

ABANKA

Pursuant to the second paragraph of Article 295 of the Companies Act (hereinafter: the ZGD-1), valid legislation and Article 23 of Abanka d.d.'s Articles of Association, the Management Board of Abanka d.d., Slovenska 58, Ljubljana, hereby convenes the

33rd Annual General Meeting of Abanka d.d.,

to be held on Friday, 13 May 2016 at 11 am at the Bank's registered office at Slovenska cesta 58, Ljubljana

with the following items on the agenda:

1. Opening of the Bank's General Meeting, the establishment of a quorum and the appointment of the General Meeting's officers

Proposed resolution no. 1:

The Bank's General Meeting hereby appoints the following officers for the 33rd General Meeting of Abanka d.d.:

- | | |
|-------------------|---------------------|
| 1. chairman: | Tomaž Marinček |
| 2. vice-chairman: | Matevž Zgaga |

The resolution is proposed by the Management Board and the Supervisory Board.

2. Briefing of the General Meeting on Abanka d.d.'s annual report for 2015, and on the remuneration of members of the Management Board and Supervisory Board in 2015

Proposed resolution no. 2:

The General Meeting to be briefed on Abanka's annual report for 2015, and on the remuneration of members of the Management Board and Supervisory Board in 2015.

The resolution is proposed by the Management Board and the Supervisory Board.

3. Use of the distributable profit for the 2015 financial year and conferral of official approval on members of the Management Board and Supervisory Board for 2015

Proposed resolution no. 3.1:

The General Meeting of Abanka d.d. shareholders to be briefed on the distributable profit for financial year 2015 amounting to EUR 22,099,974.59 and consisting of the remainder of the net profit for financial year **2015** in the amount of EUR 19,248,861.18 and the retained earnings from previous financial years amounting to EUR 2,851,113.41.

The General Meeting of shareholders of Abanka d.d. resolves that until further notice the distributable profit of EUR 22,099,974.59 should remain undistributed as retained earnings.

Proposed resolution no. 3.2:

The General Meeting approves the work of the members of the Management Board of Abanka d.d.

Proposed resolution no. 3.3:

The General Meeting approves the work of the members of the Supervisory Board of Abanka d.d.

The resolutions are proposed by the Management Board and Supervisory Board.

4. Annual Report on Internal Auditing for 2015

Proposed resolution no. 4:

The Bank's General Meeting hereby adopts the Annual Internal Audit Report of Abanka d.d. for 2015, together with the opinion of the Supervisory Board.

The resolution is proposed by the Management Board and the Supervisory Board.

5. Election of members of the Bank's Supervisory Board

Proposed resolution no. 5.1:

The Bank's General Meeting to be briefed that Abanka d.d. Supervisory Board member Mr Janko Gedrih resigned from his position on 9 February 2016 and his term of office as member and chairman of the Supervisory Board was thereby terminated.

The Bank's General Meeting to be further briefed that the term of office of Abanka d.d. Supervisory Board member Mr Andrej Slapar expires on 30 May 2016.

Proposed resolution no. 5.2:

The Bank's General Meeting appoints **Mr Rok Pivk** to a four-year term as member of Abanka d.d.'s Supervisory Board, effective 13 May 2016.

Proposed resolution no. 5.3:

The Bank's General Meeting appoints **Mr Vid Leskovec** to a four-year term as member of Abanka d.d.'s Supervisory Board, effective 31 May 2016.

The resolutions are proposed by the Supervisory Board.

6. Amendments to Abanka d.d.'s Articles of Association

Proposed resolution no. 6:

The following changes to Abanka d.d.'s Articles of Association are adopted (notarial record drawn up by the notary public Nada Kumar, file no. SV 1574/2015 of 6 October 2015):

A new fourth paragraph is added to Article 25 of Abanka d.d.'s Articles of Association that reads: "If all of the Bank's shareholders are present or represented, the Bank's General Meeting may pass resolutions, notwithstanding the provisions of the law and these Articles of Association regarding the content, deadline and publication of the convening of the General Meeting, provisions regarding deadlines and the publication of amendments to the agenda of the General Meeting, and provisions regarding the majority required for the Bank's Management Board to adopt a decision to convene the General Meeting."

New third and fourth paragraphs are added to Article 33 of Abanka d.d.'s Articles of Association that read:

"A member of the Supervisory Board may resign from their function as such with a notice period that begins on the day the Management Board receives that member's written resignation and ends on the day a new member is elected to the Supervisory Board. In any case, the function of the resigning member of the Supervisory Board shall cease three months following their resignation, if the General Meeting has not elected a new member to the Supervisory Board during that period.

A member of the Supervisory Board may resign without notice in exceptional cases if objectively justified reasons are given (e.g. an extended period of illness, other extended absence or conflict of interest). Those reasons shall be stated in the member's resignation."

The sixth indent of Article 35 of Abanka d.d.'s Articles of Association is amended to read: "(6) definition of the annual work plan of the Internal Audit Department;".

The word "potential" is inserted between the text "due to the existence of a" and the text "conflict of interest" in the second paragraph of Article 44a of Abanka d.d.'s Articles of Association.

The period in the first paragraph of Article 48 of Abanka d.d.'s Articles of Association is replaced with a comma, and the text "the content of which is determined by the Supervisory Board." is added.

The second paragraph of Article 48 is deleted from Abanka d.d.'s Articles of Association.

The third paragraph of Article 48 of Abanka d.d.'s Articles of Association becomes the second paragraph, and is amended to read: "If so determined by the remuneration policy of the management body, which is adopted by the Bank's Supervisory Board and presented to the General Meeting accordingly, or which is adopted by the General Meeting, the members of the Management Board may participate in the Bank's distributable profit in an amount determined by the Bank's General Meeting."

The wording "according to the annual programme" is replaced by the wording "according to the annual work plan" in the first paragraph of Article 53 of Abanka d.d.'s Articles of Association.

The resolution is proposed by the Management Board and the Supervisory Board.

ABANKA

The materials for the General Meeting, including proposed resolutions, are accessible to shareholders at the Bank's registered office at Slovenska 58 in Ljubljana every business day from 9 am until the close of business, from the date of publication of the convening of the General Meeting until the conclusion thereof.

Abanka d.d.
Management Board of the Bank

Jože Lenič, MSc
President of the Management Board

Aleksander Vozel, MSc
Member of the Management Board

Matej Golob Matzele
Member of the Management Board