

Izjava o neodvisnosti

člana nadzornega sveta NLB d.d.

Podpisani(-a) **PRIMOŽ KARPE** skladno z 11. in 23. načelom Slovenskega kodeksa upravljanja javnih delniških družb z dne 27.10.2016 (v nadaljevanju: Kodeks) in v skladu s četrtem odstavkom 20. člena Statuta Nove Ljubljanske banke d. d., Ljubljana (v nadaljevanju Statut NLB d. d.), vezano na moje članstvo v nadzornem svetu/komisiji nadzornega sveta NLB d.d. izjavljam, da sem za opravljanje funkcije člana(-ice) nadzornega sveta/komisije nadzornega sveta strokovno usposobljen(-a) ter da imam za tako delo dovolj izkušenj in znanja. V izjavi o neodvisnosti se izrekam glede potencialnih nasprotij interesov iz priloge B v Kodeksu in določb Statuta NLB d.d.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve iz točk a) do h) se uporabljajo kriteriji iz priloge B Kodeksa. Pri presoji resničnosti trditve iz točke i) in j) se uporabljajo kriteriji iz tretjega odstavka 20. člena Statuta NLB d.d.:

- a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal(-a) takšne funkcije v zadnjih treh letih.

DRŽI

NE DRŽI

- b) Nisem zaposlen(-a) v družbi ali povezani družbi in nisem bil(-a) na takšnem položaju v zadnjih treh letih, razen če sem bil(-a) izvoljen(-a) v nadzorni svet v okviru sistema delavskega predstavništva, ki ga zahteva zakon, in nisem vodilni delavec.

DRŽI

NE DRŽI

- c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član(-ica) nadzornega sveta ali član(-ica) komisije nadzornega sveta.

DRŽI

NE DRŽI

- č) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

DRŽI

NE DRŽI

- d) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec osebe, ki ima tak odnos. Poslovni stiki vključujejo položaj dobavitelja blaga ali storitev (vključno s finančnimi, pravnimi, svetovalnimi ali posvetovalnimi storitvami), položaj pomembne stranke in položaj organizacij, ki prejemajo večje prispevke od družbe ali od njene skupine.

DRŽI

NE DRŽI

- e) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner(-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali z zunanjim revizorjem povezane družbe.

DRŽI

NE DRŽI

f) Nisem izvršni(-a) direktor(-ica) ali član(-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

DRŽI

NE DRŽI

g) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let, kadar statut družbe določa za mandat manj kot štiri leta).

DRŽI

NE DRŽI

h) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do g).

DRŽI

NE DRŽI

Poleg zgornjih navedb tudi:

- nisem član(-ica) širšega posloводства povezane družbe in

DRŽI

NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

DRŽI

NE DRŽI

i) Nisem v delovnem razmerju, oziroma nisem bil(-a) v zadnjih 24 (štiriindvajsetih) mesecih pred dnem izvolitve v nadzorni svet NLB d.d. v delovnem razmerju pri Slovenskem državnem holdingu, d.d., državnem organu, javni agenciji, javnem skladu, javnem zavodu ali javnem gospodarskem zavodu, katerega ustanovitelj je Republika Slovenija, ali pri drugi osebi javnega prava, ki je posredni uporabnik državnega proračuna, ali pri osebah, v katerih imajo Republika Slovenija, Slovenski državni holding, d.d. ali Kapitalska družba pokojninskega in invalidskega zavarovanja d.d. prevladujoči vpliv, kot ga opredeljuje zakon, ki ureja gospodarske družbe.

DRŽI

NE DRŽI

j) Nisem v zadnjih 24 (štiriindvajsetih) mesecih opravljal(-a) vodilne ali vodstvene funkcije v političnih strankah v Republiki Sloveniji.

DRŽI

NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

NE

DA

Prosimo obrazložite, če ste odgovorili z DA:

Odvisnost kandidata oziroma člana nadzornega sveta in komisije je podana, če je nasprotje interesov skladno s Prilogo B Kodeksa in skladno z merili iz tretjega odstavka 20. člena Statuta NLB d.d. trajnejšega (in ne zgolj prehodnega) značaja in je relevantno. Merila za presojo relevance nasprotja interesov so zlasti:

- vrsta in številčnost ravnanj in odločitev, na katere se nasprotje interesov (lahko) nanaša;
- verjetnost dejanske realizacije nasprotja interesov in
- vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe.

Zgoraj navedene okoliščine (iz priloge B3 in B4 Kodeksa ter tretjega odstavka 20. člena Statuta NLB d.d), vedno ustvarjajo domnevo odvisnosti. Domneve so izpodbitne, če član nadzornega sveta dokaže, da nasprotje interesov kljub obstoju katerega od kriterijev ni trajno in hkrati ni relevantno.

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

a) neodvisnega(-o) člana(-ico) nadzornega sveta/komisije nadzornega sveta

Prosimo, da ustrezno obkrožite.

a1) izpolnjujem vse kriterije neodvisnosti in vse trditve, ki so navedene zgoraj, držijo.

a2) kriterij(i) _____ ne drži(jo):

(obkroži razloge)

- glede na vrsto in številčnost ravnanj in odločitev, na katere se to nasprotje interesov (lahko) nanaša,
- glede na verjetnost dejanske realizacije nasprotja interesov in vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe,
- ni trajnejšega značaja in ni relevantno.

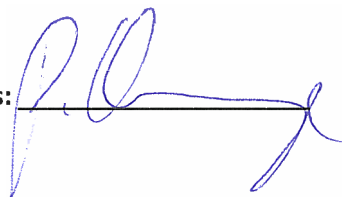
Dodatno pojasnilo glede trajnosti in relevance kriterija ____:

b) odvisnega člana(-ico) nadzornega sveta/komisije nadzornega sveta.

S svojim podpisom dovoljujem objavo podpisane izjave na spletnih straneh družbe.

Datum: 17.11.2017

Podpis: _____



Statement of independence of a member of the Supervisory Board of NLB d.d.

I, the undersigned **PRIMOŽ KARPE** hereby state, in accordance with Principle 11 and 23 of the Slovenian Corporate Governance Code of 27/10/2016 (hereinafter: the Code) and on the basis of paragraph 3 and 4 of Article 20 of Articles of Association of Nova Ljubljanska banka d.d., Ljubljana (hereinafter: Articles of Association of NLB d.d.) and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d. that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board. I hereby provide the declarations concerning the potential conflicts of interest as laid down in Appendix B to the Code and provisions of Articles of Association of NLB d.d.

Please indicate if the statement is true or false. The accuracy of the statement shall be assessed based on the criteria laid down in Appendix B to the Code:

- a) I am not an executive director or a member of the Management Board of the Company or an associate thereof, and have not occupied such a position over the past three years.

TRUE

FALSE

- b) I am not an employee of the Company thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

TRUE

FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the Supervisory Board or a Committee of the Supervisory Board.

TRUE

FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

TRUE

FALSE

- d) I do not have, and have not entered into over the past year, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an

executive director or member of the management board is a member of the supervisory board of the company concerned. Furthermore, I am not related in any other way with executive directors or members of the management board on account of co-operating with them in other companies or bodies.

TRUE

FALSE

- g) I have not held the position of a Supervisory Board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

TRUE

FALSE

- h) I am not a close family member of the members of the Management Board or persons occupying the positions under items (a) through (g).

TRUE

FALSE

- i) I am not and have not been in the past 24 (twenty-four) months from the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding, d.d., state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding, d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

TRUE

FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

TRUE

FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?

NO

YES

If you answered YES, please explain: _____:

A dependence of a candidate or member of the Supervisory Board and Committee shall exist if the conflict of interest pursuant to Appendix B of the Code is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.

The circumstances specified above (Appendix B3 and B4 of the Code) shall in any case result in an assumption of dependence. Such assumptions may be contested if the member of the Supervisory Board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.

Considering the statement on the potential conflicts of interest, I declare myself to be:
Please circle as appropriate.

a) An independent member of the Supervisory Board/Committee of the Supervisory Board *Please circle as appropriate.*

a1) I meet all the criteria of independence and all the statements made above are true.

a2) The criteria _____ are untrue:
(Please circle the reasons)

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- for being neither permanent nor relevant.

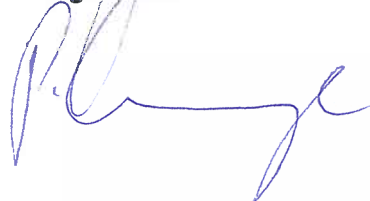
An additional explanation concerning the permanence and relevance of the criterion:

b) A dependent member of the Supervisory Board/Committee of the Supervisory Board.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

Date: 17/11/2017

Signature:



Izjava o neodvisnosti

člana nadzornega sveta NLB d.d.

Podpisani(-a) **SIMONA KOZJEK** skladno z 11. in 23. načelom Slovenskega kodeksa upravljanja javnih delniških družb z dne 27.10.2016 (v nadaljevanju: Kodeks) in v skladu s četrtem odstavkom 20. člena Statuta Nove Ljubljanske banke d. d., Ljubljana (v nadaljevanju Statut NLB d. d.), vezano na moje članstvo v nadzornem svetu/komisiji nadzornega sveta NLB d.d. izjavljam, da sem za opravljanje funkcije člana(-ice) nadzornega sveta/komisije nadzornega sveta strokovno usposobljen(-a) ter da imam za tako delo dovolj izkušenj in znanja. V izjavi o neodvisnosti se izrekam glede potencialnih nasprotij interesov iz priloge B v Kodeksu in določb Statuta NLB d.d.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve iz točk a) do h) se uporabljajo kriteriji iz priloge B Kodeksa. Pri presoji resničnosti trditve iz točke i) in j) se uporabljajo kriteriji iz tretjega odstavka 20. člena Statuta NLB d.d.:

- a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal(-a) takšne funkcije v zadnjih treh letih.

DRŽI

NE DRŽI

- b) Nisem zaposlen(-a) v družbi ali povezani družbi in nisem bil(-a) na takšnem položaju v zadnjih treh letih, razen če sem bil(-a) izvoljen(-a) v nadzorni svet v okviru sistema delavskega predstavnštva, ki ga zahteva zakon, in nisem vodilni delavec.

DRŽI

NE DRŽI

- c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član(-ica) nadzornega sveta ali član(-ica) komisije nadzornega sveta.

DRŽI

NE DRŽI

- č) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

DRŽI

NE DRŽI

- d) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec osebe, ki ima tak odnos. Poslovni stiki vključujejo položaj dobavitelja blaga ali storitev (vključno s finančnimi, pravnimi, svetovalnimi ali posvetovalnimi storitvami), položaj pomembne stranke in položaj organizacij, ki prejemajo večje prispevke od družbe ali od njene skupine.

DRŽI

NE DRŽI

- e) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner(-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali z zunanjim revizorjem povezane družbe.

DRŽI

NE DRŽI

f) Nisem izvršni(-a) direktor(-ica) ali član(-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

DRŽI

NE DRŽI

g) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let, kadar statut družbe določa za mandat manj kot štiri leta).

DRŽI

NE DRŽI

h) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do g).

DRŽI

NE DRŽI

Poleg zgornjih navedb tudi:

- nisem član(-ica) širšega posloводства povezane družbe in

DRŽI

NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

DRŽI

NE DRŽI

i) Nisem v delovnem razmerju, oziroma nisem bil(-a) v zadnjih 24 (štiriindvajsetih) mesecih pred dnem izvolitve v nadzorni svet NLB d.d. v delovnem razmerju pri Slovenskem državnem holdingu, d.d., državnem organu, javni agenciji, javnem skladu, javnem zavodu ali javnem gospodarskem zavodu, katerega ustanovitelj je Republika Slovenija, ali pri drugi osebi javnega prava, ki je posredni uporabnik državnega proračuna, ali pri osebah, v katerih imajo Republika Slovenija, Slovenski državni holding, d.d. ali Kapitalska družba pokojninskega in invalidskega zavarovanja d.d. prevladujoči vpliv, kot ga opredeljuje zakon, ki ureja gospodarske družbe.

DRŽI

NE DRŽI

j) Nisem v zadnjih 24 (štiriindvajsetih) mesecih opravljal(-a) vodilne ali vodstvene funkcije v političnih strankah v Republiki Sloveniji.

DRŽI

NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

NE

DA

Prosimo obrazložite, če ste odgovorili z DA:

Odvisnost kandidata oziroma člana nadzornega sveta in komisije je podana, če je nasprotje interesov skladno s Prilogo B Kodeksa in skladno z merili iz tretjega odstavka 20. člena Statuta NLB d.d. trajnejšega (in ne zgolj prehodnega) značaja in je relevantno. Merila za presojo relevance nasprotja interesov so zlasti:

- vrsta in številčnost ravnanj in odločitev, na katere se nasprotje interesov (lahko) nanaša;
- verjetnost dejanske realizacije nasprotja interesov in
- vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe.

Zgoraj navedene okoliščine (iz priloge B3 in B4 Kodeksa ter tretjega odstavka 20. člena Statuta NLB d.d), vedno ustvarjajo domnevo odvisnosti. Domneve so izpodbitne, če član nadzornega sveta dokaže, da nasprotje interesov kljub obstoju katerega od kriterijev ni trajno in hkrati ni relevantno.

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

a) neodvisnega(-o) člana(-ico) nadzornega sveta/komisije nadzornega sveta

Prosimo, da ustrezno obkrožite.

a1) izpolnjujem vse kriterije neodvisnosti in vse trditve, ki so navedene zgoraj, držijo.

a2) kriterij(i) _____ ne drži(jo):

(obkroži razloge)

- glede na vrsto in številčnost ravnanj in odločitev, na katere se to nasprotje interesov (lahko) nanaša,
- glede na verjetnost dejanske realizacije nasprotja interesov in vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe,
- ni trajnejšega značaja in ni relevantno.

Dodatno pojasnilo glede trajnosti in relevance kriterija ____:

b) odvisnega člana(-ico) nadzornega sveta/komisije nadzornega sveta.

S svojim podpisom dovoljujem objavo podpisane izjave na spletnih straneh družbe.

Datum: 13.11.2017

Podpis: 

Statement of independence
of a member of the Supervisory Board of NLB d.d.

I, the undersigned **SIMONA KOZJEK** hereby state, in accordance with Principle 11 and 23 of the Slovenian Corporate Governance Code of 27/10/2016 (hereinafter: the Code) and on the basis of paragraph 3 and 4 of Article 20 of Articles of Association of Nova Ljubljanska banka d.d., Ljubljana (hereinafter: Articles of Association of NLB d.d.) and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d. that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board. I hereby provide the declarations concerning the potential conflicts of interest as laid down in Appendix B to the Code and provisions of Articles of Association of NLB d.d.

Please indicate if the statement is true or false. The accuracy of the statement shall be assessed based on the criteria laid down in Appendix B to the Code:

- a) I am not an executive director or a member of the Management Board of the Company or an associate thereof, and have not occupied such a position over the past three years.

TRUE

FALSE

- b) I am not an employee of the Company thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

TRUE

FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the Supervisory Board or a Committee of the Supervisory Board.

TRUE

FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

TRUE

FALSE

- d) I do not have, and have not entered into over the past year, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an

executive director or member of the management board is a member of the supervisory board of the company concerned. Furthermore, I am not related in any other way with executive directors or members of the management board on account of co-operating with them in other companies or bodies.

TRUE

FALSE

- g) I have not held the position of a Supervisory Board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

TRUE

FALSE

- h) I am not a close family member of the members of the Management Board or persons occupying the positions under items (a) through (g).

TRUE

FALSE

- i) I am not and have not been in the past 24 (twenty-four) months from the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding, d.d., state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding, d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

TRUE

FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

TRUE

FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?

NO

YES

If you answered YES, please explain: _____:

A dependence of a candidate or member of the Supervisory Board and Committee shall exist if the conflict of interest pursuant to Appendix B of the Code is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.

The circumstances specified above (Appendix B3 and B4 of the Code) shall in any case result in an assumption of dependence. Such assumptions may be contested if the member of the Supervisory Board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.

Considering the statement on the potential conflicts of interest, I declare myself to be:

Please circle as appropriate.

a) An independent member of the Supervisory Board/Committee of the Supervisory Board *Please circle as appropriate.*

a1) I meet all the criteria of independence and all the statements made above are true.

a2) The criteria _____ are untrue:

(Please circle the reasons)

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- for being neither permanent nor relevant.

An additional explanation concerning the permanence and relevance of the criterion:

b) A dependent member of the Supervisory Board/Committee of the Supervisory Board.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

Date: 13/11/2017

Signature:



Izjava o neodvisnosti

člana nadzornega sveta NLB d.d.

Podpisani(-a) **PETER GROZNIK** skladno z 11. in 23. načelom Slovenskega kodeksa upravljanja javnih delniških družb z dne 27.10.2016 (v nadaljevanju: Kodeks) in v skladu s četrtem odstavkom 20. člena Statuta Nove Ljubljanske banke d. d., Ljubljana (v nadaljevanju Statut NLB d. d.), vezano na moje članstvo v nadzornem svetu/komisiji nadzornega sveta NLB d.d. izjavljam, da sem za opravljanje funkcije člana(-ice) nadzornega sveta/komisije nadzornega sveta strokovno usposobljen(-a) ter da imam za tako delo dovolj izkušenj in znanja. V izjavi o neodvisnosti se izrekam glede potencialnih nasprotij interesov iz priloge B v Kodeksu in določb Statuta NLB d.d.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve iz točk a) do h) se uporabljajo kriteriji iz priloge B Kodeksa. Pri presoji resničnosti trditve iz točke i) in j) se uporabljajo kriteriji iz tretjega odstavka 20. člena Statuta NLB d.d.:

- a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal(-a) takšne funkcije v zadnjih treh letih.

DRŽI

NE DRŽI

- b) Nisem zaposlen(-a) v družbi ali povezani družbi in nisem bil(-a) na takšnem položaju v zadnjih treh letih, razen če sem bil(-a) izvoljen(-a) v nadzorni svet v okviru sistema delavskega predstavništva, ki ga zahteva zakon, in nisem vodilni delavec.

DRŽI

NE DRŽI

- c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član(-ica) nadzornega sveta ali član(-ica) komisije nadzornega sveta.

DRŽI

NE DRŽI

- č) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

DRŽI

NE DRŽI

- d) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec osebe, ki ima tak odnos. Poslovni stiki vključujejo položaj dobavitelja blaga ali storitev (vključno s finančnimi, pravnimi, svetovalnimi ali posvetovalnimi storitvami), položaj pomembne stranke in položaj organizacij, ki prejemajo večje prispevke od družbe ali od njene skupine.

DRŽI

NE DRŽI

- e) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner(-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali z zunanjim revizorjem povezane družbe.

DRŽI

NE DRŽI

f) Nisem izvršni(-a) direktor(-ica) ali član(-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

DRŽI

NE DRŽI

g) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let, kadar statut družbe določa za mandat manj kot štiri leta).

DRŽI

NE DRŽI

h) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do g).

DRŽI

NE DRŽI

Poleg zgornjih navedb tudi:

- nisem član(-ica) širšega posloводства povezane družbe in

DRŽI

NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

DRŽI

NE DRŽI

i) Nisem v delovnem razmerju, oziroma nisem bil(-a) v zadnjih 24 (štiriindvajsetih) mesecih pred dnem izvolitve v nadzorni svet NLB d.d. v delovnem razmerju pri Slovenskem državnem holdingu, d.d., državnem organu, javni agenciji, javnem skladu, javnem zavodu ali javnem gospodarskem zavodu, katerega ustanovitelj je Republika Slovenija, ali pri drugi osebi javnega prava, ki je posredni uporabnik državnega proračuna, ali pri osebah, v katerih imajo Republika Slovenija, Slovenski državni holding, d.d. ali Kapitalska družba pokojninskega in invalidskega zavarovanja d.d. prevladujoči vpliv, kot ga opredeljuje zakon, ki ureja gospodarske družbe.

DRŽI

NE DRŽI

j) Nisem v zadnjih 24 (štiriindvajsetih) mesecih opravljal(-a) vodilne ali vodstvene funkcije v političnih strankah v Republiki Sloveniji.

DRŽI

NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

NE

DA

Prosimo obrazložite, če ste odgovorili z DA:

Odvisnost kandidata oziroma člana nadzornega sveta in komisije je podana, če je nasprotje interesov skladno s Prilogo B Kodeksa in skladno z merili iz tretjega odstavka 20. člena Statuta NLB d.d. trajnejšega (in ne zgolj prehodnega) značaja in je relevantno. Merila za presojo relevance nasprotja interesov so zlasti:

- vrsta in številčnost ravnanj in odločitev, na katere se nasprotje interesov (lahko) nanaša;
- verjetnost dejanske realizacije nasprotja interesov in
- vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe.

Zgoraj navedene okoliščine (iz priloge B3 in B4 Kodeksa ter tretjega odstavka 20. člena Statuta NLB d.d), vedno ustvarjajo domnevo odvisnosti. Domneve so izpodbitne, če član nadzornega sveta dokaže, da nasprotje interesov kljub obstoju katerega od kriterijev ni trajno in hkrati ni relevantno.

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

a) neodvisnega(-o) člana(-ico) nadzornega sveta/komisije nadzornega sveta

Prosimo, da ustrezno obkrožite.

a1) izpolnjujem vse kriterije neodvisnosti in vse trditve, ki so navedene zgoraj, držijo.

a2) kriterij(i) _____ ne drži(jo):

(obkroži razloge)

- glede na vrsto in številčnost ravnanj in odločitev, na katere se to nasprotje interesov (lahko) nanaša,
- glede na verjetnost dejanske realizacije nasprotja interesov in vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe,
- ni trajnejšega značaja in ni relevantno.

Dodatno pojasnilo glede trajnosti in relevance kriterija ___:

b) odvisnega člana(-ico) nadzornega sveta/komisije nadzornega sveta.

S svojim podpisom dovoljujem objavo podpisane izjave na spletnih straneh družbe.

Datum: 14.11.2017

Podpis: _____



Statement of independence
of a member of the Supervisory Board of NLB d.d.

I, the undersigned **PETER GROZNIK** hereby state, in accordance with Principle 11 and 23 of the Slovenian Corporate Governance Code of 27/10/2016 (hereinafter: the Code) and on the basis of paragraph 3 and 4 of Article 20 of Articles of Association of Nova Ljubljanska banka d.d., Ljubljana (hereinafter: Articles of Association of NLB d.d.) and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d. that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board. I hereby provide the declarations concerning the potential conflicts of interest as laid down in Appendix B to the Code and provisions of Articles of Association of NLB d.d.

Please indicate if the statement is true or false. The accuracy of the statement shall be assessed based on the criteria laid down in Appendix B to the Code:

- a) I am not an executive director or a member of the Management Board of the Company or an associate thereof, and have not occupied such a position over the past three years.

TRUE

FALSE

- b) I am not an employee of the Company thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

TRUE

FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the Supervisory Board or a Committee of the Supervisory Board.

TRUE

FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

TRUE

FALSE

- d) I do not have, and have not entered into over the past year, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an

executive director or member of the management board is a member of the supervisory board of the company concerned. Furthermore, I am not related in any other way with executive directors or members of the management board on account of co-operating with them in other companies or bodies.

TRUE

FALSE

- g) I have not held the position of a Supervisory Board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

TRUE

FALSE

- h) I am not a close family member of the members of the Management Board or persons occupying the positions under items (a) through (g).

TRUE

FALSE

- i) I am not and have not been in the past 24 (twenty-four) months from the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding, d.d., state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding, d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

TRUE

FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

TRUE

FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?

NO

YES

If you answered YES, please explain: _____:

A dependence of a candidate or member of the Supervisory Board and Committee shall exist if the conflict of interest pursuant to Appendix B of the Code is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.

The circumstances specified above (Appendix B3 and B4 of the Code) shall in any case result in an assumption of dependence. Such assumptions may be contested if the member of the Supervisory Board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.

Considering the statement on the potential conflicts of interest, I declare myself to be:
Please circle as appropriate.

a) An independent member of the Supervisory Board/Committee of the Supervisory Board *Please circle as appropriate.*

a1) I meet all the criteria of independence and all the statements made above are true.

a2) The criteria _____ are untrue:

(Please circle the reasons)

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- for being neither permanent nor relevant.

An additional explanation concerning the permanence and relevance of the criterion:

b) A dependent member of the Supervisory Board/Committee of the Supervisory Board.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

Date: 14/11/2017

Signature:



Izjava o neodvisnosti

člana nadzornega sveta NLB d.d.

Podpisani(-a) **VIDA ŠEME HOČEVAR** skladno z 11. in 23. načelom Slovenskega kodeksa upravljanja javnih delniških družb z dne 27.10.2016 (v nadaljevanju: Kodeks) in v skladu s četrtem odstavkom 20. člena Statuta Nove Ljubljanske banke d. d., Ljubljana (v nadaljevanju Statut NLB d. d.), vezano na moje članstvo v nadzornem svetu/komisiji nadzornega sveta NLB d.d. izjavljam, da sem za opravljanje funkcije člana(-ice) nadzornega sveta/komisije nadzornega sveta strokovno usposobljen(-a) ter da imam za tako delo dovolj izkušenj in znanja. V izjavi o neodvisnosti se izrekam glede potencialnih nasprotij interesov iz priloge B v Kodeksu in določb Statuta NLB d.d.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve iz točk a) do h) se uporabljajo kriteriji iz priloge B Kodeksa. Pri presoji resničnosti trditve iz točke i) in j) se uporabljajo kriteriji iz tretjega odstavka 20. člena Statuta NLB d.d.:

- a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal(-a) takšne funkcije v zadnjih treh letih.

DRŽI

NE DRŽI

- b) Nisem zaposlen(-a) v družbi ali povezani družbi in nisem bil(-a) na takšnem položaju v zadnjih treh letih, razen če sem bil(-a) izvoljen(-a) v nadzorni svet v okviru sistema delavskega predstavništva, ki ga zahteva zakon, in nisem vodilni delavec.

DRŽI

NE DRŽI

- c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član(-ica) nadzornega sveta ali član(-ica) komisije nadzornega sveta.

DRŽI

NE DRŽI

- č) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

DRŽI

NE DRŽI

- d) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec osebe, ki ima tak odnos. Poslovni stiki vključujejo položaj dobavitelja blaga ali storitev (vključno s finančnimi, pravnimi, svetovalnimi ali posvetovalnimi storitvami), položaj pomembne stranke in položaj organizacij, ki prejemajo večje prispevke od družbe ali od njene skupine.

DRŽI

NE DRŽI

- e) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner(-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali z zunanjim revizorjem povezane družbe.

DRŽI

NE DRŽI

- f) Nisem izvršni(-a) direktor(-ica) ali član(-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

DRŽI

NE DRŽI

- g) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let, kadar statut družbe določa za mandat manj kot štiri leta).

DRŽI

NE DRŽI

- h) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do g).

DRŽI

NE DRŽI

Poleg zgornjih navedb tudi:

- nisem član(-ica) širšega posloводства povezane družbe in

DRŽI

NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

DRŽI

NE DRŽI

-
- i) Nisem v delovnem razmerju, oziroma nisem bil(-a) v zadnjih 24 (štiriindvajsetih) mesecih pred dnem izvolitve v nadzorni svet NLB d.d. v delovnem razmerju pri Slovenskem državnem holdingu, d.d., državnem organu, javni agenciji, javnem skladu, javnem zavodu ali javnem gospodarskem zavodu, katerega ustanovitelj je Republika Slovenija, ali pri drugi osebi javnega prava, ki je posredni uporabnik državnega proračuna, ali pri osebah, v katerih imajo Republika Slovenija, Slovenski državni holding, d.d. ali Kapitalska družba pokojninskega in invalidskega zavarovanja d.d. prevladujoči vpliv, kot ga opredeljuje zakon, ki ureja gospodarske družbe.

DRŽI

NE DRŽI

- j) Nisem v zadnjih 24 (štiriindvajsetih) mesecih opravljal(-a) vodilne ali vodstvene funkcije v političnih strankah v Republiki Sloveniji.

DRŽI

NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

NE

DA

Prosimo obrazložite, če ste odgovorili z DA:

Zaposlena sem v nepovezani družbi, katere manjšinska lastnica je NLB d.d. (28,13%) - V Skupni pokojninski družbi d.d. Ljubljana. NLB d.d. prodaja svoj celoten delež v navedeni družbi. Nasprotje interesov ne bo nastopilo, saj se bom izločala z obravnave in odločanja glede vseh vsebin povezanih z zgoraj navedeno družbo na Nadzornem svetu ali pri katerihkoli drugih postopkih v NLB d.d.

Odvisnost kandidata oziroma člana nadzornega sveta in komisije je podana, če je nasprotje interesov skladno s Prilogo B Kodeksa in skladno z merili iz tretjega odstavka 20. člena Statuta NLB d.d. trajnejšega (in ne zgolj prehodnega) značaja in je relevantno. Merila za presojo relevance nasprotja interesov so zlasti:

- vrsta in številčnost ravnanj in odločitev, na katere se nasprotje interesov (lahko) nanaša;
- verjetnost dejanske realizacije nasprotja interesov in
- vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe.

Zgoraj navedene okoliščine (iz priloge B3 in B4 Kodeksa ter tretjega odstavka 20. člena Statuta NLB d.d), vedno ustvarjajo domnevo odvisnosti. Domneve so izpodbitne, če član nadzornega sveta dokaže, da nasprotje interesov kljub obstoju katerega od kriterijev ni trajno in hkrati ni relevantno.

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

a) neodvisnega(-o) člana(-ico) nadzornega sveta/komisije nadzornega sveta

Prosimo, da ustrezno obkrožite.

a1) izpolnujem vse kriterije neodvisnosti in vse trditve, ki so navedene zgoraj, držijo.

a2) kriterij(i) _____ ne drži(jo):

(obkroži razloge)

- glede na vrsto in številčnost ravnanj in odločitev, na katere se to nasprotje interesov (lahko) nanaša,
- glede na verjetnost dejanske realizacije nasprotja interesov in vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe,
- ni trajnejšega značaja in ni relevantno.

Dodatno pojasnilo glede trajnosti in relevance kriterija ____:

b) odvisnega člana(-ico) nadzornega sveta/komisije nadzornega sveta.

S svojim podpisom dovoljujem objavo podpisane izjave na spletnih straneh družbe.

Datum: 8.11.2017

Podpis: _____



Statement of independence of a member of the Supervisory Board of NLB d.d.

I, the undersigned **VIDA ŠEME HOČEVAR** hereby state, in accordance with Principle 11 and 23 of the Slovenian Corporate Governance Code of 27/10/2016 (hereinafter: the Code) and on the basis of paragraph 3 and 4 of Article 20 of Articles of Association of Nova Ljubljanska banka d.d., Ljubljana (hereinafter: Articles of Association of NLB d.d.) and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d. that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board. I hereby provide the declarations concerning the potential conflicts of interest as laid down in Appendix B to the Code and provisions of Articles of Association of NLB d.d.

Please indicate if the statement is true or false. The accuracy of the statement shall be assessed based on the criteria laid down in Appendix B to the Code:

- a) I am not an executive director or a member of the Management Board of the Company or an associate thereof, and have not occupied such a position over the past three years.

TRUE

FALSE

- b) I am not an employee of the Company thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

TRUE

FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the Supervisory Board or a Committee of the Supervisory Board.

TRUE

FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

TRUE

FALSE

- d) I do not have, and have not entered into over the past year, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an

executive director or member of the management board is a member of the supervisory board of the company concerned. Furthermore, I am not related in any other way with executive directors or members of the management board on account of co-operating with them in other companies or bodies.

TRUE

FALSE

- g) I have not held the position of a Supervisory Board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

TRUE

FALSE

- h) I am not a close family member of the members of the Management Board or persons occupying the positions under items (a) through (g).

TRUE

FALSE

- i) I am not and have not been in the past 24 (twenty-four) months from the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding, d.d., state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding, d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

TRUE

FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

TRUE

FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?

NO

YES

If you answered YES, please explain:

I am employed by the company where NLB d.d. is a minority shareholder (28.13%) - by Skupna pokojninska družba d.d. Ljubljana. NLB d.d. is selling its' whole share in this company. No conflict of interest shall arise, since I will exclude myself from the information or decision making concerning all issues connected with the aforementioned company at the Supervisory Board or any other procedures at NLB d.d.

A dependence of a candidate or member of the Supervisory Board and Committee shall exist if the conflict of interest pursuant to Appendix B of the Code is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.

The circumstances specified above (Appendix B3 and B4 of the Code) shall in any case result in an assumption of dependence. Such assumptions may be contested if the member of the Supervisory Board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.

Considering the statement on the potential conflicts of interest, I declare myself to be:
Please circle as appropriate.

a) An independent member of the Supervisory Board/Committee of the Supervisory Board *Please circle as appropriate.*

a1) I meet all the criteria of independence and all the statements made above are true.

a2) The criteria _____ are untrue:

(Please circle the reasons)

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- for being neither permanent nor relevant.

An additional explanation concerning the permanence and relevance of the criterion:

b) A dependent member of the Supervisory Board/Committee of the Supervisory Board.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

Date: 8/11/2017

Signature:



Statement of independence of a member of the Supervisory Board of NLB d.d.

I, the undersigned **ALEXANDER BAYR** hereby state, in accordance with Principle 11 and 23 of the Slovenian Corporate Governance Code of 27/10/2016 (hereinafter: the Code) and on the basis of paragraph 3 and 4 of Article 20 of Articles of Association of Nova Ljubljanska banka d.d., Ljubljana (hereinafter: Articles of Association of NLB d.d.) and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d. that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board. I hereby provide the declarations concerning the potential conflicts of interest as laid down in Appendix B to the Code and provisions of Articles of Association of NLB d.d.

Please indicate if the statement is true or false. The accuracy of the statement shall be assessed based on the criteria laid down in Appendix B to the Code:

- a) I am not an executive director or a member of the Management Board of the Company or an associate thereof, and have not occupied such a position over the past three years.

TRUE

FALSE

- b) I am not an employee of the Company thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

TRUE

FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the Supervisory Board or a Committee of the Supervisory Board.

TRUE

FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

TRUE

FALSE

- d) I do not have, and have not entered into over the past year, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

TRUE

FALSE

f) I am not an executive director or member of the management board of another company in which an executive director or member of the management board is a member of the supervisory board of the company concerned. Furthermore, I am not related in any other way with executive directors or members of the management board on account of co-operating with them in other companies or bodies.

TRUE

FALSE

g) I have not held the position of a Supervisory Board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

TRUE

FALSE

h) I am not a close family member of the members of the Management Board or persons occupying the positions under items (a) through (g).

TRUE

FALSE

i) I am not and have not been in the past 24 (twenty-four) months from the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding, d.d., state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding, d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

TRUE

FALSE

j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

TRUE

FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?

NO

YES

If you answered YES, please explain: _____:

A dependence of a candidate or member of the Supervisory Board and Committee shall exist if the conflict of interest pursuant to Appendix B of the Code is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.

The circumstances specified above (Appendix B3 and B4 of the Code) shall in any case result in an assumption of dependence. Such assumptions may be contested if the member of the Supervisory Board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.

Considering the statement on the potential conflicts of interest, I declare myself to be:
Please circle as appropriate.

a) An independent member of the Supervisory Board/Committee of the Supervisory Board *Please circle as appropriate.*

a1) I meet all the criteria of independence and all the statements made above are true.

a2) The criteria _____ are untrue:
(Please circle the reasons)

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- for being neither permanent nor relevant.

An additional explanation concerning the permanence and relevance of the criterion:

b) A dependent member of the Supervisory Board/Committee of the Supervisory Board.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

Date: 21/11/2017

Signature:



Statement of independence of a member of the Supervisory Board of NLB d.d.

I, the undersigned **ANDREAS KLINGEN** hereby state, in accordance with Principle 11 and 23 of the Slovenian Corporate Governance Code of 27/10/2016 (hereinafter: the Code) and on the basis of paragraph 3 and 4 of Article 20 of Articles of Association of Nova Ljubljanska banka d.d., Ljubljana (hereinafter: Articles of Association of NLB d.d.) and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d. that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board. I hereby provide the declarations concerning the potential conflicts of interest as laid down in Appendix B to the Code and provisions of Articles of Association of NLB d.d.

Please indicate if the statement is true or false. The accuracy of the statement shall be assessed based on the criteria laid down in Appendix B to the Code:

- a) I am not an executive director or a member of the Management Board of the Company or an associate thereof, and have not occupied such a position over the past three years.

TRUE

FALSE

- b) I am not an employee of the Company thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

TRUE

FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the Supervisory Board or a Committee of the Supervisory Board.

TRUE

FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

TRUE

FALSE

- d) I do not have, and have not entered into over the past year, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an

executive director or member of the management board is a member of the supervisory board of the company concerned. Furthermore, I am not related in any other way with executive directors or members of the management board on account of co-operating with them in other companies or bodies.

TRUE

FALSE

- g) I have not held the position of a Supervisory Board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

TRUE

FALSE

- h) I am not a close family member of the members of the Management Board or persons occupying the positions under items (a) through (g).

TRUE

FALSE

- i) I am not and have not been in the past 24 (twenty-four) months from the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding, d.d., state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding, d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

TRUE

FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

TRUE

FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?

NO

YES

If you answered YES, please explain:

I am a member of board of directors of Komericalna Banka Beograd ad. In order to avoid and potential conflicts of interest to occur I am excluded from any material regarding NLB's Serbian business and I do not participate in any discussions regarding Serbia.

A dependence of a candidate or member of the Supervisory Board and Committee shall exist if the conflict of interest pursuant to Appendix B of the Code is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.

The circumstances specified above (Appendix B3 and B4 of the Code) shall in any case result in an assumption of dependence. Such assumptions may be contested if the member of the Supervisory Board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.

Considering the statement on the potential conflicts of interest, I declare myself to be:

Please circle as appropriate.

a) An independent member of the Supervisory Board/Committee of the Supervisory Board *Please circle as appropriate.*

a1) I meet all the criteria of independence and all the statements made above are true.

a2) The criteria _____ are untrue:

(Please circle the reasons)

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- for being neither permanent nor relevant.

An additional explanation concerning the permanence and relevance of the criterion:

b) A dependent member of the Supervisory Board/Committee of the Supervisory Board.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

Date: 10/11/2017

Signature:



Statement of independence of a member of the Supervisory Board of NLB d.d.

I, the undersigned **LÁSZLÓ URBAN** hereby state, in accordance with Principle 11 and 23 of the Slovenian Corporate Governance Code of 27/10/2016 (hereinafter: the Code) and on the basis of paragraph 3 and 4 of Article 20 of Articles of Association of Nova Ljubljanska banka d.d., Ljubljana (hereinafter: Articles of Association of NLB d.d.) and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d. that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board. I hereby provide the declarations concerning the potential conflicts of interest as laid down in Appendix B to the Code and provisions of Articles of Association of NLB d.d.

Please indicate if the statement is true or false. The accuracy of the statement shall be assessed based on the criteria laid down in Appendix B to the Code:

- a) I am not an executive director or a member of the Management Board of the Company or an associate thereof, and have not occupied such a position over the past three years.

TRUE

FALSE

- b) I am not an employee of the Company thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

TRUE

FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the Supervisory Board or a Committee of the Supervisory Board.

TRUE

FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

TRUE

FALSE

- d) I do not have, and have not entered into over the past year, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an

executive director or member of the management board is a member of the supervisory board of the company concerned. Furthermore, I am not related in any other way with executive directors or members of the management board on account of co-operating with them in other companies or bodies.

TRUE

FALSE

- g) I have not held the position of a Supervisory Board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

TRUE

FALSE

- h) I am not a close family member of the members of the Management Board or persons occupying the positions under items (a) through (g).

TRUE

FALSE

- i) I am not and have not been in the past 24 (twenty-four) months from the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding, d.d., state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding, d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

TRUE

FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

TRUE

FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other

related interests with other natural or legal persons.

Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?

NO

YES

If you answered YES, please explain: _____:

A dependence of a candidate or member of the Supervisory Board and Committee shall exist if the conflict of interest pursuant to Appendix B of the Code is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.

The circumstances specified above (Appendix B3 and B4 of the Code) shall in any case result in an assumption of dependence. Such assumptions may be contested if the member of the Supervisory Board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.

Considering the statement on the potential conflicts of interest, I declare myself to be:
Please circle as appropriate.

a) An independent member of the Supervisory Board/Committee of the Supervisory Board *Please circle as appropriate.*

a1) I meet all the criteria of independence and all the statements made above are true.

a2) The criteria _____ are untrue:

(Please circle the reasons)

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- for being neither permanent nor relevant.

An additional explanation concerning the permanence and relevance of the criterion:

b) A dependent member of the Supervisory Board/Committee of the Supervisory Board.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

Date: 11/11/2017

Signature: 

Statement of independence of a member of the Supervisory Board of NLB d.d.

I, the undersigned **DAVID ERIC SIMON** hereby state, in accordance with Principle 11 and 23 of the Slovenian Corporate Governance Code of 27/10/2016 (hereinafter: the Code) and on the basis of paragraph 3 and 4 of Article 20 of Articles of Association of Nova Ljubljanska banka d.d., Ljubljana (hereinafter: Articles of Association of NLB d.d.) and in relation to my membership in the Supervisory Board/Committee of the Supervisory Board of NLB d.d. that I have the expertise and sufficient experience and knowledge for performing the office of a member of the Supervisory Board/Committee of the Supervisory Board. I hereby provide the declarations concerning the potential conflicts of interest as laid down in Appendix B to the Code and provisions of Articles of Association of NLB d.d.

Please indicate if the statement is true or false. The accuracy of the statement shall be assessed based on the criteria laid down in Appendix B to the Code:

- a) I am not an executive director or a member of the Management Board of the Company or an associate thereof, and have not occupied such a position over the past three years.

TRUE

FALSE

- b) I am not an employee of the Company thereof and I have not held such a position in the last three years except if I was elected to the Supervisory Board within the system of workers' representation as set forth by the law, and I am not an executive.

TRUE

FALSE

- c) I have not received substantial amounts of income from the Company or an associate thereof aside from the payment for being a member of the Supervisory Board or a Committee of the Supervisory Board.

TRUE

FALSE

- č) I am not a majority shareholder and I do not represent majority shareholder(s).

TRUE

FALSE

- d) I do not have, and have not entered into over the past year, any significant business contacts with the Company or an associate thereof, either directly or as a partner, shareholder, manager or executive of an entity having such a relationship. Having entered into business contacts implies being a supplier of goods or services (including financial, legal, consulting or advising services), an important client or an organisation that is a recipient of substantial sums from the Company or the group thereof.

TRUE

FALSE

- e) I am not and have not been in the last three years a partner or employee of a present or former external auditor of the Company or a company associated with the external auditor.

TRUE

FALSE

- f) I am not an executive director or member of the management board of another company in which an

executive director or member of the management board is a member of the supervisory board of the company concerned. Furthermore, I am not related in any other way with executive directors or members of the management board on account of co-operating with them in other companies or bodies.

TRUE

FALSE

- g) I have not held the position of a Supervisory Board member for more than three terms of office (or more than 12 years in case the Company's Articles of Association lay down a term of office of less than four years).

TRUE

FALSE

- h) I am not a close family member of the members of the Management Board or persons occupying the positions under items (a) through (g).

TRUE

FALSE

- i) I am not and have not been in the past 24 (twenty-four) months from the date of election to the Supervisory Board in an employment relationship with the Slovenian Sovereign Holding, d.d., state authority, public agency, public fund, public institute or public utility institute established by the Republic of Slovenia, or with another body governed by the public law which is an indirect user of the public budget, or with persons in which the Republic of Slovenia, the Slovenian Sovereign Holding, d.d. or the Pension Fund Management d.d. have a prevailing influence, as defined by the law regulating corporate entities.

TRUE

FALSE

- j) I have not in the past 24 (twenty-four) months held a leading or managing position in any political party in the Republic of Slovenia.

TRUE

FALSE

Aside from the situations above:

- I am not a member of the wider management of an associated company; and

TRUE

FALSE

- I have not participated in the drafting of the contents of a proposal for the Company's annual report.

TRUE

FALSE

A conflict of interest exists when the impartial and objective performance of tasks and decision taking on part of a member of the supervisory board or management board is compromised due to personal business interests being involved, their family's interests, emotions, political or national bias or any other related interests with other natural or legal persons.

Based on the above definition of a conflict of interest, is decision-making by you influenced by any other fact not stated above?

NO

YES

If you answered YES, please explain: _____:

A dependence of a candidate or member of the Supervisory Board and Committee shall exist if the conflict of interest pursuant to Appendix B of the Code is relevant and of a permanent (and not merely temporary) nature. The criteria for assessing the relevance of a conflict of interest shall be in particular the following:

- the type and number of actions and decisions to which the conflict of interest (may) relate;
- the probability of actual realisation of the conflict of interest; and
- the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.

The circumstances specified above (Appendix B3 and B4 of the Code) shall in any case result in an assumption of dependence. Such assumptions may be contested if the member of the Supervisory Board demonstrates that the conflict of interest is neither permanent nor relevant despite the realisation of a criterion.

Considering the statement on the potential conflicts of interest, I declare myself to be:
Please circle as appropriate.

a) An independent member of the Supervisory Board/Committee of the Supervisory Board *Please circle as appropriate.*

a1) I meet all the criteria of independence and all the statements made above are true.

a2) The criteria _____ are untrue:

(Please circle the reasons)

- with regard to the type and number of actions and decisions to which the conflict of interest (may) relate;
- with regard to the probability of actual realisation of the conflict of interest and the effect of the conflict of interest on the ability to objectively assess the Management Board and the Company's operations.
- for being neither permanent nor relevant.

An additional explanation concerning the permanence and relevance of the criterion:

b) A dependent member of the Supervisory Board/Committee of the Supervisory Board.

By signing this statement, I hereby allow the publication of the signed statement on the Company's website.

Date: 7/11/2017

Signature:

