

PUBLICATION OF THE AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT THE 22ND ANNUAL 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

22nd Annual General Meeting of Shareholders of NLB d.d., Trg republike 2, 1520 Ljubljana,

scheduled for 11/06/2013 at 10 a.m. in the Conference Hall on the ground floor of the office building at Trg republike 3 in Ljubljana

with the following agenda:

1. Opening, establishment of quorum and election of the working 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 Annual General Meeting 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 2012 Annual Report and the NLB d.d. Supervisory Board's Report on the results of examining the 2012 Annual Report, the Information on the receipts of the NLB d.d. Management Board and Supervisory Board members in 2012 and acknowledgement of the Rules on determining other rights under management employment contracts or the Bank's regulations

The Annual General Meeting of NLB d.d. hereby acknowledges the adopted 2012 Annual Report and the Report by the Supervisory Board of NLB d.d. on the results of examination of the 2012 Annual Report. Furthermore, the Annual General Meeting of NLB d.d. acknowledges the Information on the receipts of the members of the Management Board and Supervisory Board of NLB d.d. in the previous financial year and the rules of the Supervisory Board of NLB d.d. for determining other rights pursuant to the Act Regulating the Income of Managers of Companies Owned by the Republic of Slovenia and Municipalities (ZPPOGD).

3. Decision on the allocation of distributable profit for 2012 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 Annual General Meeting of NLB d.d. is hereby informed that the accumulated loss for 2012 equals EUR 304,874,319.04. NLB d.d. recorded a loss of EUR 304,876,406.92 in 2012 and, when it compiled its financial statements, the net loss for the financial year was covered by retained profit in the amount of EUR 2,087.88; the difference of EUR 304,874,319.04 remained uncovered and was posted as retained loss.

3.2. A discharge from liability is hereby granted to the Management Board of NLB d.d. for the 2012 financial year.

3.3. A discharge from liability is hereby granted to the Supervisory Board of NLB d.d. for the 2012 financial year.

4. Appointment of the auditor for the 2013 financial year

The Supervisory Board of NLB d.d. proposes that the following resolution be adopted:

The auditing company PricewaterhouseCoopers d.o.o. Ljubljana shall be appointed the auditor of NLB d.d. for 2013.

5. Discussion on the Internal Audit's Report for 2012 and the opinion of the Supervisory Board of NLB d.d.

The Annual General Meeting of NLB d.d. hereby acknowledges the adopted Internal Audit's Report on Internal Auditing for 2012 and the opinion of the Supervisory Board of NLB d.d.

6. Amendments and supplements to the Articles of Association of NLB d.d.

The Management and Supervisory Boards propose that the following resolution be adopted:

The Annual General Meeting of NLB d.d. adopts the amendments and supplements to the Articles of Association of Nova Ljubljanska banka d.d., Ljubljana.

7. Election of members of the Supervisory Board of NLB d.d.

The Supervisory Board proposes that the following resolution be adopted:

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 Annual General Meeting of NLB d.d. where the use of accumulated profit for the fourth financial year since they have been elected shall be decided, whereby the first year shall be the financial year during which the Supervisory Board members were elected:

7.1. Gaël de Pontbriand

7.2. Mariane Økland

7.3. Stephan Wilcke

7.4. Miroslav Germ

7.5. Sašo Cunder

7.6. Dimitrios Stratikopoulos

7.7. Sergeja Slapničar

7.8. Peter Testen

8. Determination of session fees of the members of the Supervisory Board and the committees of the Supervisory Board of NLB d.d.

The Management and Supervisory Boards propose that the following resolution be adopted:

8.1. The members of the Supervisory Board shall receive the fee for the participation at a meeting, which amounts to EUR 275.00 gross per member of the Supervisory Board. Members of a supervisory board committee shall receive the fee for the participation at a committee meeting, which amounts to 80% of the fee for the participation at a meeting of the supervisory board. The attendance fee for a correspondence meeting shall be 80 % of the full regular attendance fee.

The previous paragraph hereof notwithstanding, each Supervisory Board member shall be entitled to attendance fees in an individual month of a financial year only up to 1/12 of the amount equalling 50 % of the base pay for performing the office per supervisory board member, as stipulated in the next paragraph hereof. If Supervisory Board members perform the office for less than one month, they shall be entitled to the proportional payment calculated based on the number of days. If within a certain month the total amount of all attendance fees for the current month is below the monthly limit, the Supervisory Board member shall receive at the end of the year or the term of office the difference up to the proportional payment for each financial year, depending on the duration of his/her term of office.

8.2. In addition to the session fees, the members of the Supervisory Board shall receive the base pay for the performance of the office in the amount of EUR 15,000.00 gross per member annually. The Chair of the Supervisory Board is entitled to receive extra payment accounting for 50% of the base pay for performing the office of a member of the Supervisory Board, and the Deputy Chair of the Supervisory Board to extra payment accounting for 10% of the base pay for performing the office of a member of the Supervisory Board.

The members of a Supervisory Board committee shall receive extra payment for performing the function, which amounts to 25% of the base pay for performing the office of a member of the Supervisory Board. The Chair of a Supervisory Board committee shall receive extra payment which amounts to 50% of the base pay for performing the office of a member of the Supervisory Board.

The members of the Supervisory Board and the members of a Supervisory Board committee shall receive the base pay and the extra payment for performing the office in proportional monthly payments to which they are entitled for as long as they perform the office. The monthly payment shall amount to one twelfth of the above stated annual amounts. If they perform the office for less than one month, they shall be entitled to the proportional payment calculated based on the number of days.

Regardless of the number of committee meetings of which they are member or chair, each member of a Supervisory Board committee shall only be entitled to be paid the extra amounts until the total amount of such payments has reached the value of 50% of the base pay for performing the office per member of the Supervisory Board.

8.3. The limitation of the amount of total payments of session fees or extra payments to the members of the Supervisory Board shall in no way affect a member's duty to participate at all meetings of the Supervisory Board and committees of which he or she is a member and their legal and statutory liability.

8.4. Supervisory board members shall be entitled to the reimbursement of travel expenses, daily allowances and costs of overnight accommodation related to their work in the supervisory board, namely up to the amount specified in the regulations on reimbursement of work-related expenses and other income not included in the tax base. Accommodation expenses shall be reimbursed if the permanent or temporary residence of a Supervisory Board member or a member of a Supervisory Board committee is at least 100 kilometres away from the place of work and when a Supervisory Board member is unable to return as there is no public transport connection scheduled or for other objective reasons.

8.5. Supervisory board members shall not be entitled to any benefits exceeding the provision of the conditions for unhindered work of the supervisory board (payment of insurance premiums, except for liability insurance, company car, company flat and fuel). Supervisory Board members shall be entitled to benefits providing for or improving the conditions or method of their work (ICT equipment, professional training, visits to fairs, exhibitions, institutions, organisations and bodies, and liability insurance), considering the Bank's concrete needs and the individual requirements of a relevant

Supervisory Board member, on which the Supervisory Board shall decide, in the amount of up to EUR 1,200 in a financial year while the Chair of the Supervisory board in the amount of up to EUR 2,000 in a financial year.

8.6. On the day this resolution is adopted, the resolution on the determination of the Supervisory Board and committee members' session fees which was adopted at the 17th Annual General Meeting of NLB d.d. on 30/06/2011, shall cease to be valid.

9. Authorised capital

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

A new fourth paragraph shall be added after the third paragraph, reading as follows:

"Without prejudice to the provisions of the previous paragraph and independent of them, 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 11/06/2013 (eleventh of June, two thousand and thirteen), the Bank's share capital once or several times by no more than EUR 367,217,489.35 (authorised capital), subject to the approval of the Bank's Supervisory Board and not subject to the additional resolution of the General Meeting of Shareholders. For the amount of the authorised capital equalling the increased share capital, a total of no more than 44,000,000 new ordinary or preference shares may be issued at the issue price specified by the Bank's Management Board and subject to the approval by the Bank's Supervisory Board. The new shares shall be issued with the rights, under the conditions and in the manner specified in the Management Board's resolution on increasing the share capital and issuing new shares. New shares can be issued against payment in cash, non-cash contributions 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. The issue of shares for non-cash contributions need not be reviewed by the auditor. The Management Board of the Bank may decide to completely or partially exclude the existing shareholders' pre-emptive right to buy new shares, if the Supervisory Board of the Bank approves this."

The current fourth and fifth paragraphs shall become the fifth and sixth paragraphs respectively.

In accordance with the ZGD-1, the proposer of the resolutions under Items 4 and 7 shall be the Supervisory Board of NLB d.d.; Items 2 and 5 are for information purpose only and the Annual General Meeting shall 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 Annual General Meeting are available to the shareholders for inspection at the Bank's registered office at Trg republike 2, 1520 Ljubljana, Secretariat, every business 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 (all explanations included). A fair copy of the applicable Articles of Association of NLB d.d., Ljubljana with proposed amendments and supplements is published on the Bank's website.

Conditions for participation

Those shareholders who are registered in the central register of dematerialised securities kept by the Klirinško depotna družba, d.d., as at the end of the fourth day prior to the General Meeting of Shareholders (hereinafter: the cross-section date), i.e. at the end of 07/06/2013, or their legal

representatives or authorised persons who shall 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 Annual General Meeting. 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

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 Annual General Meeting or an explanation to the item on the agenda if no resolution is adopted in relation to such item by the Annual General Meeting. 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 07/05/2013.

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: counterproposal). The counter proposal shall be published and notified in the manner laid down in Article 296 of the ZGD-1, but only if the shareholder sends to the Bank a proposal for publication in compliance with Article 300 of ZGD-1 within seven days after the publication of the notice to convene the General Meeting of Shareholders, i.e. by 07/05/2013 at the latest.

Shareholders' right to be informed

During the Annual General Meeting, 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 through a proxy

The shareholders may exercise their voting right also through a proxy 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 Annual General Meeting. 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 Skupscina2013@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 counterproposals

The shareholders may submit additional items on the agenda and counter proposals to the Bank via electronic mail by the same deadline and with the same contents as applicable to the written form, namely by sending a scan as an attachment to the following e-mail Skupscina2013@nlb.si. The Bank shall reserve the right to verify the authenticity of the shareholder or the person who has sent additional items on the agenda and counter proposals by electronic mail.