

In accordance with the provisions set out in the Rules of the Ljubljana Stock Exchange and the relevant laws, the NLB Management Board hereby announce

**the results of votes cast at the 33<sup>rd</sup> AGM  
of NLB d.d., Trg republike 2, 1000 Ljubljana,**

which was held on Monday, 10/06/2019, from 11.00, at the following address: CANKARJEV DOM, kulturni in kongresni center, Prešernova cesta 10, Ljubljana.

The number of shares with voting rights represented at the AGM at the opening totalled 14.729.982 shares, or 73,65 % of all shares with voting rights, which represents 73,65 % of the share capital. Before the third item of the AGM agenda the number of shares with voting rights represented at the AGM changed, from that time onwards number of shares with voting rights represented at the AGM totalled 14.745.294 shares, or 73,73 % of all shares with voting rights, which represents 73,73 % of the share capital. One share represents one vote.

The meeting was attended by the invited notary public Miro Košak from Ljubljana, the AGM was chaired by Matej Kavčič, Attorney at Law.

The share of voting rights of the five largest shareholders present at the AGM expressed in relation to all the shares with voting rights totalled 72,68 %. The following five largest shareholders with voting rights were present or represented at the AGM:

<b>Shareholder</b>	<b>No. of shares or voting rights</b>	<b>Share in relation to all voting shares</b>
The Bank of New York Mellon, 240 Greenwich Street, New York, US	7.319.627	36,60 %
Republika Slovenija, Gregorčičeva ulica 20, 1000 Ljubljana	7.000.000	35,00 %
KOMPAS SHOP d.d. , Šmartinska cesta 52, 1000 Ljubljana	123.000	0,62 %
CITIBANK N.A. - fiduciarni račun, Citibank Centre, Canada Square, Canary Wharf, London, GB	47.800	0,24 %
STOL, d.d. Kamnik , Ljubljanska cesta 45, 1241 Kamnik	43.939	0,22 %
<b>Total</b>	<b>14.534.366</b>	<b>72,68 %</b>

## **Resolutions passed at the 33<sup>rd</sup> AGM of NLB d.d.**

### **Item 1: Opening, establishment of quorum and election of the Chair of the General Meeting of NLB d.d.**

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

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 14.727.522; the share of these shares in the share capital is 73,638 %; 14.727.332 shares or 99,999 % voted for the proposed resolution, 190 shares or 0,001 % of the votes cast were against the proposed resolution. The resolution was legitimately passed with the necessary majority of the votes cast.

**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.*

No voting took place under this item, as its sole purpose was to inform the AGM.

**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.**

**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).*

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 14.745.566; the share of these shares in the share capital is 73,718 %; 14.742.519 shares or 99,993 % voted for the proposed resolution, 1.047 shares or 0,007 % of the votes cast were against the proposed resolution, and 413 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

No voting took place on the counter proposal by shareholder Mr. Miha Kunič, as the proposal by the NLB Management Board and Supervisory Board was adopted.

**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.*

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 14.739.378; the share of these shares in the share capital is 73,697 %; 14.731.664 shares or 99,948 % voted for the proposed resolution, 7.714 shares or 0,052 % of the votes cast were against the proposed resolution, and 3.462 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

No voting took place on the counter proposal by shareholder Mr. Miha Kunič, as the proposal by the NLB Management Board and Supervisory Board was adopted.

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

- *Primož Karpe, Chairman*
- *Andreas Klingen, Vice Chairman,*
- *László Zoltán Urbán, member,*
- *David Eric Simon, member,*
- *Alexander Bayr, member, - Peter Groznik, member, is hereby granted discharge for the business year 2018.*

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 14.737.909; the share of these shares in the share capital is 73,690 %; 14.735.155 shares or 99,981 % voted for the proposed resolution, 2.754 shares or 0,019 % of the votes cast were against the proposed resolution, and 4.924 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

**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.*

No voting took place under this item, as its sole purpose was to inform the AGM.

**Item 5: Election of members of the Supervisory Board of NLB d.d.**

**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.*

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 14.732.789; the share of these shares in the share capital is 73,664 %; 14.730.477 shares or 99,984 % voted for the proposed resolution, 2.312 shares or 0,016 % of the votes cast were against the proposed resolution, and 8.182 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

**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.*

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 14.732.876; the share of these shares in the share capital is 73,664 %; 14.730.553 shares or 99,984 % voted for the proposed resolution, 2.323 shares or 0,016 % of the votes cast were against the proposed resolution, and 8.185 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

**5.3** *The General Meeting of NLB d.d. hereby appoints Andreas Klingen 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.*

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 14.732.626; the share of these shares in the share capital is 73,663 %; 14.731.407 shares or 99,992 % voted for the proposed resolution, 1.219 shares or 0,008 % of the votes cast were against the proposed resolution, and 8.185 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

**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.*

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 14.732.332; the share of these shares in the share capital is 73,662 %; 14.731.591 shares or 99,995 % voted for the proposed resolution, 741 shares or 0,005 % of the votes cast were against the proposed resolution, and 8.172 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

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

*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.*

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 14.734.243; the share of these shares in the share capital is 73,671 %; 13.010.100 shares or 88,298 % voted for the proposed resolution, 1.724.143 shares or 11,702 % of the votes cast were against the proposed resolution, and 8.072 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

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

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

The resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 14.732.524; the share of these shares in the share capital is 73,663 %; 14.661.542 shares or 99,518 % voted for the proposed resolution, 70.982 shares or 0,482 % of the votes cast were against the proposed resolution, and 8.582 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

**Item 8: Adoption of the Policy on the selection of suitable candidates for members of 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 resolution was passed in the proposed contents by the NLB Management Board and Supervisory Board. The number of shares in the proposed resolution, for which valid votes were cast, is 14.733.499; the share of these shares in the share capital is 73,667 %; 14.733.006 shares or 99,997 % voted for the proposed resolution, 493 shares or 0,003 % of the votes cast were against the proposed resolution, and 8.207 of the present or represented votes abstained. The resolution was legitimately passed with the necessary majority of the votes cast.

**No challenging actions were announced at the AGM.**