

## **PUBLICATION OF THE AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT THE 13<sup>TH</sup> REGULAR GENERAL MEETING OF SHAREHOLDERS OF NLB D.D.**

Pursuant to Article 295 of the Companies Act and Article 13 of the Articles of Association of NLB d.d. the Management Board of NLB d.d. hereby convenes

### **the 13<sup>th</sup> regular General Meeting of Shareholders of NLB d.d.,**

scheduled for Monday, 30 June 2008, 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, establishment of quorum and election of the bodies of the General Meeting of Shareholders**

*The Management Board proposes the following resolution:*

The working bodies of the General Meeting of Shareholders are elected as follows:

- Milan Jerman, Member of the Credentials Committee; and
- Sarah Bogdan, Member of the Credentials Committee.

#### **2. Presentation of the 2007 Annual Report and the Supervisory Board's report on the results of review of the 2007 Annual Report**

The General Meeting of Shareholders of NLB d.d. acknowledges the adopted 2007 Annual Report and the Supervisory Board's report on the results of review of the 2007 Annual Report.

#### **3. Decision on allocation of net distributable profit and granting of discharge from liability to the Management and Supervisory Boards**

*The Management and the Supervisory Boards propose the following resolution:*

3.1. Accumulated profit of NLB d.d. for 2007 in the amount of €62,199,175.66 shall be allocated as follows:

- A portion of the accumulated profit of €47,468,724.16 arising from 2007 net profit shall be allocated to the dividend payout equalling gross €5.33 per share;
- A portion of the accumulated profit of €14,633,541.00 – arising from 2007 net profit which totalled €11,859,095.70 and undistributed retained profit which totalled €2,774,445.30 – shall be allocated to other reserves from profit;
- A portion of the accumulated profit of €96,910.50 arising from 2007 net profit shall be allocated to the remuneration of the Supervisory Board members.

Dividends shall be paid out to those shareholders who will be registered in the Share Register at the end of 1 September 2008. Should on this day, pursuant to the Management Board's resolution on increasing the capital of 8 January 2008 which was approved by the Supervisory Board with the resolution of 18 January 2008, the shares still not be issued, the dividends shall also be paid out to those shareholders to whom shares had been allocated before the above date and in accordance with the abovementioned resolutions, under the condition that the increase in share capital pursuant to the abovementioned resolutions is entered in the Companies Register no later

than on the date specified above. The Bank's obligation towards the shareholders shall fall due on 30 September 2008.

3.2. A discharge from liability is granted to the Management and Supervisory Boards for the financial year 2007.

#### **4. Election of substitute members of the Supervisory Board**

*The Supervisory Board proposes the following resolution:*

The General Meeting of Shareholders of NLB d.d. hereby establishes that Matic Tasič, Member of the Supervisory Board, submitted his letter of resignation on 22 October 2007 and Frans Florquin, Member of the Supervisory Board, submitted his letter of resignation on 29 June 2008.

The newly-elected substitute members of the Supervisory Board shall be MSc. Darko Tisaj and Dirk Mampaey; their term of office shall expire on the date of expiry of the term of office of the previous Supervisory Board members who had been elected at the 10<sup>th</sup> General Meeting of Shareholders of NLB d.d.

#### **5. Appointment of external auditor for the financial year 2008**

*The Supervisory Board proposes the following resolution:*

The auditing company PricewaterhouseCoopers d.o.o., Ljubljana, is appointed the auditor of NLB d.d. for the financial year 2008.

#### **6. Discussion of the Internal Audit's Report for 2007 and the opinion of the Supervisory Board**

The General Meeting of Shareholders of NLB d.d. hereby acknowledges the adopted Internal Audit Annual Report for 2007 and the opinion of the Supervisory Board of NLB d.d.

#### **7. Any other business**

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In compliance with the Companies Act, the proposer of resolutions referred to under Items 4 and 5 is the Supervisory Board, under Item 1 the Management Board, under Item 3 the Management and Supervisory Boards, whereas Items 2 and 6 are for information only and the General Meeting of Shareholders shall not vote on them.

All shareholders entered in the Share Register kept by the Central Securities Clearing Corporation (KDD Centralna klirinško depotna družba, d.d., Ljubljana) on the day of submitting the application and up until the end of the General Meeting of Shareholders shall have the right to participate in and 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 day of publication of this convocation up until and including 27 June 2008.

Should on the day the application for participation at the General Meeting of Shareholders, pursuant to the Management Board's resolution on increasing the capital of 8 January 2008 which was approved by the Supervisory Board with the resolution of 18 January 2008, the shares still not be issued and the increase in share capital according to the abovementioned resolutions is entered in the Companies

Register on that same day at the latest, the right to participate in and vote at the General Meeting of Shareholders shall also be granted to those shareholders to whom shares were allocated prior to the abovementioned date based on the abovementioned resolutions, and who have, either personally or through a proxy or a legal representative, submitted a written application for participation at the head office of NLB d.d., Ljubljana, Trg republike 2, 1520 Ljubljana, during the period from the day of publication of this convocation up until and including 27 June 2008.

The applications will be accepted as timely if they are received by the Bank's Secretariat up until and including 27 June 2008.

The shareholders will receive letters certifying the number of shares they own by post.

Proxies shall register with written proxy statements in the same manner and by the same deadline as shareholders.

Votes shall be made either personally or by proxy or legal representative. Proxy statements shall be specific and submitted to the Bank in writing and shall state the name and surname, permanent address or company name and registered office of the shareholder and their proxy, personal ID number or company registration number of the shareholder and their proxy, place and date of the proxy statement and signature of the shareholder or their legal representative. Legal representatives of natural persons or legal entities must, on the day of the General Meeting of Shareholders, produce a public document evidencing that they have the right to represent the respective shareholder; this document must not be older than 14 (fourteen) days as of the proxy statement date. NLB d.d. shall store the proxy statement.

Substantiated proposals for the adoption of resolutions with explanations and other material on the basis of which resolutions will be passed by the General Meeting of Shareholders following individual items on the agenda are available to the shareholders for inspection from the day of publishing this convocation, namely, at the Bank's Secretariat, NLB d.d., Ljubljana, Trg republike 2, Ljubljana (from 8 a.m. to 2 p.m. on business days), on the website [www.nlb.si](http://www.nlb.si) and in the electronic notification system of the Ljubljana Stock Exchange (SEOnet).

Ljubljana, .....

Management Board of NLB d.d.

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