



PUBLICATION OF THE AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT THE 28TH GENERAL MEETING OF NLB d.d.

Pursuant to Article 295 of the Companies Act ("ZGD-1") and Article 13 of the Articles of Association of NLB d.d. ("AoA"), the Management Board of NLB d.d. hereby convenes the

28th General Meeting of NLB d.d., Trg republike 2, 1000 Ljubljana,

which will be held in Ljubljana, on 7/4/2017, starting at 3 p.m. at the registered office of the NLB d.d., Trg republike 2, Ljubljana

with the following agenda:

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

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

Marko Jerič is hereby elected Chair of the General Meeting of NLB d.d.

Item 2: Presentation of the 2016 Annual Report of NLB Group ("2016 Annual Report") and the Report of the Supervisory Board of NLB d.d. on the results of examining the 2016 Annual Report ("Supervisory Board's Report"), the Information on the income of the members of the Management Board and Supervisory Board of NLB d.d. in 2016 ("Information on the income") and Information on the changes of the Rules on Determining Other Rights under Management Employment Contracts or Other Regulations of NLB d.d.

The General Meeting of NLB d.d. hereby acknowledges the adopted 2016 Annual Report, the Supervisory Board's Report, the Information on the income and the Information on the changes of the Rules on Determining Other Rights under Management Employment Contracts or Other Regulations of NLB d.d.

Item 3: Decision on the allocation of distributable profit for 2016 and granting a discharge from liability to the Management and Supervisory Boards of NLB d.d.

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

3.1 The distributable profit of NLB d.d., for the business year 2016, established as at 31/12/2016 amounting to EUR 145.313.106,40, which comprises the profit brought forward from previous years, in the amount of EUR 81.530.396,48 and the net profit for the year 2016, in the amount of EUR 63.782.709,92 shall be used as follows:

- the share amounting to EUR 63.780.000,00 is allocated to the NLB d.d.'s sole shareholder, entered in the share register as at the end of the day on which the General Meeting of NLB d.d. is concluded, which results in gross amount of EUR 3,189 per share. The NLB d.d.'s liability to the shareholder shall fall due within 30 days of the adoption of the resolution by the General Meeting.
- the share amounting to EUR 81.530.396,48 is left undistributed and becomes part of the profit brought forward.

The amount of undistributed profit shall be adjusted for the part of the distributable profit under the first item of the previous paragraph hereunder which relates to the difference amounting to EUR 2.709,92 resulting from the rounding of the dividend per share to three decimals.

3.2 Discharge from liability shall be granted to the members of the Management Board of NLB d.d.:

- Blaž Brodnjak, Chief Executive Officer,

- Archibald Kremser, Member,
- Andreas Burkhardt, Member and
- László Pelle, Member,

to all for the business year 2016.

3.3. Discharge from liability shall be granted to the members of the Supervisory Board of NLB d.d.:

- Primož Karpe, Chairman,
- Uroš Ivanc, Member,
- Andreas Kligen, Member,
- László Zoltán Urbán, Member,
- David Eric Simon, Member,
- Matjaž Titan, Member,
- David Kastelic, Member and
- Alexander Bayr, Member,

to all for the business year 2016.

Item 4: Discussion of the Internal Audit's Report for 2016 and the opinion of the Supervisory Board of NLB d.d.

The General Meeting of NLB d.d. hereby acknowledges the adopted Internal Audit's Report on Internal Auditing for the financial year 2016 with positive opinion of the Supervisory Board of NLB d.d., granted with resolution dated 3/3/2017.

Item 5: Reporting in accordance with Article 38 of the AoA

The General Meeting of NLB d.d. takes note that the Supervisory Board of NLB d.d. at its 38th regular meeting on 2/12/2016, in accordance with Article 38 of the AoA, granted written consent to its member Andreas Kligen regarding his nomination and appointment as (i) member of the supervisory board in Credit Bank of Moscow and (ii) member of the board of directors in Kyrgyz Investment and Credit Bank.

Items of the agenda of the General Meeting of NLB d.d. 1 to 4 have been proposed by the Management and the Supervisory Board of NLB d.d. Item 5 of the agenda of the General Meeting of NLB d.d. has been proposed by the Supervisory Board of NLB d.d.

Material:

The proposed resolutions and other material with explanations for the General Meeting are available to the shareholders for inspection at the Bank's registered office at Trg republike 2, 1000 Ljubljana, Secretariat, every business day from 9 a.m. to 12 noon, and are also published in the SEOnet electronic notification system of the Ljubljana Stock Exchange and on the website www.nlb.si.

Conditions for participation:

Those shareholders who are registered in the central register of dematerialised securities kept by KDD d.d., as at the end of the fourth day prior to the General Meeting (hereinafter: the cut-off date), or their legal representatives or proxies who shall present a written power of attorney can attend the General Meeting and vote. Attendance must be notified to the Bank's Management Board using an application form which must be submitted to the Bank's registered office at the latest by the end of the fourth day prior to the General Meeting. The applications shall be accepted as timely if they are sent to the Bank's registered office (at Trg republike 2, Ljubljana), addressed to the Secretariat, by the end of the fourth day prior to the General Meeting. The legal representatives of natural persons or legal entities must, on the day of the General Meeting, present a public document wherefrom it is evident that they have the right to act as a shareholder's representative; the document in question must not be older than 3 (three) days.

Supplements to the agenda:

Shareholders whose total interest accounts for at least one-twentieth of the share capital may, after the publication of the notice of convocation, make a written request to add an item to the agenda. The request must be enclosed with a written proposed resolution to be decided upon by the General Meeting or an explanation to the item on the agenda if no resolution is adopted in relation to such item by the General Meeting. The shareholders who meet the conditions for making a request to add an item to the agenda must send the respective request to the Bank within seven days after the publication of the convocation of the General Meeting.

Shareholders' proposals:

Shareholders may submit written proposals for resolutions under each item on the agenda in compliance with Article 300 of the Companies Act (ZGD-1) (hereinafter: counter proposal). A counter proposal shall be published and notified in the manner laid down in Article 296 of the Companies Act (ZGD-1), but only if the shareholder sends to the Bank a proposal for publication in compliance with Article 300 of the ZGD-1 within seven days after the publication of the notice to convene the General Meeting.

Right to be informed:

During the General Meeting, the shareholders can exercise their right to be informed in compliance with the first paragraph of Article 305 of the ZGD-1.

Information on the procedure for exercising the right through a proxy:

The shareholders may exercise their voting right also through a proxy after they have signed and submitted a written form which is available on the website www.nlb.si and sent it to the Bank's registered office by the end of the fourth day prior to the General Meeting. They may submit the power of attorney to the Bank via electronic mail by the same deadline as applicable for the written form by sending a scan of the power of attorney to the e-mail address Skupscina2017@nlb.si. The Bank shall reserve the right to verify the authenticity of the shareholder or the person who has authorised another person and submitted the power of attorney by e-mail.

Use of electronic media for sending additional items on the agenda and counter proposals:

The shareholders may submit additional items of the agenda and counter proposals to the Bank via electronic mail by the same deadline and with the same contents as applicable to the written form by sending an attached scan to the following e-mail address: Skupscina2017@nlb.si. The Bank shall reserve the right to verify the authenticity of the shareholder or the sender of additional items of the agenda and counter proposals by e-mail.