

Name and surname / firm
Address

Dear shareholders,

You are kindly invited to attend the **33rd General Meeting of NLB d.d., which will take place on Monday, 10 June 2019, at 11:00** in the Kosovel Hall of Cankarjev dom, Prešernova cesta 10, Ljubljana.

Your participation is most valuable to us, which is why we wish that as many of your votes as possible be represented at the forthcoming General Meeting of NLB d.d. If you are unable or do not wish to attend in person, we kindly ask you **to grant power of attorney to one of the proxies** to vote on your behalf and according to your instructions. The authorisation procedure is simple – just complete the form below (Registration and Power of Attorney) and return it to us in the enclosed envelope to the following address: NLB d.d., Sekretariat, Trg republike 2, 1520 Ljubljana **by no later than Thursday, 6 June 2019 inclusive**. Detailed information on how to complete the Registration and Power of Attorney form is available in the Instructions for completing the Registration and Power of Attorney form, where you will also find the e-mail address where you can send your questions should you need any help.

At the General Meeting of NLB d.d. you will, among other, also vote on the proposal by the Management Board of NLB d.d. and Supervisory Board of NLB d.d. regarding the allocation of distributable profit of NLB d.d. for 2018 and thus the proposal to **pay a dividend in the amount of EUR 7.13 gross per share**. The proposed resolutions with grounds and other material for the General Meeting are available to the shareholders for review at the Bank's registered seat and published on the website www.nlb.si/skupscine.

In 2018, the NLB Group continued the trend of stable and profitable operations for the fifth consecutive year and genera-

ted **a net profit of EUR 203.6 million**. All subsidiary banks in the SEE markets operated with a profit and contributed substantially to the result of the NLB Group.

Last year, a **historic milestone was reached when partial privatisation of NLB d.d. was completed**. We became a publicly traded company with domestic and international owners, whom you have also joined. Let us use this opportunity to **sincerely thank you for your trust**, which we believe is the confirmation of our current performance, as well as the promising future of the NLB Group.

Certain restrictions from the commitments to the European Commission ceased to apply with the partial privatisation, which allows us to once again breathe with ease and use **all our capabilities to start operating on the SEE market** – the market of our opportunities. Our path is known. We wish to compete for the title of a regional champion and be the most logical choice for customers in this region.

We look forward to justifying your expectations with continued stable operations and proving the big potential for dividend payment. We undertook to justify your trust by responsibly creating long-term value and developing our business potential. We can assure you that we will do everything we can to make the NLB Group prepared – for whatever may come.

We invite you to actively participate in the General Meeting and co-create our joint story and send you our warmest regards.

Yours faithfully,



László Pelle
Member of the
Management Board



Archibald Kremser
Member of the
Management Board



Andreas Burkhardt
Member of the
Management Board



Blaž Brodnjak
President & CEO

About the NLB Group:

- The largest international financial group with registered office in Slovenia with an exclusive focus on the SEE region;
- A systemic player in SEE with a market share exceeding 10% on four out of six markets;
- A regional specialist – we have an excellent knowledge of the local environment, language, culture, and mentality;
- Stable and profitable operations on all markets;
- Universal banking services on all target markets;
- Emphasis on retail operations and SME segment, international cross-border project financing.

NLB Group in numbers:

- 327 branches,
- 1,830,209 active clients,
- EUR 12,740 million of total assets,
- EUR 7,148 million of net loans,
- EUR 10,464 million of deposits,
- EUR 203.6 million of profit after tax.

NLB Group contributes to the quality of life in the region

As a systemically important financial institution, the NLB Group is aware of its social responsibility.

“Southeast Europe is our home. The heart and the head of the NLB Group lie here, which is why our wish and goal is to make sure that this region is successful. As a systemic player, we accept the challenge with pride and great responsibility – responsibility to our clients, employees, and the environment in which we operate.”

Blaž Brodnjak,
President & CEO



Instructions for completing a registration and power of attorney form

You are kindly requested to follow the instructions below when completing the **REGISTRATION AND POWER OF ATTORNEY FORM** for the 33rd General Meeting of NLB d.d., as proxies will only be able to cast their votes in accordance with your will if all the requested information has been entered in the Power of Attorney and your will has been expressed in a clear and unambiguous manner. **Incomplete or incorrectly completed Power of Attorney forms shall be deemed invalid.**

1. You may only authorise **ONE** of the proposed proxies by **CIRCLING the number preceding the name of the proxy** that you would like to represent you. If you have not circled any number preceding the proxy's name, yet you have completed all other elements of the Power of Attorney required to make it valid, it shall be deemed that you have selected the first proxy on the list, Andrej Kleindienst, General Manager of Podravska-Pomurska Area Branch. Should you circle several numbers preceding the proxies' names, it shall be deemed that you have selected the proxy with the highest serial number circled.
2. The Power of Attorney also provides for the possibility to vote on any counterproposals made by the shareholders. If you would like your proxy to **vote AGAINST** all counterproposals, please circle the word **“I AGREE”** or leave it as it is. If you would like your proxy **NOT TO VOTE on the counterproposals**, circle **“I DO NOT AGREE”** and **your vote will count as an ABSTENTION.**
3. At the bottom of the REGISTRATION AND POWER OF ATTORNEY FORM, **please write the date** on the line provided and add your **handwritten signature.**
4. Powers of Attorney for the representation of minors or persons with no contractual capacity shall be completed by their legal representatives or custodians.
5. **By completing the general Power of Attorney you authorise your proxy to vote FOR all the resolutions proposed by the Management Board of NLB d.d.**

and/or Supervisory Board of NLB d.d. Should you want your proxy to vote differently for relevant proposed resolutions, please complete the section “PROPOSED RESOLUTIONS AND VOTING INSTRUCTIONS”, and under every proposed resolution circle either “FOR” or “AGAINST”, adding your handwritten signature to instruct your proxy to vote FOR or AGAINST the proposed resolution. Should you not circle any option, circle both options, or fail to put your signature under any of the resolutions proposed, your vote will count as an ABSTENTION.

6. Power of Attorney may be cancelled in writing at any point in time. Nevertheless, you are kindly requested to inform us of that in writing or upon registration at the General Meeting of NLB d.d.
7. On the basis of this Power of Attorney you may attend the meeting in person. In this case you are required to state upon registration whether you would like your proxy to vote on the basis of the Power of Attorney presented or you will cast your votes on your own. Should you wish to vote yourself, you must cancel the Power of Attorney when registering to the General Meeting of NLB d.d.

ABSTENTION means that the proxy will not vote on your behalf in the relevant cases. The completed Registration and Power of Attorney form must arrive in the attached envelope in NLB d.d., Secretariat, Trg republike 2, 1000 Ljubljana, Slovenia, by no later than 6 June 2019 inclusive.

Should you need any help when completing the Power of Attorney, please send your questions to the following e-mail address: Skupscina2019@nlb.si.

Registration and power of attorney

Name and surname / firm

[BAR code]

Address

I hereby confirm my attendance at the 33rd General Meeting of Nova Ljubljanska banka d.d., Ljubljana, which will be held on 10 June 2019, starting at 11:00, at the following address: CANKARJEV DOM, kulturni in kongresni center, Prešernova cesta 10, Ljubljana, and with the following Agenda:

1. Opening, establishment of quorum and election of the Chair of the General Meeting of NLB d.d.
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)
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.
4. Discussion on the Internal Audit's Report for 2018 and the opinion of the Supervisory Board of NLB d.d.
5. Election of members of the Supervisory Board of NLB d.d.
6. Authorisation for redeeming treasury shares and exclusion of the pre-emptive right of the existing shareholders in the disposal of treasury shares
7. Adoption of the Policy on the provision of diversity of the management body and senior management
8. Adoption of the Policy on the selection of suitable candidates for members of the Supervisory Board of NLB d.d.

and I hereby authorise the proxy (circle the number before the name and surname of one of the proxies stated below)

1. Andrej Kleindienst, date of birth 8/3/1962, General Manager of Area Branch Podravsko-Pomurska,
2. Tanja Ahlin, date of birth 11/8/1970, Director of Retail Network,
3. Lučana Krnac, date of birth 24/06/1961, General Manager of Area Branch Primorska, Goriška and Notranjska

to exercise the voting right on my behalf at the 33rd General Meeting of NLB d.d. in relation to the ordinary registered shares of Nova Ljubljanska banka d.d., Ljubljana, registered in my name in the central register of uncertificated securities with the Central Securities Clearing Corporation (Slov. KDD d.d.) at the end of the fourth day prior to the day of the General Meeting, i.e. 06/06/2019, by **voting FOR** all the resolutions proposed by the Management Board of NLB d.d. and the Supervisory Board of NLB d.d. and resolutions proposed by the Supervisory Board of NLB d.d. (i.e. under Items 5 and 8 of the Agenda of the Convocation of the General Meeting of NLB d.d.), unless I provide different instructions below. The resolutions proposed by the Management Board of NLB d.d. and Supervisory Board of NLB d.d. are in accordance with the NLB Strategy and NLB Policy and both said bodies are convinced that they are in the best interest of NLB d.d. Further information is available in the meeting material for the 33rd General Meeting of NLB d.d., at the NLB website at <https://www.nlb.si/general-meetings-in-year-2019> and at the registered seat of the company, 2 Trg republike, 1000 Ljubljana, Secretariat Department, every work day from 9:00 to 12:00, from the publication date of the General Meeting Convocation up to and including the date of the General Meeting.

In the event of possible counterproposals by shareholders, I hereby give power of attorney to the proxy to vote **AGAINST** them:

I AGREE

I DO NOT AGREE

(circle the correct option)

(shareholder's signature)

If you circle **"I DO NOT AGREE"** for voting on potential counterproposals, your proxy will not vote on the counterproposal on your behalf and your vote under this item will not be accounted for in the total number of voting shares.

If you **do not circle anything or you circle "I AGREE"** for voting on counterproposals, your proxy will **vote AGAINST** the counterproposal on your behalf, as we are convinced that the Management Board of NLB d.d. and the Supervisory Board of NLB d.d. submitted such proposals that are in the best interest of NLB d.d.

This Power of Attorney applies only to the 33rd General Meeting of NLB d.d. You may revoke the Power of Attorney at any time prior to its beginning. However, you are requested to inform us of this in writing or upon your registration to the General Meeting of NLB d.d.

By signing this Power of Attorney, you confirm that you are fully aware that NLB d.d. will process your data from this Power of Attorney and the share register on the grounds of statutory provisions for the purpose of conducting the 33rd General Meeting of NLB d.d. More information about the processor of personal data and your rights regarding the protection of personal data is available on the web page www.nlb.si/varstvo-osebnih-podatkov.

By signing this Power of Attorney, I revoke any powers of attorney for representation at the 33rd General Meeting of NLB d.d. given prior to the date of this Power of Attorney.

On _____
(date required)

(shareholder's or his legal representative's signature)

If you AGREE that your proxy votes FOR all the proposed resolutions of the Management Board of NLB d.d. and/or the Supervisory Board of NLB d.d., you do not have to complete the power of attorney under relevant items of the agenda / proposed resolutions in the PROPOSED RESOLUTIONS AND VOTING INSTRUCTIONS.

If you DO NOT AGREE that the proxy votes FOR all the proposed resolutions of the Management Board of NLB d.d. and/or the Supervisory Board of NLB d.d., please indicate below how you wish the proxy to vote under each resolution separately. Under each item, circle either FOR or AGAINST and add your handwritten signature.

For items of the agenda for which you will not complete the Power of Attorney in accordance with the instructions from the preceding paragraph, your vote will be considered as an ABSTENTION (if you do not circle any of the options available, if you circle both options, or if you do not put your handwritten signature on the line provided)!

PROPOSED RESOLUTIONS AND VOTING INSTRUCTIONS

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

Proposed resolution

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

The shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

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).

Proposed resolution

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.

This item of the agenda is for information only. Voting is not required.

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.

Proposed resolution

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 EUR, 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 EUR 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 EUR gross per share,
- the part in the amount of EUR 51,891,264.58 EUR 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, announcement 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 shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

Proposed resolution

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 shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

Proposed resolution

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, and
- Peter Groznik, member,

se podeli razrešnica za poslovno leto 2018.

The shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

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

Proposed resolution

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.

This item of the agenda is for information only. Voting is not required.

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

Proposed resolution

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 shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

Proposed resolution

5.2 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.

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

Proposed resolution

5.3 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 shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

Proposed resolution

5.4 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 shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

Item 6: Authorisation for redeeming treasury shares and exclusion of the pre-emptive right of the existing shareholders in the disposal of treasury shares

Proposed resolution

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 pre-emptive 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 shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

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

Proposed resolution

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

The shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

Item 8: Adoption of the Policy on the selection of suitable candidates for members of the Supervisory Board of NLB d.d.

Proposed resolution

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 shareholder's voting instructions for the proxy:

I, the shareholder, give the proxy my instructions to vote on the proposed resolution as stated above in the following way:

FOR

AGAINST

(circle the correct option)

(Shareholder's signature)

TRANSLATION ONLY