

PUBLICATION OF THE AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT THE 19TH GENERAL MEETING OF SHAREHOLDERS OF NLB D.D.

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

19th General Meeting of Shareholders of NLB d.d., Trg republike 2, 1520 Ljubljana,

which will be held on Wednesday 27 June 2012 at 1.00 p.m. in the Conference Hall on the ground floor of the Bank's office building at Trg republike 3 in Ljubljana

with the following Agenda:

1. Opening, establishment of quorum and election of the bodies of the General Meeting of Shareholders of NLB d.d.

The Management and Supervisory Boards of NLB d.d. propose that the following resolution be adopted:

The working bodies of the General Meeting of Shareholders of NLB d.d. shall be elected as follows:

- Mr. Marko Jerič as member of the Credentials Committee,
- Mr. Jure Košar as member of the Credentials Committee.

2. Presentation of the 2011 Annual Report and the Report of the Supervisory Board of NLB d.d. on the results of examining the 2011 Annual Report and Information on the receipts of the members of the Management Board and Supervisory Board of NLB d.d. in 2011

The General Meeting of Shareholders of NLB d.d. acknowledges the adopted 2011 Annual Report and the Report by the Supervisory Board of NLB d.d. on the results of examination of the 2011 Annual Report. Furthermore, the General Meeting of Shareholders of NLB d.d. acknowledges the Information on the receipts of the members of the Management Board or Supervisory Board of NLB d.d. in the previous business year.

3. Decision on the allocation of distributable profit for 2011 and granting of a discharge from liability to the Management and Supervisory Boards of NLB d.d.

The Management and Supervisory Boards of NLB d.d. propose that the following resolution be adopted:

3.1. The General Meeting of Shareholders of NLB d.d. is hereby informed that the net accumulated profit for 2011 totals EUR 0.00. In 2011 NLB d.d. recorded operating loss of EUR 233,201,121.89 and, when it prepared its financial statements, it covered the net loss for the financial year by retained profit in the amount of EUR 1,262.88 and revenue reserves in the amount of EUR 233,199,859.01.

3.2. A discharge from liability is hereby granted to the Management Board for the 2011 financial year.

3.3. A discharge from liability is hereby granted to the Supervisory Board for the 2011 financial year.

4. Appointment of the auditor for the 2012 financial year

The Supervisory Board of NLB d.d. hereby proposes the adoption of the following resolution:

The auditing company PricewaterhouseCoopers d.o.o. Ljubljana shall be appointed as the auditor of NLB d.d. for 2012.

5. Discussion of the Internal Audit's Report for 2011 and the opinion of the Supervisory NLB d.d. Board

The General Meeting of Shareholders of NLB d.d. hereby acknowledges the adopted Internal Audit's Report on Internal Auditing for 2011 and the opinion of the Supervisory Board of NLB d.d.

In compliance with the Companies Act (ZGD-1), the proposer of the resolutions under Item 4 shall be the Supervisory Board of NLB d.d.; Items 2 and 5 are for information purpose only and the General Meeting of Shareholders does not vote on them, whereas the remaining items on the agenda shall be proposed by the Management and Supervisory Boards of NLB d.d.

Material

The proposed resolutions and other material for the General Meeting of Shareholders are available to the shareholders for inspection at the Bank's registered office at Trg republike 2, 1520 Ljubljana, Secretariat, every working day from 9 a.m. to 12 noon, and are also published in the SEOnet electronic notification system of the Ljubljana Stock Exchange and on the website www.nlb.si (explanations included).

Conditions for participation

Those shareholders who are registered in the Share Register kept by the Klirinško depotna družba, d.d., Ljubljana, as at the end of the fourth day prior to the General Meeting of Shareholders (hereinafter: the cut-off date), i.e. by 23 June 2012, or their legal representatives or authorised persons who present a written power of attorney can attend the General Meeting of Shareholders and vote. The attendance must be notified to the Bank's Management Board using an application form which must be submitted to the Bank's registered office at least by the end of the fourth day prior to the General Meeting of Shareholders. The applications shall be accepted as timely if they are sent to the Bank's registered office (at Trg republike 2, Ljubljana), addressed to Secretariat, by the end of the fourth day prior to the General Meeting of Shareholders. The legal representatives of natural persons or legal entities 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 3 (three) days.

Supplements to the Agenda

The shareholders whose total interest accounts for at least one-twentieth of the share capital can, after the publication of the notice of convocation, make a written request to add an item to the agenda. The request must be enclosed with a written proposed resolution 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. The shareholders who meet the conditions for making a request to add an item to the agenda must send the respective request to the Bank within seven days after the publication of the notice to convene the meeting at the latest, i.e. by 2 June 2012.

Shareholders' proposals

The shareholders may submit written proposals for resolutions to each item on the agenda, in compliance with Article 300 of the Companies Act (ZGD-1) (hereinafter: the counterproposal). The counter proposal shall be published and notified in the manner laid down in Article 296 of the Companies Act (ZGD-1), but only if the shareholder sends to the Bank a proposal for publication in compliance with Article 300 of the ZGD-1 within seven days after the publication of the notice to convene the General Meeting of Shareholders, i.e. by 2 June 2012.

Shareholders' right to be informed

During the General Meeting of Shareholders the shareholders can exercise their right to be informed in compliance with the first paragraph of Article 305 of the ZGD-1.

Information on the procedure for exercising the right to authorised person

The shareholders may exercise their voting right also through an authorised person after they have signed and submitted a written form which is available on the website www.nlb.si and sent it to the Bank's registered office by the end of the fourth day prior to the General Meeting of Shareholders. They may submit the power of attorney to the Bank via electronic mail by the same deadline as applicable for the written form, namely by sending a scan of the power of attorney to the following e-mail: Skupscina2012@nlb.si. The Bank shall reserve the right to verify the authenticity of the shareholder or the person who has authorised another person and submitted the power of attorney by electronic mail.

Use of electronic media for sending additional items on the agenda and publishing the proposals for the publication of counter proposals

They may submit the additional items of the agenda and counterproposals to the Bank via electronic mail by the same deadline and with the same contents as applicable for the written form, namely by sending a scan to the following e-mail: Skupscina2012@nlb.si. The Bank shall reserve the right to verify the authenticity of the shareholder or the sender of additional items of the agenda and counterproposals by electronic mail.

Ljubljana, 26 May 2012

Management Board of NLB d.d.
