljubljana, on 10 June 2019, starting at 11 a.m., at the address CANKARJEV DOM, kulturni in kongresni center, Prešernova cesta 10, 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 Board of NLB d.d. and Supervisory Board of NLB d.d. propose that the following resolution be adopted:

Mr. Matej Kavčič, attorney at law, is hereby elected Chair of the General Meeting of NLB d.d.

### **Item 2: Presentation of the NLB Group 2018 Annual Report (Annual Report 2018), the Report of the Supervisory Board of NLB d.d. on the results of the examination of the NLB Group Annual Report 2018 (Report of the Supervisory Board of NLB d.d.) and the Information on the income of the NLB d.d. Management Board of NLB d.d. and Supervisory Board of NLB d.d. members in 2018 (Information on the income).**

The General Meeting of NLB d.d. hereby acknowledges the adopted Annual Report 2018, Report of the Supervisory Board of NLB d.d. and Information on the income.

### **Item 3: Decision on the allocation of distributable profit for 2018 and granting a discharge from liability to the Management Board of NLB d.d. and Supervisory Board of NLB d.d.**

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

3.1 The distributable profit of NLB d.d. established as at 31 December 2018 amounts to EUR 194,491,264.58 and comprises the net profit for the business year 2018 in the amount of EUR 165,298,598.13, the impact of the change of the accounting policy due to the migration to the International Financial Reporting Standard IFRS 9: financial instruments in the amount of EUR 29,121,673.23, the transfer of valuation gains upon the derecognition of capital financial instruments measured at fair value through other comprehensive income in the amount of EUR 44,309.75 and profit brought forward from previous years in the amount of EUR 26,683.47.

Distributable profit in the amount of EUR 194,491,264.58 shall be used as follows:

- the part in total amount of EUR 142,600,000.00 shall be paid out to the shareholders as dividend, which amounts to EUR 7.13 gross per share,
- the part in the amount of EUR 51,891,264.58 shall remain undistributed and become part of the profit brought forward.

NLB d.d. will pay out dividends to persons that are as shareholders of NLB d.d. registered at Central Securities Clearing Corporation on the fifth day after the relevant General Meeting (17/6/2019, cut-off *date*). The obligation of

NLB d.d. towards its shareholders falls due on the sixth working day after the relevant General Meeting (18/6/2019, *execution date*).

The day of announcement of a corporate act to the system members of Central Securities Clearing Corporation is the first day after the relevant General Meeting has taken place (11/6/2019, *announcement date*).

Day without eligibility is the fourth working day after the relevant General Meeting has taken place (14/6/2019, *day without eligibility*).

3.2 Management Board of NLB d.d. composed of:

- Blaž Brodnjak, CEO,
- Archibald Kremser, member,
- Peter Andreas Burkhardt, member and
- László Pelle, member

is hereby granted discharge for the business year 2018.

3.3. The Supervisory Board of NLB d.d. composed of:

- Primož Karpe, Chairman
- Andreas Kligen, Vice Chairman,
- László Zoltán Urbán, member,
- David Eric Simon, member,
- Alexander Bayr, member,
- Peter Groznic, member,

is hereby granted discharge for the business year 2018.

**Item 4: Discussion on the Internal Audit's Report for 2018 and the opinion of the Supervisory Board of NLB d.d.**

The General Meeting of Shareholders of NLB d.d. hereby acknowledges the adopted Annual Report of the Internal Audit for 2018 and the positive opinion of the Supervisory Board of NLB d.d. granted with the resolution passed on 8 March 2019.

**Item 5: 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:*

5.1 The General Meeting of NLB d.d. hereby appoints Mark William Lane Richards as member of the Supervisory Board of NLB d.d. from the date of adoption of this resolution, the term of office starts on the day of appointment and lasts until completion of the Annual General Meeting of the Bank, which decides on allocation of distributable profit for the fourth consecutive year from the election, whereby the year in which the member was appointed is considered to be the first year.

5.2 The General Meeting of NLB d.d. hereby appoints Shrenik Dhirajlal Davda as member of the Supervisory Board of NLB d.d. from the date of adoption of this resolution, the term of office starts on the day of appointment and lasts until completion of the Annual General Meeting of the Bank, which decides on allocation of distributable profit for the fourth consecutive year from the election, whereby the year in which the member was appointed is considered to be the first year.

5.3 The General Meeting of NLB d.d. hereby appoints Andreas Kligen as member of the Supervisory Board of NLB d.d. from the date of adoption of this resolution, the term of office starts on the day of appointment and lasts until completion of the Annual General Meeting of the Bank, which decides on allocation of distributable profit for the fourth consecutive year from the election, whereby the year in which the member was appointed is considered to be the first year.

5.4 The General Meeting of NLB d.d. hereby appoints Gregor Rok Kastelic as member of the Supervisory Board of NLB d.d. from the date of adoption of this resolution, the term of office starts on the day of appointment and lasts until completion of the Annual General Meeting of the Bank, which decides on allocation of distributable profit for

the fourth consecutive year from the election, whereby the year in which the member was appointed is considered to be the first year.

**Item 6: Authorisation for redeeming treasury shares and exclusion of the preemptive right of the existing shareholders in the disposal of treasury shares**

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

With the aim of ensuring NLB d.d. treasury shares for the payment of variable part of the remuneration to the employees of NLB d.d. in the form of NLB d.d. shares, the General Meeting of NLB d.d. hereby authorises the Management Board of NLB d.d. to be able to redeem NLB d.d. treasury shares within the period of 36 months from the adoption of this resolution by means of transactions made on the regulated market, with a maximum deviation of the purchase price of NLB d.d. share (up or down) of no more than 4% of the closing price of NLB d.d. share on the regulated market as at the last trading day prior to the purchase.

The authorisation is valid for acquiring up to 36,542 NLB d.d. treasury shares, while the total percentage of shares acquired on the basis of this authorisation, together with the treasury shares already in possession of NLB d.d., may not exceed 10% of NLB d.d. share capital (2,000,000 shares).

NLB d.d. may dispose of treasury shares obtained on the basis of this authorisation by using them to pay the variable part of remuneration to the employees of NLB d.d. in the form of NLB d.d. shares.

When disposing its treasury shares which NLB d.d. acquired on the basis of this authorisation, the preemptive right of the existing shareholders to acquire shares is excluded in full in case treasury shares are disposed of for the purpose of paying the variable part of remuneration to the employees of NLB d.d. in the form of NLB d.d. shares.

**Item 7: Adoption of the Policy on the provision of diversity of the management body and senior management**

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

The General Meeting of NLB d.d. hereby adopts the Policy on the provision of diversity of the management body and senior management.

**Item 8: Adoption of the Policy on the selection of suitable candidates for members of 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.

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With the exception of Items 5 and 8, which are proposed by the Supervisory Board of NLB d.d., all other Items are proposed by the Management Board of NLB d.d. and Supervisory Board of NLB d.d. Items 2 and 4 of the Agenda are for information only.

**Material:**

The proposed resolutions with explanations and other material for the General Meeting are available to the shareholders for review 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 available in the websites <https://www.nlb.si/general-meetings> which also provides detailed information on the shareholders' rights in accordance with the second indent of the second paragraph of Article 296 of the ZGD-1. This Publication is also published in the SEOnet electronic notification system of the Ljubljana Stock Exchange, on London Stock Exchange (Regulatory News Service) and the AJPES website.

#### 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, i.e. 6 June 2019, (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. The 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 of Shareholders. 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 i.e. 6 June 2019. 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. The form for registering your attendance at the General Meeting (Registration of attendance at the General Meeting) is available at the website <https://www.nlb.si/general-meetings>.

#### 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 company within seven days after the publication of the convocation of the General Meeting.

#### 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 counterproposal). 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.

#### 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 (Proxy Form) which is available at the website <https://www.nlb.si/general-meetings> and sent it to the company's registered office by the end of the fourth day prior to the General Meeting, i.e. 6 June 2019. The proxy form may be submitted to the company via e-mail by the same deadline as applicable to the written form, namely by sending an attached scan of the proxy form to the following e-mail: [Skupscina2019@nlb.si](mailto:Skupscina2019@nlb.si); it must contain a handwritten signature of the natural person and in the case of legal persons a handwritten signature of the representative and stamp of the person, if used. The company 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 electronic mail.

#### Use of electronic media for sending additional items on the agenda and counterproposals:

Any requests for an additional item on the agenda and proposed resolutions and voting proposals sent to the company via e-mail at the address [Skupscina2019@nlb.si](mailto:Skupscina2019@nlb.si) must be sent as an attached scan and must contain a handwritten signature of the natural person and in the case of legal persons a handwritten signature of the representative and stamp of the person, if used. The company shall reserve the right to verify the identity of the



shareholder or the authorised person who submitted the request or proposal via e-mail and the authenticity of their signature.

Share Capital and Number of Voting Rights

The NLB share capital is EUR 200,000,000, divided in 20,000,000 no-par value shares from the same class with voting rights.

Call to the main shareholders, institutional investors and the state

In accordance with the Slovenian Corporate Governance Code, Section 6.2, the Company calls all the main shareholders, particularly the institutional investors and the state, to inform the public of their shareholding management policy for the Company, e.g. the voting policy, type and frequency of conducting management activities and the communication dynamics with the NLB Management Board and NLB Supervisory Board.

Organised collection of Powers of Representation in accordance with Article 310 of ZGD-1

In the period from this convocation until the General Meeting, the company will collect Powers of Representation in an organised manner, which will be communicated accordingly to the shareholders by way of letters sent to their addresses entered in the central register of book-entry securities managed by the Central Securities Clearing Corporation (KDD d.d.). Materials will be sent out in Slovene language and translation into English will be available at <https://www.nlb.si/general-meetings>.

Ljubljana, 29/04/2019

Management Board of NLB d.d.