

Pursuant to the sixth paragraph of Article 304 of the Companies Act (ZGD-1), the Management Board of NLB d.d. hereby publishes

**the results of the voting at the 28th General Meeting of
NLB d.d , Trg republike 2, 1000 Ljubljana**

held on Friday 7/4/2017, at 3 p.m. at the headquarters of the company, Trg republike 2, 1000 Ljubljana.

The total number of NLB d.d. shares with voting rights represented at the General Meeting was 20,000,000 or 100 % shares with voting rights.

Notary public Miro Košak from Ljubljana attended the General Meeting which was chaired by Marko Jerič.

The sole shareholder of the NLB d.d., namely the Republic of Slovenia, represented by SLOVENSKI DRŽAVNI HOLDING, d.d., which holds 20,000,000 or 100% of the shares with voting rights, was present at the General Meeting.

ADOPTED RESOLUTIONS

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

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

After the voting, Blaž Brodnjak, Chief Executive Officer, established that 20,000,000 shares or 100% of the shares with voting rights voted in favour of the proposed resolution. Blaž Brodnjak established and stated that the resolution was validly passed, and handed over the chairing of the General Meeting of NLB d.d. to the elected Chair of the General Meeting of NLB d.d.

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 Chair of the General Meeting of NLB d.d. explained that this item was put on the agenda for the purpose of acknowledgement and that the material for this item had been submitted to the sole shareholder together with the convocation of the General Meeting of NLB d.d.

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.

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's d.d. 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 A discharge from liability is hereby granted to the members of Management Board of NLB d.d.:

- Blaž Brodnjak, Chief Executive Officer,
 - Archibald Kremser, Member,
 - Andreas Burkhardt, Member and
 - László Pelle, Member,
- for the business year 2016.

3.3 A discharge from liability is hereby 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,
- for the business year 2016.

The Chair of the General Meeting of NLB d.d. established that 20,000,000 or 100% of shares with voting rights were in favour of the proposed resolutions. The Chair of the General Meeting of NLB d.d. established and declared that the resolutions were validly passed.

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

The Chair of the General Meeting of NLB d.d. explained that this item was put on the agenda for the purpose of acknowledgement and that the material for this item had been submitted to the sole shareholder together with the convocation of the General Meeting.

5. Reporting in accordance with Article 38 of the AoA

The Chair of the General Meeting of NLB d.d. explained that this item was put on the agenda for the purpose of acknowledgement and that the material for this item had been submitted to the sole shareholder together with the convocation of the General Meeting.

6. Amendments of Articles of Association of NLB

A new Article 5.a shall be added after Article 5, which reads as follows:

(Authorisation to Transfer Shares)

Any transfer of the Bank's shares with which the Acquirer together with the shares held prior to such acquisition and the shares held by third parties on behalf of such Acquirer exceeds 25% (twenty-five percent) of voting shares, shall require a Bank's Authorisation.

The Authorisation to transfer the shares shall be granted by the Supervisory Board.

The Bank may refuse to grant Authorisation to Transfer Shares, if the Acquirer together with its shares held prior to the Acquisition and the shares held by third parties on behalf of such Acquirer exceeds 25% (twenty-five percent) of Bank's voting shares plus one share.

Notwithstanding the provision from the first paragraph of this Article, the Authorisation to Transfer Shares shall not be required, if the Acquirer acquires the shares on behalf of third parties, and as such it is not authorised to exercise their voting rights at its own discretion, while committing to the Bank that it shall not exercise the voting rights attached to these shares as instructed by a relevant third party on behalf of which these shares are held, if the Acquirer fails to receive from this party, together with instructions, a written undertaking stipulating that this party holds the shares for its own account and that at the same time it does not, directly or indirectly, hold more than 25% of the Bank's voting shares.

Without having applied for Authorisation to Transfer Shares or without having received the Bank's Authorisation the Acquirer exceeding 25% (twenty-five percent) of Bank's voting shares shall be able to exercise the voting rights of 25% (twenty-five percent) of its voting shares.

Article 20 of the NLB Articles of Association shall be changed in a way that the new wording reads as follows:

(Supervisory Board of the Bank)

The Supervisory Board of the Bank shall consist of (9) members, elected and recalled by the Bank's General Assembly from persons proposed by Shareholders or the Supervisory Board of the Bank.

Three thirds of the Supervisory Board members shall be independent professionals.

For the purpose of this article, persons shall be considered independent if:

- (a) They are 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;**
- (b) They have not in the past 24 (twenty four) months held a leading or managing position in any political party in the Republic of Slovenia.**

Candidates for Supervisory Board members shall add to their written presentation a statement in which they declare whether they meet the independence criteria in accordance with the Articles of Association.

For the purpose of this article, professionals are deemed natural persons who meet professional conditions for appointment as a member of the Supervisory Board of the Bank, as provided by the law regulating banking.

Only those natural persons may be elected as Supervisory Board members who meet the conditions and to whom no restrictions provided by the law regulating banking and other regulations apply.

The Supervisory Board of the Bank adopts the Rules of Procedure on the work of the Supervisory Board, which regulates in detail the principles, procedures and functioning of the Supervisory Board.

The Supervisory Board members are entitled to a remuneration for performing their function and/or attendance fees for their membership in the Supervisory Board of the Bank and the committees of the Supervisory Board of the Bank, which are determined in accordance with respective applicable resolution by the General Assembly of the Bank, and to reimbursement of travel expenses, daily allowances and accommodation costs up to the amount provided by the regulations governing reimbursement of costs related to work and other income not included in the tax base.

The Chair of the General Meeting of NLB d.d. established that 20,000,000 or 100% of shares with voting rights were in favour of the proposed resolution. The Chair of the General Meeting of NLB d.d. established and declared that the resolution was validly passed.

No actions of annulment were announced at the General Meeting of NLB d.d..