



Resolutions adopted at the 14th Annual General Meeting of Nova Ljubljanska banka d.d., Ljubljana

1. Election of working bodies of the AGM

Milan Jerman and Luka Harej are elected members of the Credentials Committee.

2. Presentation of the 2008 Annual Report and the Supervisory Board's Report on the results of examining the 2008 Annual Report and Information on the receipts of the members of the Management Board and Supervisory Board in 2008

The Annual General Meeting hereby acknowledges the adopted Annual Report for 2008 and the report of the Supervisory Board.

3. Proposed allocation of distributable profit and granting discharge from liability to the Management Board and the Supervisory Board

Distributable profit of NLB d.d. for the 2008 financial year equalling EUR 24,780,715.04 shall be allocated as follows:

- A portion of the distributable profit equalling EUR 2,927,439.24 or EUR 0.33 per share shall be distributed to the shareholders of the Bank entered in the Share Register as at end of the day the Annual General Meeting is closed; the Bank's liability to the shareholders falls due on 15/09/2009;
- The remaining distributable profit in the amount of EUR 21,853,275.80 shall be allocated to other reserves from profit.

The amount of distributable profit allocated to revenue reserves shall be adjusted for the part of the distributable profit under the first item hereunder which relates to the difference resulting from the rounding of dividend per share to two decimals.

The Annual General Meeting hereby grants discharge from liability to the Management Board and Supervisory Board for the financial year 2008.

4. Authorised capital

The third paragraph of Article 5 of the Articles of Association of NLB d.d. shall be replaced by a new text so as to read as follows:

"The Bank's Management Board is authorised to increase, during the period of five years after the entry in the Companies Register of the amendment to the Articles of Association adopted at the General Meeting of Shareholders held on 30/06/2009 (the thirtieth of June two thousand and nine), the Bank's share capital once or several times by no more than EUR 37,163,879.15 (thirty-seven million one hundred and sixty-three thousand eight hundred and seventy-nine euros 15/100) (authorised capital), subject to the approval of the Supervisory Board and not subject to the additional resolution of the General Meeting. For the amount of the authorised capital equalling the increased share capital, a total of no more than 4,452,976 (four million four hundred and fifty-two thousand nine hundred and seventy-six) new ordinary or preference shares may be issued at the issue price specified by the Management Board subject to the approval of the Supervisory Board. The new shares shall be issued with the pertaining rights, under the conditions and in the manner specified in a relevant resolution on capital increase and the issue of new shares adopted by the Management Board. The new shares can be issued against payment in cash, assets in kind or real takeover, if this is in accordance with the regulations applicable at the time of adopting the resolution on increasing the share capital and on issuing new shares arising from the authorised capital.

5. Amendments and supplements to the Articles of Association

The applicable Articles of Association shall be supplemented and amended as follows:

- The fifth paragraph of Article 1 shall be amended to read:
“In legal transactions, the Bank’s branch offices add their corporate name to the Bank’s corporate name. The Bank’s branch offices shall have their own business addresses specified by the Management Board of the Bank.”
 - The last sentence of the sixth paragraph of Article 1 shall be amended to read:
“The basic objective of the Bank is to independently perform a profitable activity on the market, as its sole activity.
 - The third paragraph of Article 2 shall be deleted and the previous fourth paragraph shall become the third paragraph.
 - In the second sentence of the first paragraph of Article 7, the word ‘internal’ shall be deleted and in the first sentence of the second paragraph the phrase: “rules on internal organisation” shall be replaced by the wording “regulation on the organisation of the Bank”.
 - In the second sentence of the first paragraph of Article 8, the wording “rules on the organisation and the rules on authorisations and signing in the Bank” shall be replaced by the wording “regulation on the organisation of the Bank and act on authorisations and signing in the Bank”.
 - In the first sentence of the third paragraph of Article 13 the word “month” shall be replaced by “30”.
 - Article 14 shall be amended to read as follows:
“The shareholders collectively holding at least one twentieth of the share capital are entitled to request in writing that the Management and Supervisory Boards convene the General Meeting of Shareholders. Together with their request, they must submit a written agenda for each proposed item on the agenda to be decided upon by the General Meeting of Shareholders or an explanation to the item on the agenda if no resolution is adopted in relation to such item by the General Meeting of Shareholders.
- In such a case as described in the preceding paragraph, the Management and Supervisory Boards must convene the General Meeting of Shareholders within a period not exceeding two months from the receipt of a complete request in writing. The Management and Supervisory Boards may decide that the proposers must deposit in advance the funds to cover the costs of the notice of convocation and of the meeting of the General Meeting of Shareholders.”*
- The second paragraph of Article 16 shall be deleted and the existing first paragraph of Article 16 shall be amended to read as follows:
“Shareholders may exercise their rights at the General Meeting of Shareholders in person, through a proxy or through a legal representative. Entitlement to representation is to be proven by delivering an appropriate document to the Bank. The description of the required appropriate document may be defined in the published notice of the General Meeting of Shareholders. Regarding the proof on the entitlement of the proxy to represent the shareholder, the shareholder or the proxy shall be enabled to submit such proof to the Bank using electronic channels.
 - *In the ninth indent of the first paragraph of Article 19, the wording “members of the Supervisory Board” shall be deleted.*
 - In the first paragraph of Article 20, the typing error in the Slovenian word for “Supervisory” shall be corrected; in the third paragraph, the word “may” shall be deleted and the typing error in the Slovenian word for “adopt” shall be corrected.

- In the fourth paragraph of Article 20, the words “and outsourced experts appointed by the Supervisory Board to the committees of the Supervisory Board,” shall be added after the words “members of the Supervisory Board”.
- The first paragraph of Article 21 shall be amended to read:
“The members of the Supervisory Board are elected for the period lasting from the day of their election until the end of the Bank’s General Meeting of Shareholders, which decides on the use of net distributable profit for the fourth financial year since they have been elected, unless otherwise stipulated at the time of appointment of individual members. In this context the first year shall be the financial year during which members of the Supervisory Board were elected.”
- Indent 14 of the first paragraph of Article 24 shall be amended to read as follows:
“appoint and discharge members of the Management Board of the Bank”.
- Indent 16 of the first paragraph of Article 24 shall be amended to read as follows:
“lay down the criteria for remunerations to the Management Board and regularly checks that they are met”.
- A new indent shall be added after the last one in the first paragraph of Article 24, which reads as follows:
“signs contracts made with the members of the Bank’s Management Board, while the Bank shall be obliged to disclose the information on individual receipts of the members of the Management Board and Supervisory Board in its Annual Report together with the explanations of the criteria specified in Item 16 hereunder”.
- The second paragraph of Article 26 shall be amended to read:
“The president and other members of the Management Board of the Bank shall be appointed and recalled by the Supervisory Board; the President of the Management Board may propose to the Chairman of the Supervisory Board to appoint or recall an individual member or the remaining members of the Management Board.”
- In item c (i) of the second paragraph of Article 27 the phrase “financial organisation” shall be replaced by the phrase “financial company”.
- Article 31 shall be amended to read as follows:
“The Management Board of the Bank shall organise internal audit as an independent organisational unit. *The Internal Audit shall operate in accordance with the provisions of the Banking Act, the International Standards for the Professional Practice of Internal Auditing, the Code of Professional Ethics of Internal Auditors, the Code of Internal Auditing Principles and the Charter of the Internal Audit of NLB d.d.*

Based on the preliminary opinion of the Audit Committee of the Supervisory Board, the Management Board and the Supervisory Board of the Bank shall approve the annual action plan of the Internal Audit and may request that the Internal Audit perform specific tasks.”

- 2. In the fourth paragraph of Article 32 the wording “*and International Accounting Standards*” shall be added after the wording “*Slovenian Accounting Standards*”.
- In the second paragraph of Article 34 the wording “and the Bank’s web portal” shall be added before the full stop.
- The third paragraph of Article 13 shall be amended so as to read:
“The published notice of convocation of the General Meeting of Shareholders shall also contain proposals for passing resolutions and the statement of the venue where the materials about to be presented for decision-making shall be made available as of the date of convocation of the General Meeting of Shareholders. The Bank shall immediately submit to all



shareholders upon their written request the entire material for the General Meeting of Shareholders".

6. Appointment of the auditor for the 2009 financial year

The Annual General Meeting hereby appoints the auditing house PricewaterhouseCoopers d.o.o., Ljubljana, the auditor of NLB d.d. for 2009.

7. Election of the Supervisory Board members

The following persons shall be elected members of the Supervisory Board of NLB d.d. for the term of office as of the day of their election until the end of the Bank's Annual General Meeting of Shareholders where the use of accumulated profit for the fourth business year since they have been elected shall be decided, whereby the first year shall be the business year during which the Supervisory Board members were elected:

- Gregor Dolenc,
- Rasto Ovin,
- Marko Simoneti,
- Stanislava Zadavec – Capriolo,
- Boris Škapin,
- Dr. Igor Masten,
- Andrej Baričič,
- Jan Vanhevel,
- Riet Docx,
- John Hollows,
- Stojan Petrič.

8. Determination of session fees for the members of the Supervisory Board

As of 1 July 2009, the members of the Supervisory Board shall be entitled to session fees, namely members in the gross amount of EUR 412.50 and chairman of the Supervisory Board in the gross amount of EUR 536.25 per attendance at a regular or extraordinary meeting, and 80% of the regular session fee for each participation in a correspondence meeting.

On the day this resolution is adopted, the resolution on the determination of session fees of the members of the Supervisory Board, adopted at the 12th Annual General Meeting of Shareholders on 30 August 2007 shall cease to be valid.

Announced legal challenge

There were no announced legal challenges.