

**PUBLICATION OF THE AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT THE 12<sup>TH</sup> GENERAL MEETING OF SHAREHOLDERS OF NLB D.D., LJUBLJANA**

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

**the 12<sup>th</sup> General Meeting of Shareholders of NLB d.d., Ljubljana,**

which will be held on 30 August 2007, 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:**

**Draft resolution:**

The General Meeting of Shareholders hereby appoints:

- Members of the Credentials Committee: Milan Jerman and Boris-Anže Dugar.

**4. Informing the General Meeting of Shareholders of the Annual Report for the business year 2006 and the report of the Supervisory Board of NLB d.d.**

**Draft resolution:**

The General Meeting of Shareholders of NLB d.d. hereby acknowledges the adopted Annual Report for the business year 2006 and the report of the Supervisory Board of NLB d.d.

**5. Proposed distribution of balance sheet profit and granting a relief to the Management Board and the Supervisory Board**

**Draft resolution:**

The balance sheet profit generated by NLB d.d. in 2006, amounting to SIT 43,926,404,464.79 or EUR 183,301,637.73, shall be used as follows:

- EUR 31,573,709.96 (SIT 7,566,323,854.10) 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 EUR 4.11 (SIT 984.94) per share. The Bank's liability to the shareholders shall fall due on 30 September 2007.
- The remaining portion of profit amounting to EUR 151,727,927.77 (SIT 36,360,080,610.69) shall be allocated to bonus to the Supervisory Board members in the amount of EUR 149,062.13 (SIT 35,721,248.83) and to other reserves from profit in the amount of EUR 151,578,865.64 (SIT 36,324,359,361.86).

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 NLB d.d.

The General Meeting of Shareholders of NLB d.d. hereby grants a relief to the Management Board and Supervisory Board for the business year 2006.

**6. Proposed amendments to the Articles of Association of NLB d.d.**

**Draft resolution:**

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

**7. Election of the substitute members of the Supervisory Board**

**Draft resolution:**

The General Meeting of Shareholders of NLB d.d. hereby establishes that the members of the Supervisory Board resigned: Katja Božič on 7 March 2007, Zvonko Ivanušič on 27 June 2007, Žiga Lavrič on 26 June 2007 and Tomaž Rotar on 30 June 2007.

Four new members of the Supervisory Board are appointed to their positions: Katja Božič, Iztok Bricl, MSc., Marko Rus, Dr. Matic Tasič, until the expiry of the term of office of the Supervisory Board members appointed at the 10<sup>th</sup> regular General Meeting of Shareholders of NLB d.d.

**8. Appointing the auditor for the 2007 audit of operations**

The General Meeting of Shareholders of NLB d.d. hereby appoints the auditing house PricewaterhouseCoopers d.o.o., Ljubljana, the auditor of NLB d.d. for the year 2007.

**9. Internal Audit's Report for 2006**

**Draft resolution:**

The General Meeting of Shareholders of NLB d.d. hereby acknowledges the adopted Annual Report on internal audit for the business year 2006 and the opinion of the Supervisory Board of NLB d.d.

**10. Determination of session fees for participation at individual meetings of the Supervisory Board and its committees (working bodies)**

**Draft resolution:**

The General Meeting of Shareholders of NLB d.d. adopts a resolution specifying the session fee equalling EUR 1,072.50 gross for the Chairman of the Supervisory Board and EUR 825.00 gross for members of the Supervisory Board, and EUR 825.00 gross for chairman of the working body and EUR 634.60 gross for members of the working body. Members shall be entitled to session fees if they participate in work of the body at a regular or extraordinary session – the amount of the regular session fee for each participation at a session and 80% of the regular session fee for each participation at a correspondence session.

The General Meeting of Shareholders of NLB d.d. adopts a resolution determining that for ad hoc working bodies with members being the Supervisory Board members, the same rules as those used for session fees for participation in committees (working bodies) of the Supervisory Board apply for session fees of the Supervisory Board members for participation in ad hoc working bodies.

**11. Any other business**

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Pursuant to Article 298 of the Companies Act (ZGD-1), the resolutions under items 7 and 8 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 NLB d.d., Ljubljana, Trg republike 2, 1520 Ljubljana during the period from the publication of this convocation up to and including 27 August 2007. Applications will be admissible if they are received by the Bank's Secretariat by and including 27 August 2007.

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, NLB 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, 27 July 2007

Management Board of NLB d.d. and  
Supervisory Board of NLB d.d.

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