

PUBLICATION OF THE AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT THE 20TH 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

20th General Meeting of Shareholders of NLB d.d., Trg republike 2, 1520 Ljubljana,

scheduled for Friday, 14/12/2012, at 13.00 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 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:

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

2. Increase in share capital by cash contributions to ensure compliance with the Decision of the European Commission

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

The Tier 1 capital of NLB d.d. which totals EUR 104,731,512.92 upon the adoption of this resolution and is divided into 12,548,930 ordinary no-par value registered shares with voting rights is to be increased through cash contributions by EUR 1,858,178.92 to EUR 106,589,691.84, by issuing new ordinary freely transferable registered no-par value shares with voting rights that are of the same class as the existing shares.

The increase shall be carried out by issuing 222,647 ordinary freely transferable registered no-par value shares with voting rights so that after the increase in Tier 1 capital, NLB d.d. shall have a total of 12,771,577 issued ordinary freely transferable registered no-par value shares with voting rights.

The issue price of one new share shall be EUR 8.35. The total issue value of all new issued shares shall be EUR 1,859,102.45.

All newly issued shares grant their holders the same entitlements and rights as the previously issued shares of the same class. New shares shall be issued in book-entry form and entered in the register kept by KDD d.d. following the entry of the increase in Tier 1 capital into the companies register.

The existing shareholders shall not have the pre-emptive right to subscribe the new shares. Subscription and payment of new shares pursuant to this resolution shall be carried out without the publication of a prospectus, based on the exceptions stipulated by the applicable legislation.

The deadline for subscribing and paying new shares shall be 90 days following the date this resolution on the increase of Tier 1 capital is passed by the General Meeting of Shareholders. The subscribers of new shares shall be obliged to pay the entire issue price of each subscribed new share upon such subscription.

The increase in Tier 1 capital pursuant to this resolution shall be deemed successful if all new shares are subscribed and paid in full no later than 90 days of the adoption of this resolution on the increase of Tier 1 capital by the General Meeting of Shareholders. If the increase in Tier 1 capital hereunder is not entered in the companies register by 31/12/2013 at the latest, the subscription shall become non-binding.

The Supervisory Board of NLB d.d. Ljubljana is authorised to adopt the amendments and supplements to the Articles of Association of NLB d.d. with the aim of aligning the new text with the implemented increase in Tier 1 capital.

3. Authorised capital

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

The current third paragraph of Article 5 of the Articles of Association of Nova Ljubljanska banka 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 14/12/2012, the Bank's share capital once or several times by no more than EUR 79,938,506.98 (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 9,578,232 new ordinary shares may be issued at the issue price specified by the Management Board of the Bank subject to the approval of the Supervisory Board of the Bank. 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 Tier 1 capital and issuing new shares; it is understood, however, that new shares can be issued solely for the purpose of swapping them into the receivables under the Agreement on the hybrid loan concluded between the Bank and the Republic of Slovenia on 28/06/2012 (non-cash contribution). The Management Board of the Bank may decide to exclude the existing shareholders' pre-emptive right to buy new shares, if the Supervisory Board of the Bank approves this.»

4. Election of substitute members of the Supervisory Board of NLB d.d.

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

4.1. The Annual General Meeting of Shareholders of NLB d.d. hereby establishes that Mr Jan Vanhevel, Member of the Supervisory Board, submitted his letter of resignation on 7 February 2011. The elected substitute member of the Supervisory Board shall be Gaël de Pontbriand whose term of office shall expire on the same date as the term of office of the originally elected members of the Supervisory Board of NLB d.d. who were elected at the 14th Annual General Meeting of NLB d.d. held on 30/06/2009.

4.2. The Annual General Meeting of Shareholders of NLB d.d. hereby establishes that Mr Matjaž Schroll, Member of the Supervisory Board, submitted his letter of resignation on 02/08/2012. The elected substitute member of the Supervisory Board shall be Ms. Marianne Økland whose term of office shall expire on the same date as the term of office of the originally elected members of the Supervisory Board of NLB d.d. who were elected at the 14th Annual General Meeting of NLB d.d. held on 30/06/2009.

In compliance with the provisions of the Companies Act (ZGD-1), the resolutions under the first three items on the agenda are proposed by the Management Board and the Supervisory Board with the exception of Item 4 which is proposed solely by the Supervisory Board.

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 (Ljubljanska borza d.d. Ljubljana) and on the website www.nlb.si (explanations included).

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 10/12/2012, 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 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 19/11/2012.

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: counterproposal). The counterproposal 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 ZGD-1 within seven days after the publication of the notice to convene the General Meeting of Shareholders, i.e. by 19/11/2012 at the latest.

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 through an 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 counterproposals:

The shareholders may submit additional items of the agenda and counterproposals to the Bank via electronic mail by the same deadline and with the same contents as applicable to the written form, namely by sending an attached 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, 12/11/2012

Management Board of NLB d.d.
