



## **PUBLICATION OF THE AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT THE 30<sup>TH</sup> GENERAL MEETING OF NLB d.d.**

Pursuant to the Request to convene a General Meeting of Nova Ljubljanska banka d.d., Ljubljana by the Slovene Sovereign Holding (Slovenski državni holding, d.d.), which is, in accordance with the Slovene Sovereign Holding Act, responsible for the management of the capital investment of the Republic of Slovenia in Nova Ljubljanska banka d.d., Ljubljana ("SSH Request"), 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

### **30th General Meeting of NLB d.d., Trg republike 2, 1000 Ljubljana,**

which will be held in Ljubljana, on 09/04/2018, starting at 11 a.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.**

Slovenski državni holding, d.d. proposes that the following resolution be adopted:

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

#### **Item 2: Measures to be taken in relation to the issue of the transferred foreign currency deposits**

Slovenski državni holding, d.d. proposes that the following resolution be adopted:

Proceeding from the resolution adopted by the General Meeting of the Slovene Sovereign Holding, d.d. (hereinafter: SSH) of 22/3/2018, the General Meeting mandates the Management Board of Nova Ljubljanska banka, d.d., Ljubljana, Trg republike 2, 1000 Ljubljana (hereinafter: NLB):

- a) to undertake measures which will ensure, in the event of existing or potential new final judgements by Croatian courts against Ljubljanska banka, d.d. and NLB regarding the transferred foreign currency deposits, the full implementation of the resolution by the Government of the Republic of Slovenia No. 00411-3/2015/2 of 29/7/2015 and point 3 of the resolution by the Government of the Republic of Slovenia No. 40300-2/2018/2 of 7/2/2018 (and the accompanying letter by the Minister of Finance No. 004-64/2017/07 of 7/2/2018) on transferred foreign currency deposits, with the content of which NLB was informed of; and
- b) to act in accordance with the resolutions by the Government of the Republic of Slovenia and the letter by the Minister of Finance from point a).

The measures stated in points a) and b) of this resolution should be undertaken by the Management Board of NLB in such a way that the Slovene legal order and concluded international treaties (Agreement on Succession Issues, Memorandum of Understanding Between the Government of the Republic of Slovenia and the Government of the Republic of Croatia) are respected, and in particular that NLB continues to actively contest legal decisions at all instances in Croatia and before international courts, that all necessary measures for NLB asset management are undertaken in view of preventing or limiting the possibility of enforcement to the minimum, and that Slovene interests are adhered to in the asset management, everything within applicable legislation.

General Meeting mandates the Supervisory Board of NLB to submit to the SSH by no later than 31/5/2018 a written report on the reasons for the performed payment under the judgement of the Higher Court in Zagreb with Ref. No. 48 Gž-2886/2014-2, including all relevant materials for the management bodies, external legal opinions or standpoints by eventual other consultants ordered by NLB in this case or in other cases relating to the transferred foreign currency deposits.

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Both items of the agenda of the General Meeting of NLB d.d. have been proposed by Slovenski državni holding, 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](http://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](http://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



Skupscina2018@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: [Skupscina2018@nlb.si](mailto:Skupscina2018@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.

Ljubljana, 09/04/2018

The Management Board of NLB d.d.