



NLB Group

Q1'16 investor presentation



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Overview of NLB Group

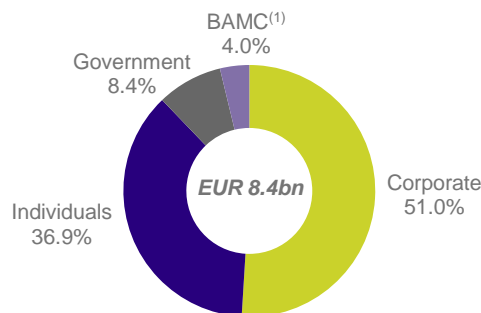
Key highlights

- ✓ **The largest banking and financial institution in Slovenia**
 - ✓ NLB is currently 100% owned by the Republic of Slovenia
 - ✓ Leading bank for retail and corporate clients in Slovenia, with ~710k active clients and ~24% market share by total assets
- ✓ **Active in 6 attractive markets in South-Eastern Europe**
 - ✓ 4 Top-3 banks and 1 Top-5 bank
- ✓ **Underwent substantial transformation since 2013, achieving turnaround in operational profitability and asset quality**
 - ✓ ~13% reduction in operating costs ('1Q13-'1Q16)
 - ✓ NPL ratio reduced from its peak in 2013 - 32.5% to 18.4% ('1Q16)
 - ✓ Trend of stable and positive performance for 9 consecutive quarters
- ✓ **Extensive distribution network of 375 branches (121 in Slovenia)**
- ✓ **Attractive dividend payout ratio (proposed 100% of 2015 NLB d.d. net profit)**

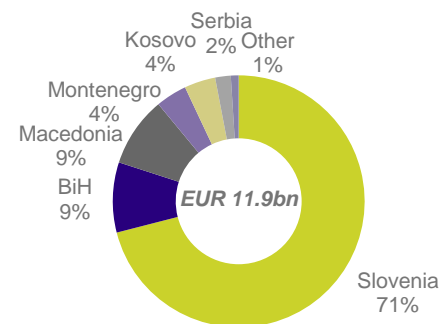
Key figures

Balance sheet (EURm)	Dec-15	Mar-16
Total assets	11,822	11,931
Loans to customers (gross)	8,351	8,336
Loans to customers (net)	7,088	7,106
Customer deposits	9,026	9,069
Total equity	1,423	1,482
P&L (EURm)	FY'15	Q1'16
Net interest income	340	80
Pre provision income	186	53
Net income	92	52
Key ratios (%)	Dec-15 / FY'15	Mar-16 / Q1'16
CET1 ratio	16.2%	16.3%
NPL ratio	19.3%	18.4%
NPL coverage ratio	72.2%	73.2%
ROE	6.6%	14.4%

Gross loans by customer (1Q16)



Total assets by country (1Q16)



NLB Group has undergone a **strategic transformation**

Transformed into a client-oriented institution, focus on core markets and return to profit

Where we were (2013)

- Balance sheet in 2013 amounted to EUR 12.5bn
- Significant losses through the period 2009 - 2013 (EUR -1.4bn in 2013)
- Total operating costs in 2013: EUR 0.3bn
- NPL ratio peaked at 32.5% (EUR 4.2bn)
- Equity and subordinated debt fully written down, no bail-in of depositors or senior debt holders
- EUR 1.6bn state aid and transfer of assets (EUR 2.2bn) to BAMC

Client-focused strategic transformation



Balance sheet reduction

Focusing on Core business activities and markets

Reduced complexity: divestment of several subsidiaries and participations

Improved cost discipline

Improved risk management policy and corporate governance

Emphasis on NPL recovery and improving asset quality

Where we are today

- Smaller, stronger balance sheet (~40% reduction since 2009 to EUR 11.9bn in 1Q 2016), asset quality continues to improve
- Returned to profit; 9 consecutive quarters of stable and positive net income growth
- Continued trend of growth in retail loans, positive trend also achieved in corporate loans on strategic markets
- Reduced costs by 13% ('1Q13-'1Q16)
- Cost of risk under control
- NPL ratio reduced to 18.4% (EUR 1.8bn) in 1Q 2016
- Strong capital (CET1 ratio at 16.3% in 1Q 2016) and liquidity position

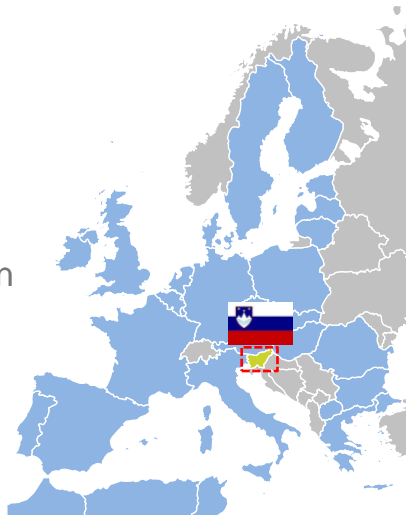


Slovenia macro and banking backdrop



Slovenia: Fully integrated into European institutions

- ✓ Member of the EU and the Eurozone
- ✓ Export-driven economy with value-added export goods
- ✓ Well educated labour force
- ✓ Solid Parliamentary support for coalition Government (in place until Sep-18)
- ✓ Improved sustainability of pension system
- ✓ Enacted labour market reform and balanced budget rule



EUR 39bn

Nominal GDP

2.9%

'15 real GDP growth

EUR 19k

GDP/capita vs EUR
11k CEE average⁽¹⁾

9.0%

'15 unemployment
rate

83%

Govt debt/GDP

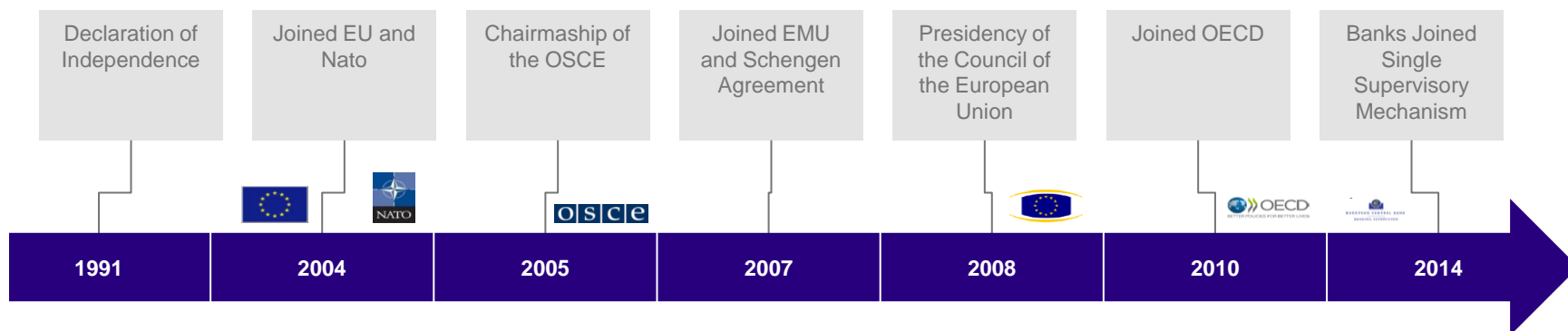
0.8% of GDP

'15 primary surplus

A-/BBB+

Sovereign rating (S&P/Fitch)

Recent milestones



NLB Group

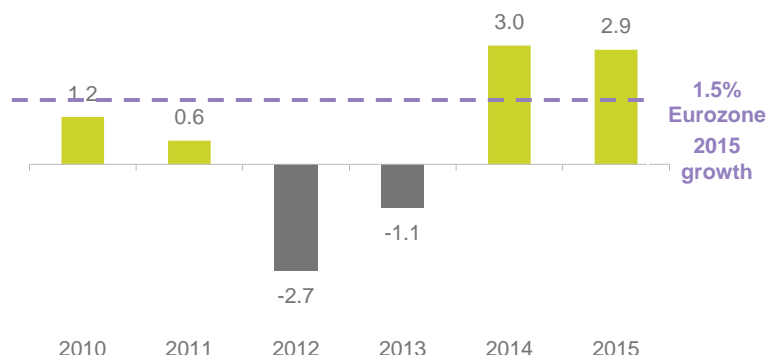
Source: Republic of Slovenia, IMF WEO as of Oct-15, Bloomberg as of 14-Apr-16

Note: All data for 31-Dec-15

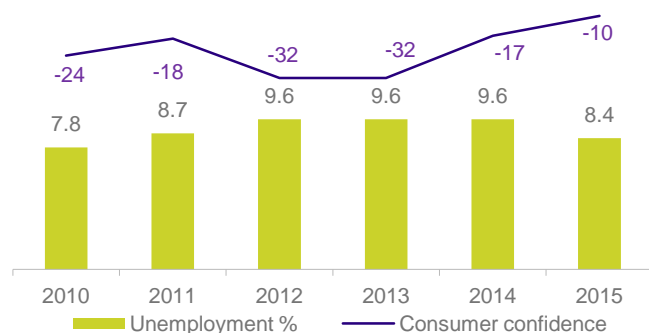
(1) CEE countries include Poland, Romania, Czech Republic, Slovakia, Hungary

Economy growing at 2.9% compared to 1.5% Eurozone growth

Real GDP growth



Unemployment and Consumer confidence⁽¹⁾



Macro Update

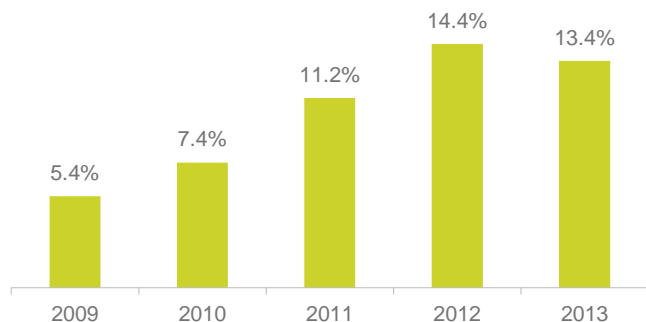
- Slovenian economy grew by 2.9% in 2015 – stronger than Eurozone average of 1.5%
 - Drivers included exports growth and continued increase in private consumption
- Economic recovery drove unemployment rate down by 110bps since 2013
- Consumer confidence increased by 27 points since its 2012 lows, reflecting into household consumption growth
- Current account surplus is at 7.3% of GDP reflecting the widening gap between saving and investment in recent years
- General Government deficit at 2.9% of GDP in 2015

Ambitious Reforms Achieved

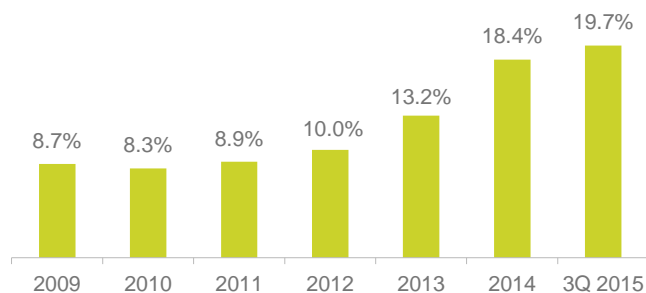
- Strengthened banks' balance sheets
- Improved sustainability of pension system
- Fiscal consolidation over medium-term via new enacted balanced budget rule
- Bank Asset Management Company managing assets and orderly deleveraging companies
- Banking sector CET1 ratio increased to all time high (19.7% in 3Q 2015)

Slovenian banking sector turnaround

NPL (+90dpd) ratio evolution



CET1 ratio evolution



Overview of 2013 extraordinary measures

- Significant contraction of economic activity since 2009 paired with high indebtedness of corporate sector drove NPLs to unprecedented levels
- Asset Quality Review (AQR) undertaken in 2013 identified EUR 3.2bn capital shortfall at banks of systemic importance
- Extraordinary measures included:
 - write-off of existing shareholders and holders of subordinated instruments
 - capital increase by RoS - 100% state ownership of banks (NLB, NKBM, Banka Celje and Abanka)
 - transfer of EUR 3.3bn non-performing claims⁽¹⁾ to State-owned Bank Asset Management Company (BAMC), leading to substantial losses for local banks

Developments after extraordinary measures

- Banking system under supervision of ECB since Nov-14
- Minor capital shortfalls under adverse scenario were identified during the 2014 ECB stress test and AQR
- NKBM sale completed
- Abanka and Banka Celje subsequently merged
- Liquidation of small banks Probanka and Factor banka completed in 2016



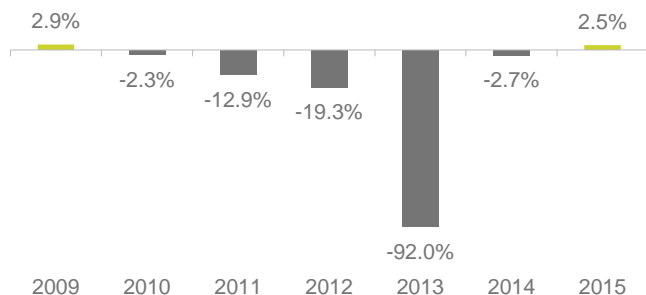
NLB Group

Source: Bank of Slovenia, European Commission, Press, BAMC

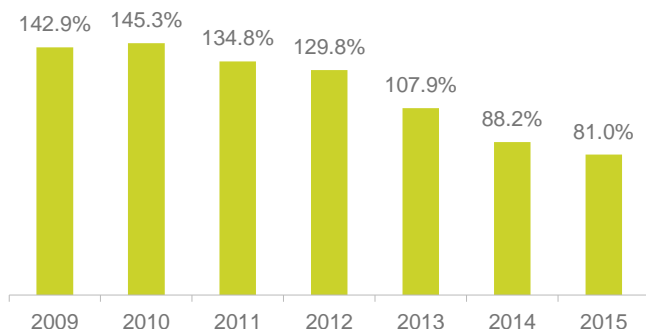
Note: (1) EUR 3.3bn total exposure included equity claims and performing assets

Slovenian banking sector turnaround (cont'd)

RoE evolution⁽¹⁾



L/D ratio evolution



Strengthened Banking System

- Profitability of Slovenian banking sector returned to positive levels in 2015
- NPE ratio (according to the harmonized definition of EBA) decreased to 10.8%, as a consequence of active NPE management by local banks⁽²⁾
- L/D ratio decreased by ~60% since 2010 as a result of stricter loan policies, low demand for loans and “cash-rich” retail and corporate sector
- ECB pressures on capital ratios, in light of Basel III requirements, strengthen the CET1 ratio to all time high (19.7% in 3Q 2015)
- Established Bank Resolution Fund (banks already contributed EUR 191m funds)



NLB Group

Source: Bank of Slovenia, European Commission, Press

Note: (1) Based on Equity and Reserves

(2) NPE ratio (according to EBA definition) as of March 2016; for NLB d.d. stood at 11.6% as of March 2016



Investment highlights



Key highlights of NLB Group

Largest bank in Slovenia and a strong player in selected SEE markets

1

The largest banking and financial group in Slovenia

- 121 branches and 23.8% market share in Slovenia (by total assets)
- Largest provider of banking services in Slovenia as well as a leading asset management, pensions and life insurance provider
- Direct supervision by the ECB since 2014

2

A strong player in selected SEE markets

- Present in 6 attractive SEE markets, through an extensive network of 375 branches
- 6 banking subsidiaries out of which 4 have more than 10% market share in their local market
- All banking subsidiaries profitable and funding-independent
- Strong GDP growth, above Eurozone average, anticipated in all markets

3

Strong business and financial performance

- 9 consecutive profitable quarters since 2014, on the back of a reduced balance sheet
- NPLs significantly reduced (from its peak in 2013 - 32.5% to 18.4% in 1Q 2016), with improved coverage
- Stable and diversified funding base with LTD < 80%
- Strong capital position in 1Q 2016, comfortably exceeding regulatory thresholds

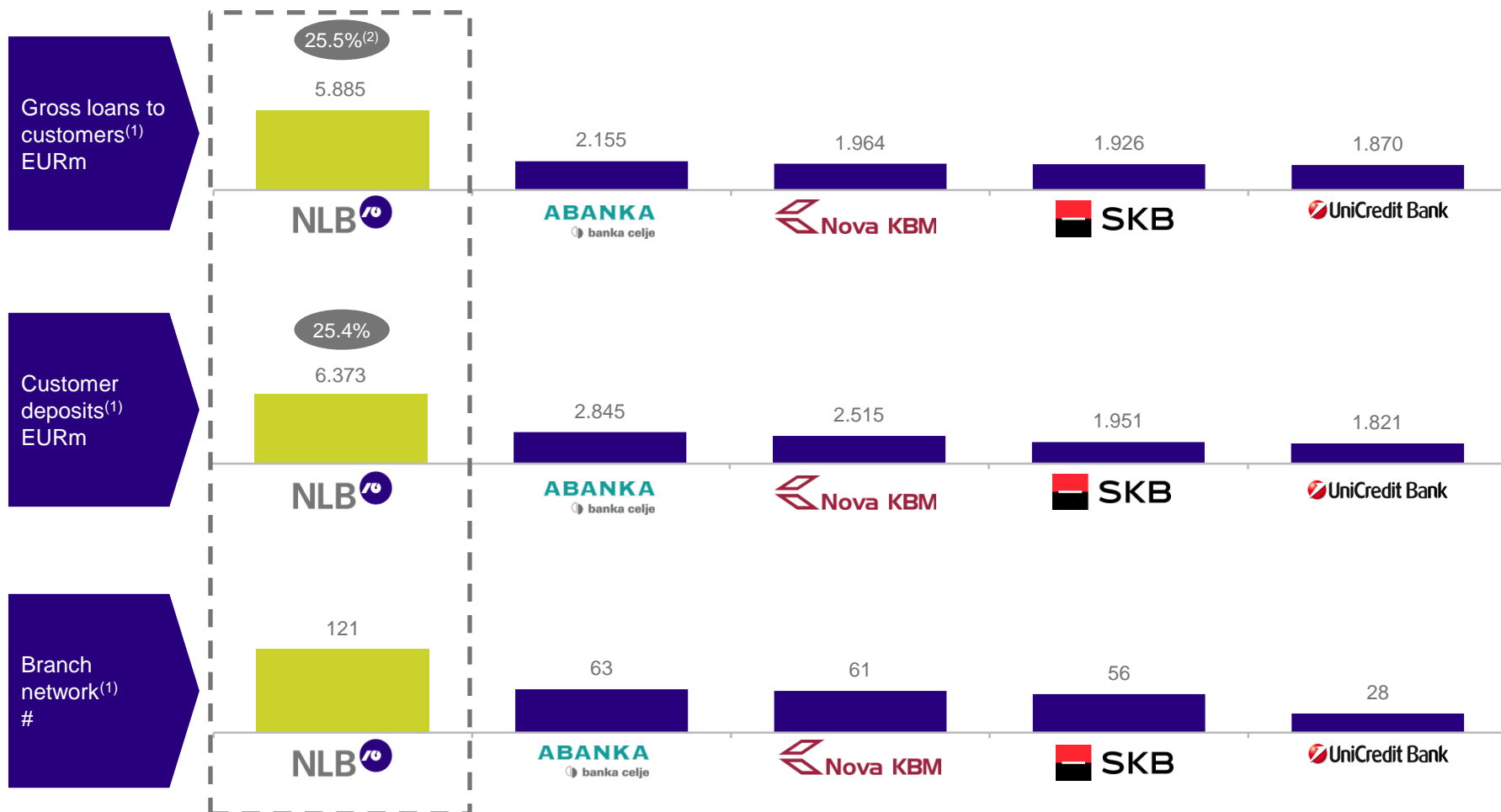
4

A clear focus on the core markets

- Controlled exit from non-core markets and activities
- Aiming at top positions in selected banking markets and segments
- Full compliance with EC Restructuring Plan commitments

1 Dominant player in the Slovenian market

Market leader across products in Slovenia



%

Market share as of 1Q 2016



Source: Financial reports

Note: (1) Data for NLB as at 1Q 2016, other banks as at 31.12.2015

(2) Calculated based on net loans

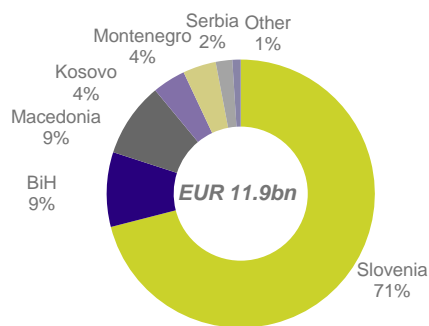
2 Targeting countries with attractive growth prospects

Top position in selected SEE countries

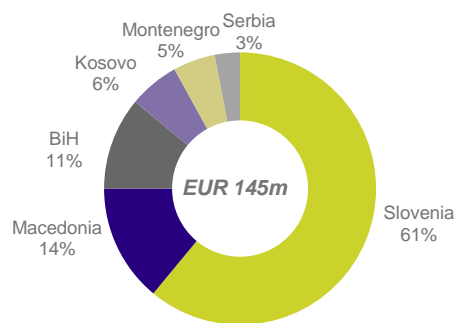
NLB Group footprint

- NLB Group is the largest Slovenian banking and financial group
- NLB Group operates in Slovenia and 5 core SEE countries
- 6 banking subsidiaries out of which 4 have more than 10% market share in their local market
- Extensive network with 375 branches in Slovenia, Macedonia, Bosnia and Herzegovina, Montenegro, Serbia and Kosovo
- ~1.8m active clients served by NLB Group

Focused on core countries...

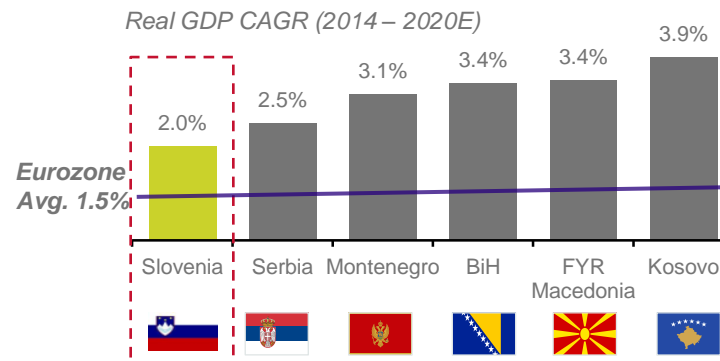


Total Assets by Country (1Q 2016)



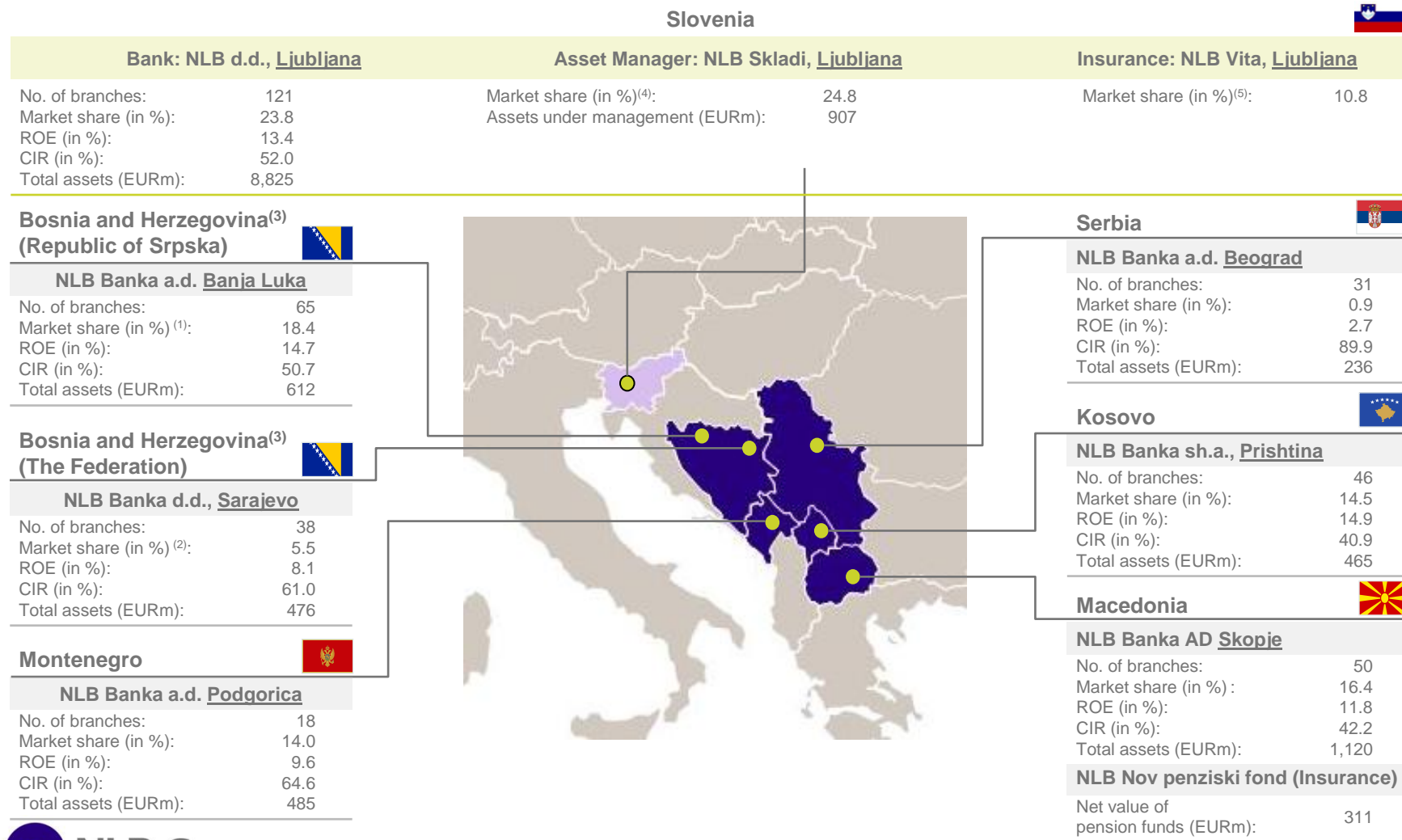
Revenues by Country (1Q 2016)

... With strong economic growth



2 Top position in target SEE countries

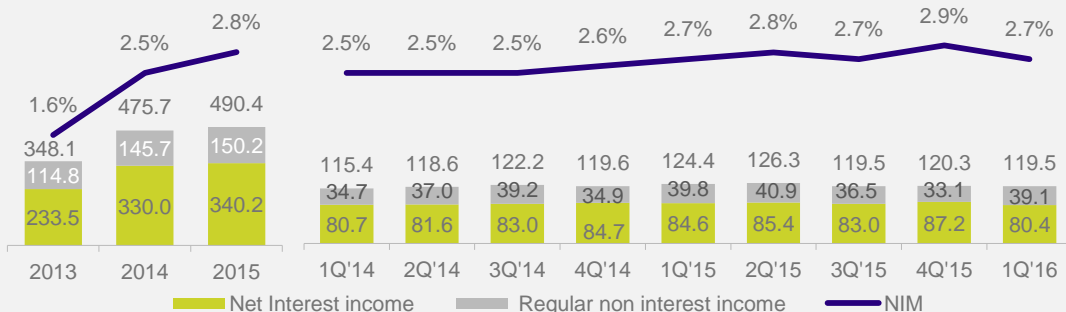
Core markets: Slovenia, BiH, Macedonia, Montenegro, Kosovo and Serbia



3 Successful business transformation

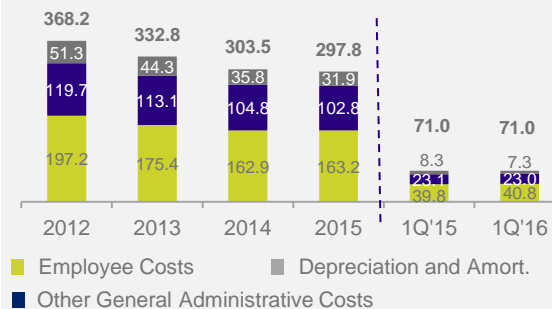
Profitability driven by positive trend in SEE and cost discipline.

Net Interest Income (EURm), Regular ⁽¹⁾ Non-Interest Income (EURm) and Interest Margin



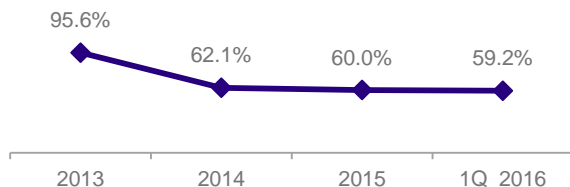
- **Interest margin** – in 1Q 2016 remained at the same level as in the same period of last year, with core group members off-setting the decline in interest margin in Slovenia. Compared to 4Q 2015 interest margin decreased by 20 b.p.
- **Net interest income** – accounted for 65% of the total revenue of NLB Group

Costs (EURm)

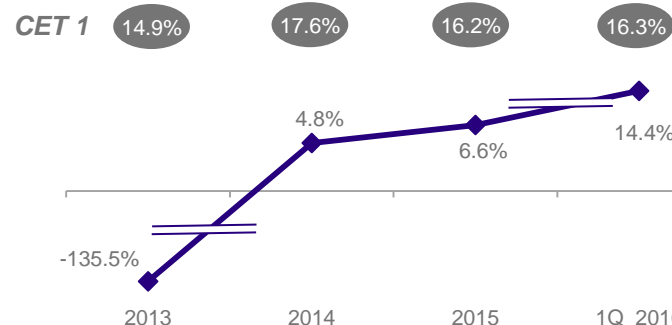


- **Overall the cost** remained stable in 1Q 2016.
- **Reduction in all non-labour costs.**

Cost to Income ratio reduction ⁽¹⁾



Return on Equity (RoE)



Source: NLB Group Annual and Interim Reports

Note: Data for NLB Group

(1) Adjusted for non-recurring revenues and restructuring costs

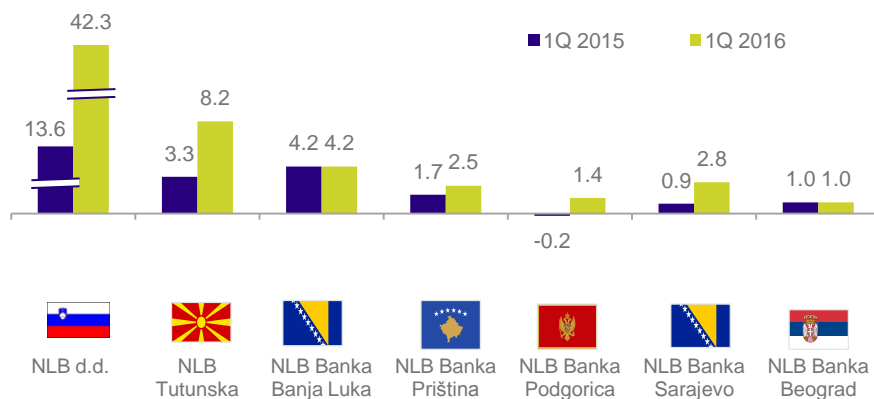
3 Improving net profit

Positive performance continued and enhanced in 1Q 2016

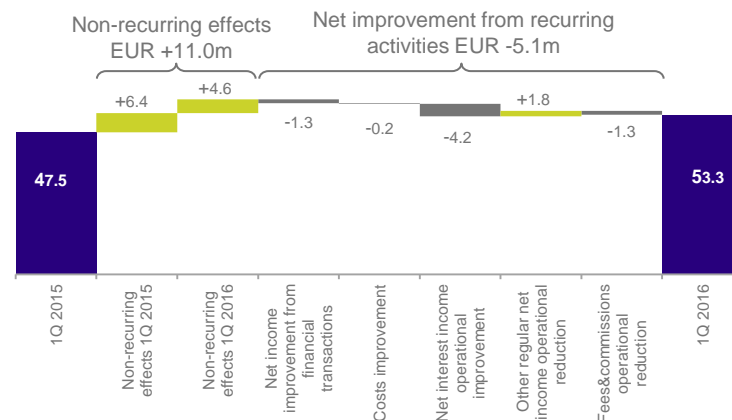
Positive performance continued in 1Q 2016

- Continued trend of stable and profitable Group operations
- In 1Q 2016, NLB Group generated **EUR 52.1m** of profit after tax (**109% increase YoY** primarily due to significantly lower net cost of risk)
- All core bank subsidiaries** profitable in 1Q 2016

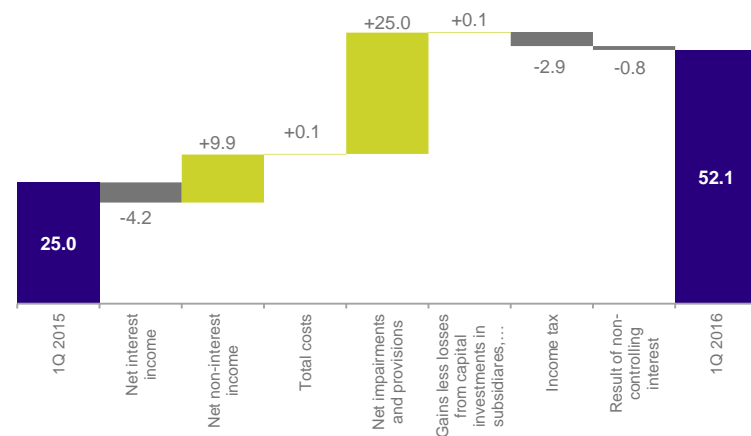
Performance of core banking subsidiaries on standalone basis (EURm)



Profit before impairments and provisions YoY (EURm)



Net Profit of NLB Group YoY (EURm)



NLB Group

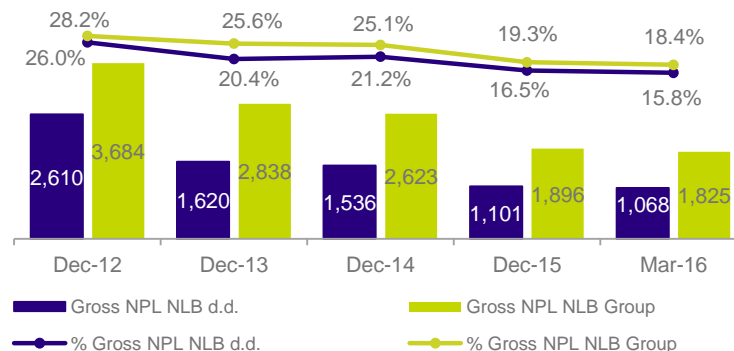
Source: NLB Group Annual and Interim Reports
Note: All data for NLB Group

3 NLB has driven a turnaround in asset quality

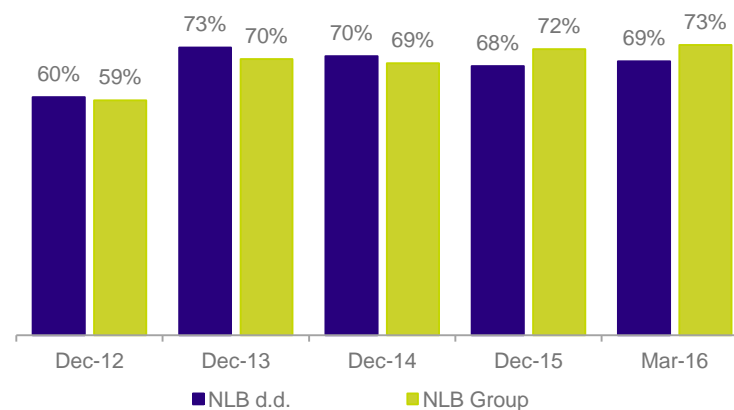
Further improvements expected from portfolio management and economic recovery

- **Reduction** of NPLs remains a **key focus**
 - Gross NPLs reduced in 1Q 2016 by EUR 33m in NLB d.d. and by EUR 71m at the Group level
 - **Further positive momentum expected** through continued active portfolio management and the impact of economic recovery
- NPLs are **adequately covered**
 - Coverage ratio reached 69.1% in 1Q 2016 for NLB d.d. due to sales at a discount, write-offs, repayments and cashed collateral; 73.2% at Group level
- **Active approach** to NPL management
 - Strong emphasis on restructuring (64.9% and 57.6% of NPLs in restructuring process in NLB d.d. and NLB Group, respectively)
 - Other NPL management tools include: debt collection, seizure of collateral, sale of claims, active marketing of pledged assets and write-off of unrecoverable debt

Share and amount of NPLs (% , EURm)

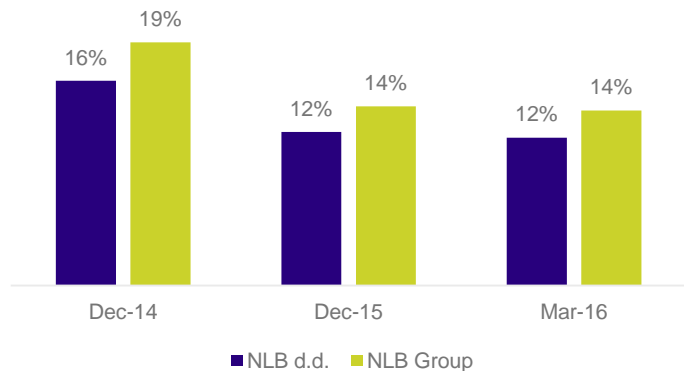


NPL coverage (%)⁽²⁾

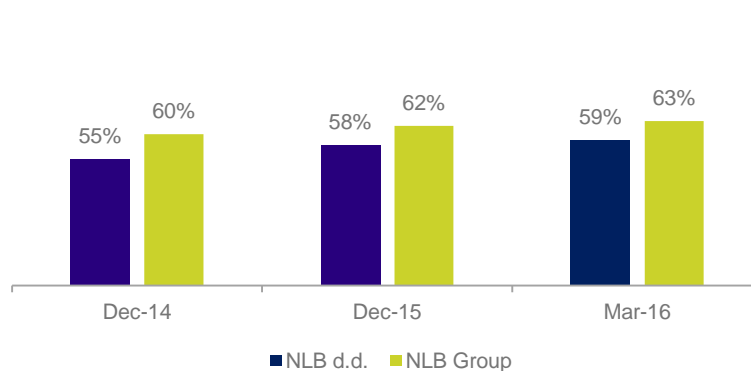


3 NLB has driven a turnaround in asset quality (cont'd)

NPE ratio (non-performing exposures by EBA definition) ⁽¹⁾

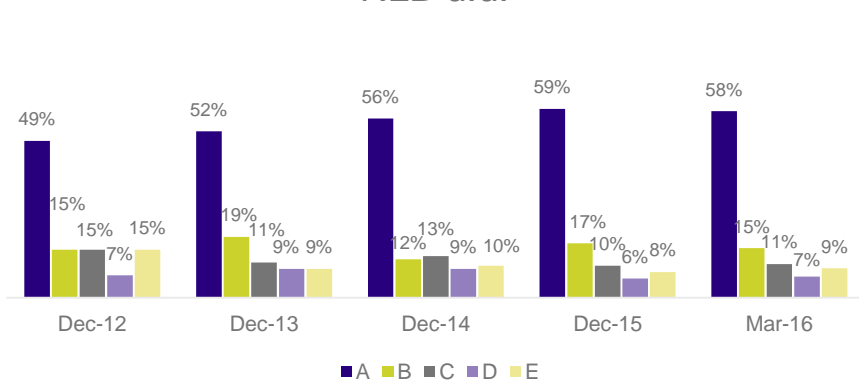


NPE coverage ratio ⁽²⁾

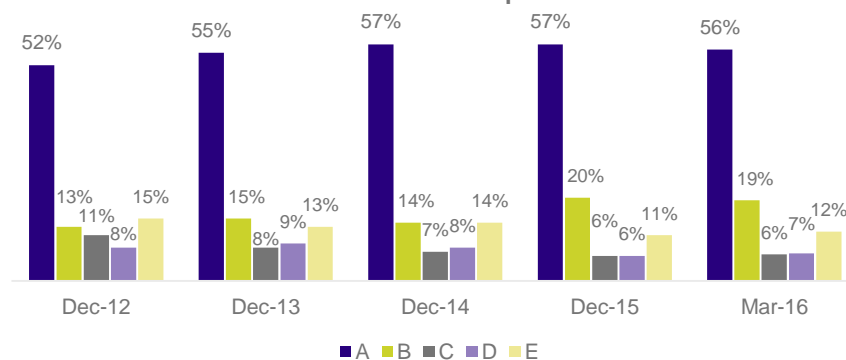


Improving structure of credit portfolio (on- and off-balance sheet) by client credit ratings

NLB d.d.



NLB Group



NLB Group

Source: Company disclosure

Note: (1) NPE ratio for Slovenian banking system for 2015 was 11.3%, for 1Q 2016 10.8%

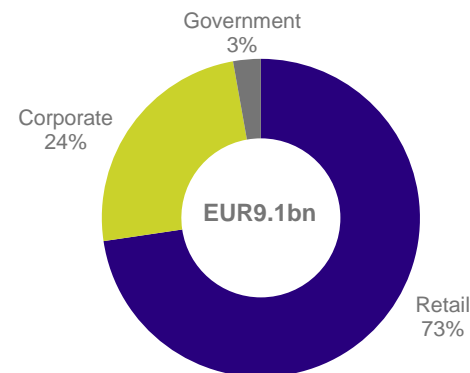
(2) Bank of Slovenia does not publish NPE coverage ratio for the Slovenian banking system; NPE coverage ratio is calculated based on NLB definition as Total Provisions for Non-Performing Exposures over NPE

3 Well capitalised and self-funded franchise

Solid capital position with large and stable deposit base

- **Strong retail franchise provides a stable and price insensitive deposit base**
 - L/D ratio at 75%
- **Core deposit base complemented by established wholesale markets profile**
 - Limited wholesale funding needs but continuous monitoring of wholesale markets
 - 1 international public bond outstanding (senior)
 - Long lasting relationships with international banks and FIs
- **Highest quality CET1 capital at Group and Bank level**
 - Immaterial impact of DTAs
 - 2015 CET1 ratio was affected by higher risk weighting of SEE sovereign exposures⁽¹⁾

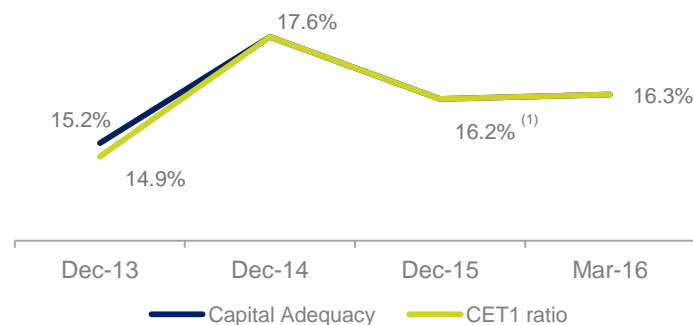
Customer deposits (31-Mar-16)



Total Liabilities & Equity for NLB Group

	31-Dec-14		31-Dec-15		31-Mar-16	
	EURm	%	EURm	%	EURm	%
Customer deposits	8,949	75.1%	9,026	76.3%	9,069	76.0%
ECB Funding	120	1.0%	120	1.0%	120	1.0%
Bank Borrowings	794	6.7%	609	5.2%	596	5.0%
Other Liabilities	318	2.7%	311	2.6%	330	2.8%
Debt Securities	360	3.0%	305	2.6%	305	2.6%
Equity	1,369	11.5%	1,450	12.3%	1,511	12.7%
Total	11,910	100.0%	11,822	100.0%	11,931	100.0%

NLB Group capital ratios (%)



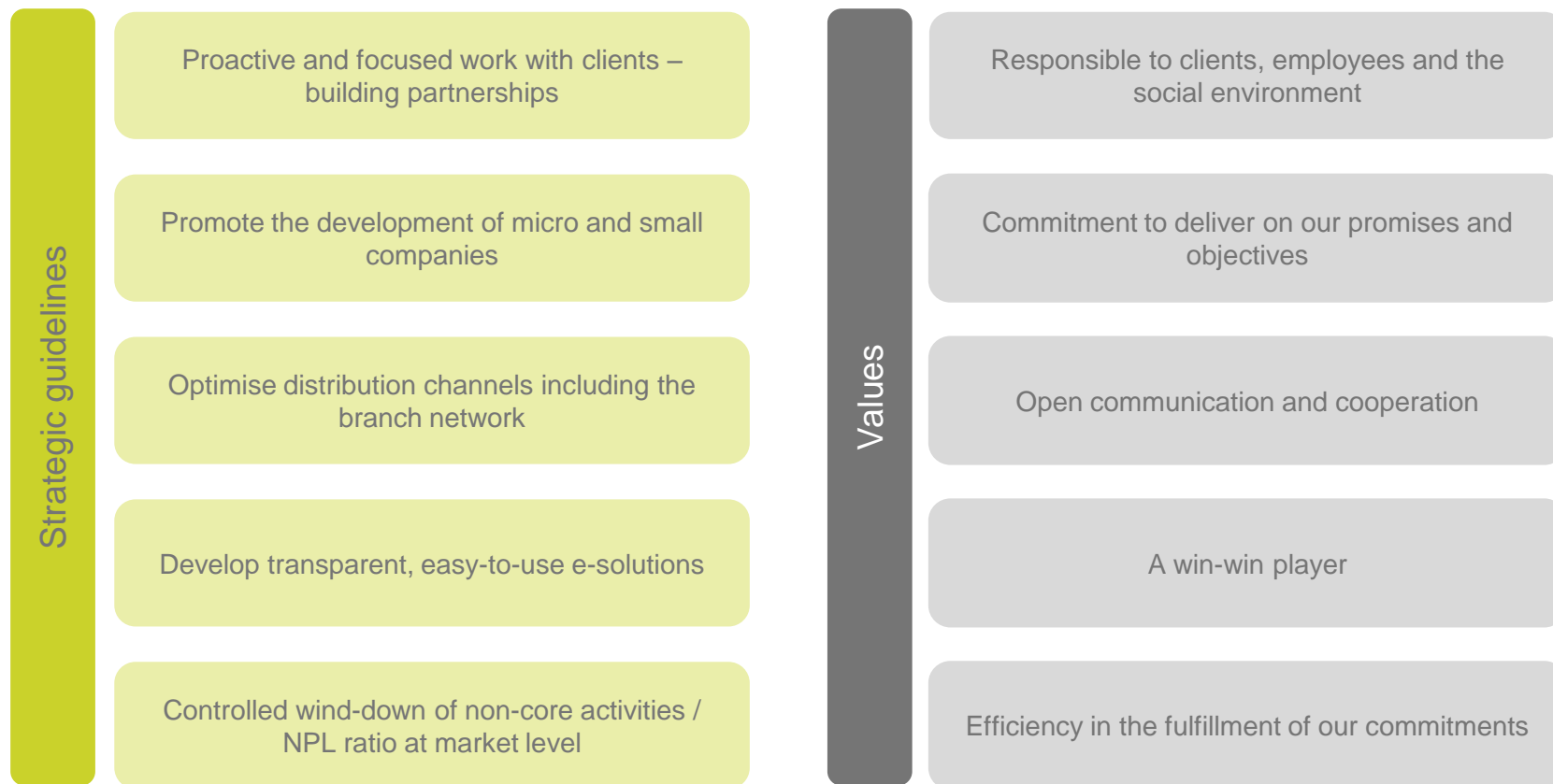
Source: NLB Group Annual and Interim Reports

Note: For capital adequacy and CET1 ratio calculation the result and dividends of 2015 is already included

(1) The decrease is mainly a result of an increase in RWA as a consequence of regulatory changes at the beginning of 2015 concerning the use of weights for investments in securities of the SEE countries (from 0% to 100%).

3 Clear strategic direction of NLB Group

Improving efficiency and accessibility of services and creating shareholders value



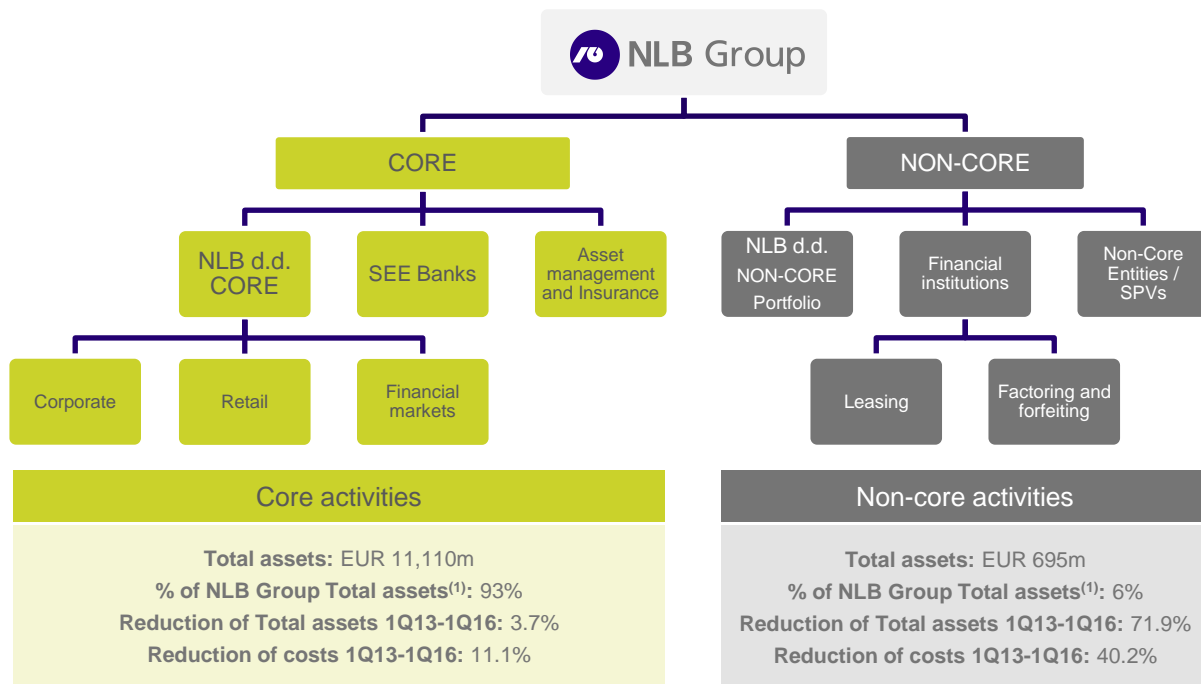
NLB Group

Source: NLB Group Annual and Interim Reports

4 Focusing the NLB Group's operations

On core markets and divestments on non-core segments

- Clear separation of **core** and **non-core markets and activities** implemented early in 2013
- **Core activities include:** banking, asset management and life/pension insurance activities
- **Core markets are Slovenia** and those where the Group is present with its banking operations
 - **Future activities will be focused on core markets and activities**
 - By **YE'2020** NLB Group will have **exited** most of its non-core business activities



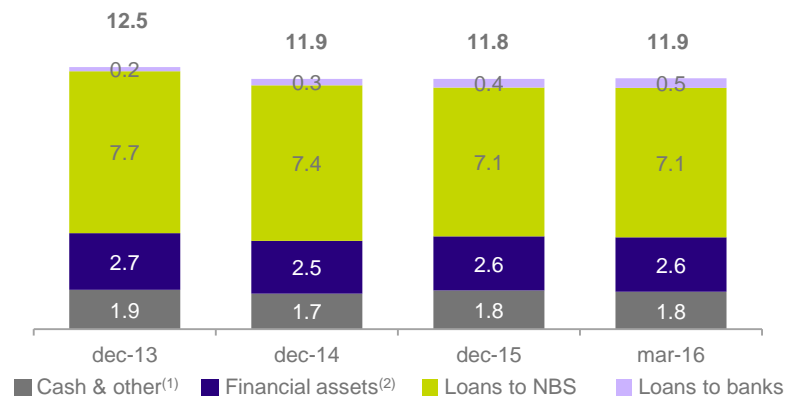
4 Right-sizing the balance sheet

Operational optimisation, focus on core markets and EC commitments

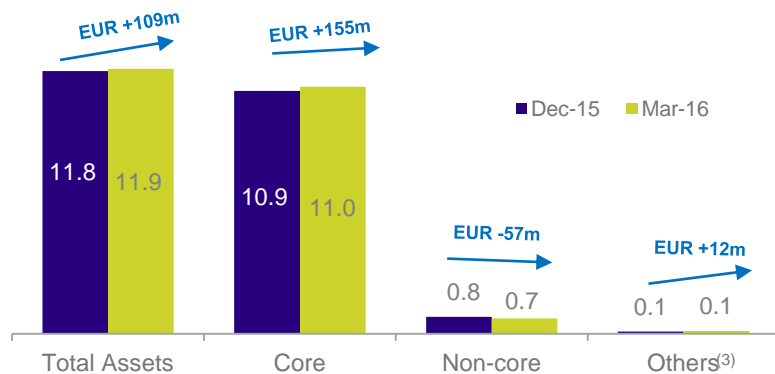
Balance Sheet

- Total assets of the NLB Group increased to EUR 11.9bn at the end of March 2016, 1% higher compared to the end of 2015. Stable growth in retail loans and corporate loans on strategic markets continued.
- Active reduction of the non-core investment portfolio; with non-core assets down by 7.6% in 1Q 2016, to EUR 695m.

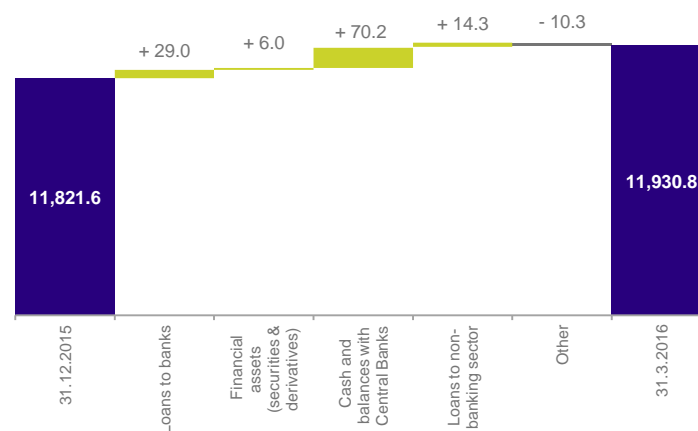
Total assets of NLB Group (EURbn)



Total assets Core and Non-Core (EURbn)



Change in NLB Group assets in 1Q 2016 (EURm)



4 Managing EC state aid commitments

- ✓ NLB restructuring plan agreed with EC, to be completed by 31 December 2017
- ✓ KPMG is acting as the Monitoring Trustee for the commitments made to the EC
- ✓ RoS committed to the reduction of its shareholding in NLB to 25% plus one share by the end of 2017

		<i>Status</i>
Restructuring commitments	▪ Reduction of the balance sheet	Ongoing
	▪ Reduction of OPEX	✓
	▪ Divestment of several subsidiaries and participations	Ongoing
	▪ Reduction of credit business in several sectors	✓
	▪ Restrictions on business with foreign clients, risk management and credit policies	✓
Behavioural commitments	▪ NLB must pay dividends at the lower of : <ul style="list-style-type: none"> ▪ 50% (until 2017) or 100% (in 2018) of the excess capital above the minimum capital requirement⁽¹⁾ plus a capital buffer of 100bps; or ▪ Net income for the relevant year 	✓
	▪ Acquisition ban	✓



NLB Group

Note:: (1) Applicable minimum capital requirement on the consolidated level (including Pillar 1 and 2)

All commitments are in force until end 2017 except dividend commitment (until 2018 payout) and reduction of RoS shareholding in NLB



Additional data



Key financial data and performance

NLB Group

- Sustainable profitability of NLB Group demonstrated by trend of stable and positive performance for 9 consecutive quarters
- Well capitalised and self-funded franchise (price insensitive and stable deposit funding)
- Optimisation of cost efficiency remains one of the key priorities
- Significant progress with balance sheet cleanup demonstrated with 1Q 2016 provision reversals

					YoY	
(EURm, IFRS)	2013	2013 (without extraordin. measures)	2014	2015	1Q 2015	1Q 2016
Net Interest Income	234	234	330	340	85	80
Total Income	61	348	511	483	119	124
Operating Costs	333	333	304	298	71	71
Result Before Provisioning	(272)	16	208	186	48	53
Provisions	1,070	1,070	141	83	21	(4) ⁽²⁾
Profit Before Tax	(1,369)	(1,081)	69	107	28	58
Profit After Tax	(1,442)	(1,154)	62	92	25	52
(EURm, IFRS)	2013	2013 (without extraordin. measures)	2014	2015	1Q 2015	1Q 2016
Net Customer Loans	7,744	-	7,415	7,088	7,439	7,106
Customer Deposits (incl. government)	8,261	-	8,949	9,026	8,636	9,069
Total Assets	12,490	-	11,909	11,822	11,593	11,931
Shareholders' Equity	1,247	-	1,343	1,423	1,376	1,482
(%, IFRS)	2013	2013 (without extraordin. measures)	2014	2015	1Q 2015	1Q 2016
Cost Income Ratio		95.6%	59.4%	61.6%	60.0%	57.1%
ROA a.t.	(10.5%)	-	0.5%	0.8%	0.8%	1.7%
ROE a.t.	(135.5%)	-	4.8%	6.6%	7.4%	14.4%
CET1 Ratio	14.9%	-	17.6%	16.2%	15.7%	16.3%



Source: NLB Group Annual and Interim Reports

Note: (1) Data for 2013 and 2014, 2015 are not comparable, because of a new capital requirements directive (Basel III) came into force on 1.1.2014

(2) NLB Group released EUR 3.8m of impairments and provisions of which the majority referred to loan impairments and provisions

Key financial data and performance (cont'd)

NLB d.d.

- Profitability of NLB d.d. in 2014, 2015 and 1Q 2016 is a sign of stabilised operations, successful restructuring and the Bank's active return on the market in all segments: retail operations, SME and large corporate operations

					YoY	
(EURm, IFRS)	2013	2013 (without extraordin. measures)	2014	2015	1Q 2015	1Q 2016
Net Interest Income ⁽¹⁾	157	157	227	208	55	46
Total Income	(28)	259	369	327	86	87
Operating Costs	212	212	193	187	45	45
Result Before Provisioning ⁽¹⁾	(241)	47	176	140	41	42
Provisions	1,226	1,226	93	88	27	(3)
Profit Before Tax	(1,467)	(1,179)	83	52	14	45
Profit After Tax	(1,540)	(1,253)	82	44	14	42
(EURm, IFRS)	2013	2013 (without extraordin. measures)	2014	2015	1Q 2015	1Q 2016
Net Customer Loans	6,129	-	5,700	5,221	5,703	5,202
Customer Deposits (incl. government)	5,748	-	6,300	6,298	6,002	6,373
Total Assets	9,507	-	8,886	8,707	8,577	8,825
Shareholders' Equity	1,094	-	1,205	1,242	1,224	1,291
(%, IFRS)	2013	2013 (without extraordin. measures)	2014	2015	1Q 2015	1Q 2016
Cost Income Ratio		81.9%	52.4%	57.2%	52.6%	52.0%
ROA a.t.	(14.2%)	-	0.9%	0.5%	0.6%	1.9%
ROE a.t.	(153.6%)	-	7.0%	3.6%	4.5%	13.4%
CET1 Ratio	16.6%	-	22.7%	22.6%	22.7%	22.9%