

Pursuant to Articles 281 and 295 of the Companies Act (ZGD-1) and Article 13 of the Articles of Association of Nova Ljubljanska banka d.d., Ljubljana, the Management Board and Supervisory Board of Nova Ljubljanska banka d.d., Ljubljana, hereby convene

# the 11<sup>th</sup> General Meeting of Shareholders of Nova Ljubljanska banka d.d., Ljubljana,

which will be held on 28 June 2006, at 1 p.m. in the Conference Hall on the ground floor of the Bank's office building at Trg republike 3 in Ljubljana.

## Agenda:

### 1. Opening

### 2. Establishment of quorum and confirming the presence of Notary Public Miro Košak from Ljubljana, who will take the minutes

### 3. Election of the bodies:

#### Proposed resolution:

The General Meeting of Shareholders hereby appoints:

- Members of the Credentials Committee: Mojca Zajc and Laura-Delphina Senica.

### 4. Informing the General Meeting of Shareholders of the annual report for the business year 2005 and the report of the Supervisory Board of Nova Ljubljanska banka d.d., Ljubljana

#### Proposed resolution:

The General Meeting of Shareholders hereby acknowledges the annual report for the business year 2005 and the report of the Supervisory Board of Nova Ljubljanska banka d.d., Ljubljana.

### 5. Proposed distribution of balance sheet profits, and granting a relief to the Management Board and the Supervisory Board

#### Proposed resolution:

The balance sheet profit generated by Nova Ljubljanska banka d.d. Ljubljana in 2005, amounting to SIT 5,816,965,705.21, shall be used as follows:

- SIT 4,653,518,964.16 shall be distributed to the Bank's shareholders entered in the share register as at the end of the day on which the General Meeting of Shareholders is concluded, which represents a gross amount of SIT 605.76 SIT per share. The Bank's liability to the shareholders shall fall due on 30 September 2006.
- A portion amounting to SIT 1,163,446,741.05 shall be allocated to other reserves from profit.

The amount of profit allocated to increasing profit reserves shall be adjusted to the part of the balance sheet profit under the first indent hereunder which relates both to the difference resulting from rounding dividend per share to two decimals and to any payment for own shares of Nova Ljubljanska banka d.d. Ljubljana.

The General Meeting of Shareholders of Nova Ljubljanska banka d.d., Ljubljana hereby grants a relief to the Management Board and Supervisory Board for the business year 2005.

### 6. Retained profit arising from the transition to the IFRS

#### Proposed resolution:

The General Meeting of Shareholders hereby establishes that the retained profit arising from the transition to the IFRS amounts to SIT 39,895,000,000.00 and is posted to account 9045 and that, according to this resolution, such a profit is not subject to distribution to shareholders or other persons, and agrees that it remains undistributed. In line with the Bank of Slovenia's Decision on capital adequacy of banks and savings banks, such a profit thus remains an element of the Bank's capital and is, as such, taken into account in the calculation of the Bank's capital adequacy.

### 7. Proposed amendments to the Articles of Association of Nova Ljubljanska banka d.d., Ljubljana

#### Proposed resolution:

The General Meeting of Shareholders of Nova Ljubljanska banka d.d., Ljubljana hereby adopts the amendments and supplements to the Articles of Association of Nova Ljubljanska banka d.d., Ljubljana, in the wording which is a constituent part hereof.

### 8. Authorisation to the Supervisory Board to recalculate the amounts of the share capital and authorised capital from tolar into euros

#### Proposed resolution:

The General Meeting of Shareholders of Nova Ljubljanska banka d.d., Ljubljana, hereby authorises the Supervisory Board of Nova Ljubljanska banka d.d., Ljubljana, that it, on the day euro is introduced as the legal tender in the Republic of Slovenia, recalculates the amount of the share capital and the amount of the authorised capital, specified in the Articles of Association of Nova Ljubljanska banka d.d., Ljubljana, from tolar into euros at the officially fixed exchange rate.

### 9. Election of the substitute members of the Supervisory Board

#### Proposed resolution:

The General Meeting of Nova Ljubljanska banka d.d., Ljubljana, hereby finds that the members of the Supervisory Board Andrijana Starina Kosem, Christian Defrancq, Marko Rus and Andre Bergen resigned.

Two new members of the Supervisory Board are hereby appointed to their positions, namely Katja Božič, John Arthur Hollows, Tomaž Rotar and Jan Vanhevel who shall hold these positions until the expiry of the terms of office of the members of the Supervisory Board appointed at the 10<sup>th</sup> regular General Meeting of Nova Ljubljanska banka d.d., Ljubljana.

### 10. Appointing the auditor for the 2006 audit of operations

The General Meeting of Shareholders of Nova Ljubljanska banka d.d., Ljubljana, hereby appoints the auditing house PricewaterhouseCoopers d.o.o., Ljubljana, the auditor of Nova Ljubljanska banka d.d., Ljubljana, for the year 2006.

### 11. Internal Audit's Annual Report for 2005

#### Proposed resolution:

The General Meeting of Shareholders hereby acknowledges the Annual Report for the 2005 business year and the opinion of the Supervisory Board of Nova Ljubljanska banka d.d., Ljubljana.

### 12. Any other business

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Pursuant to Article 286 of the Companies Act, the resolutions under items 9 and 10 are proposed by the Supervisory Board, and all other resolutions by the Supervisory Board and the Management Board acting together.

All shareholders entered in the share register kept by KDD-Centralna klirinško depotna družba, d.d., Ljubljana (Central Securities Clearing Corporation) as of the day of submitting the application and by the end of the General Meeting of Shareholders shall have the right to vote at the General Meeting of Shareholders provided that they have, either personally or through a proxy or a legal representative, submitted a written application for their participation at the head office of Nova Ljubljanska banka d.d., Ljubljana, Trg republike 2, 1520 Ljubljana during the period from the publication of this convocation to 25 June 2006 including. Applications will be admissible if they are received by the Bank's Secretariat by 26 June 2006 including.

The shareholders will receive the confirmations of the number of their shares by post.

The proxies representing the shareholders shall, during the same period, apply with proxy forms.

Votes shall be made either personally or by proxy or legal representative. Proxy forms must be submitted to the Bank in writing and must, in the case of natural persons, contain the name, surname and address of both the issuer of authorisation and the proxy, place and date of issue and the issuer's signature and, in the case of legal entities, along with the place and date of issue, also the name, surname and address of the proxy, as well as the firm name and the head office of the issuer, together with the signatures of its legal representatives. Legal representatives of natural or legal persons must, on the day of the General Meeting of Shareholders, 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 seven days.

Well-founded proposals for the adoption of resolutions and other materials on the basis of which resolutions will be passed within individual items on the agenda will be available from the day of publishing this convocation on, at the Secretariat, Nova Ljubljanska banka d.d., Ljubljana, at Trg republike 2, Ljubljana, on working days from 8 a.m. to 2 p.m., and on the [www.nlb.si](http://www.nlb.si) website.

Ljubljana, 26 May 2006

Management Board of Nova Ljubljanska banka d.d. Ljubljana  
and Supervisory Board of Nova Ljubljanska banka d.d. Ljubljana