

REPUBLIC OF SLOVENIA  
**CAPITAL ASSETS MANAGEMENT AGENCY  
OF THE REPUBLIC OF SLOVENIA**  
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**Management Board of NLB d.d.  
Secretariat Department**

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Ref. no.: 02-34/2012-499  
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In accordance with the convocation of the 20th General Meeting of Shareholders of NLB d.d., Trg republike 2, 1520 Ljubljana, which will be held at 13.00 on 14/12/2012, the Capital Assets Management Agency of the Republic of Slovenia, which exercises the rights arising from the shares and stakes of the shareholder Republic of Slovenia pursuant to Indent 7 of the first paragraph of Article 28 of the ZUKN, hereby submits the following

#### **REQUEST TO AMEND THE AGENDA**

Republic of Slovenia, Gregorčičeva ulica 20, 1000 Ljubljana, holds 5,045,742 shares of NLB d.d. (hereinafter: the Company), whereby its legal interest in filing the request for supplementing the agenda is demonstrated.

The shareholder Republic of Slovenia hereby requests that the agenda of the General Meeting of Shareholders, which was published on the web portal SEO NET, be supplemented by new additional items which read as follows:

#### **Additional Item 5: Vote of no confidence**

##### **PROPOSED RESOLUTION TO THE ADDITIONAL ITEM ON THE AGENDA:**

*"The General Meeting of Shareholders hereby gives a vote of no confidence to the members of the Management Board of NLB d.d., David Benedek and Marko Jazbec owing to poor business results of the bank and deteriorating projections of the bank's operations."*

##### **EXPLANATION OF THE ADDITIONAL ITEM ON THE AGENDA:**

As the planned business results of the bank have not been achieved, a vote of no confidence is given to the members of the Management Board of NLB d.d., David Benedek and Marko Jazbec. In June 2012 the Management Board still claimed that the capital increase would not be needed at least until the second half of 2013. As the capital increase is needed prior to that deadline, a vote of no confidence is given to the members of the Management Board.

#### **Additional Item 6: Forensic audit**

##### **PROPOSED RESOLUTION TO THE ADDITIONAL ADDITIONAL ITEM ON THE AGENDA:**

*"A forensic audit shall be immediately carried out in the NLB's subsidiaries LHB Internationale Handelsbank AG and NLB InterFinanz AG primarily according to ISRS 4400 (International Standards on Related Services) at the latest by the end of 2013. When conducting the forensic audit, the auditors should be entitled to examine all books of account and documentation of both companies as well as*

their property, and may request explanations and proof from the management and supervision bodies of the company. With the aim of examining the management of the company's business and identifying any irregularities, this audit should cover past operations of both companies (in the past 10 years) that will serve as the basis for assessing the economy of these companies' operations and the (in)adequacy of risk management as well as for determining and initiating any procedures due to established irregularities in the bank's operations. On the basis of established facts the forensic auditor shall issue an independent opinion to the Supervisory Board of NLB d.d. regarding the operations of the company and the persons responsible for any irregularities. The Management Board and the Supervisory Board of NLB d.d. shall report about the findings and any actions taken at the first General Meeting of Shareholders of NLB d.d. after the preparation and submission of an independent auditor's opinion to the Supervisory Board of NLB d.d. The Supervisory Board shall examine the audit and prepare a rough estimate about the possibility of success in enforcing damage liability of the management and supervision bodies.

**EXPLANATION OF THE ADDITIONAL ITEM ON THE AGENDA:**

It is proposed that the General Meeting of Shareholders approve that detailed forensic audit be carried out in LHB Internationale Handelsbank AG and NLB InterFinanz AG before the winding up of the two companies to provide a clearer picture of the operations in LHB Internationale Handelsbank AG and NLB InterFinanz Ag, and to serve as the basis for further actions.

Yours sincerely,

Janez Bencina  
acting President of the Management Board

Peter Ješovnik  
acting member of the Management Board

Janja Holcmar Babič  
acting member of the Management Board