

PUBLICATION OF THE AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT THE 15TH
ANNUAL GENERAL MEETING OF SHAREHOLDERS OF NLB D.D.

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

15th Annual General Meeting of Shareholders of NLB d.d., Trg republike 2, 1520 Ljubljana,

which will be held on Wednesday, 30 June 2010, at 1 p.m. in the conference room E1-2, 2nd lobby of Cankarjev dom in Ljubljana (entrance from the passage under Maximarket)

with the following agenda:

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

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

The working bodies of the Annual General Meeting of Shareholders shall be elected as follows:

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

2. Presentation of the 2009 Annual Report and the Supervisory Board's Report on the results of examining the 2009 Annual Report and Information on the receipts of the members of the Management Board and Supervisory Board in 2009

The General Meeting of Shareholders of NLB d.d. hereby acknowledges the adopted 2009 Annual Report and the report by the Supervisory Board of NLB d.d. on the results of examining the 2008 Annual Report. Furthermore, the General Meeting of Shareholders of NLB d.d. hereby acknowledges the Information on the receipts of the members of the Management Board and Supervisory Board in the previous year.

3. Decision on the allocation of net accumulated profit for 2009 and granting a discharge from liability to the Management and Supervisory Boards

The Management and Supervisory Boards 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 2009 totals EUR 0.00. NLB d.d. recorded an operating loss of EUR 23,621,000.00 in 2009 and, when it prepared its financial statements, it covered the net loss for the financial year by revenue reserves.

3.2. A discharge from liability is hereby granted to the Management and Supervisory Boards for the 2009 financial year.

4. Authorised capital

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

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 June 2010, 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 of Shareholders. 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 terms and conditions and in the manner specified in a relevant Management Board’s resolution on capital increase and issue of new shares. New shares can be issued against payment in cash, contribution 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. New shares shall be issued against contributions in kind only if the shares are paid by the Republic of Slovenia against its receivable and on the basis of realisation of guarantee referred to in Article 86.a of the Public Finance Act. The auditor shall not be obliged to audit the issue of shares against contributions in kind if the respective legal provisions have been met. In the case new shares are issued against contributions in kind, the pre-emptive right to the new shares shall be excluded.”

5. Appointment of the auditor for the 2010 financial year

The Supervisory Board 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 2010.

6. Discussion of the Internal Audit’s Report for 2009 and the opinion of the Supervisory Board

The Annual General Meeting of Shareholders of NLB d.d. hereby acknowledges the adopted Internal Audit’s Report on Internal Auditing for 2009 and the opinion of the Supervisory Board of NLB d.d.

7. Election of a substitute member of the Supervisory Board

The Supervisory Board proposes that the following resolution be adopted:

The Annual General Meeting of Shareholders of NLB d.d. hereby establishes that Stanislava Zadavec Capriolo, Member of the Supervisory Board, submitted her letter of resignation on 16 November 2009.

The elected substitute member of the Supervisory Board shall be Mr Jurij Detiček his term of office shall expire on the same date as the term of office of the originally elected Supervisory Board members who were elected at the 14th Annual General Meeting of NLB d.d. held on 30 June 2009.

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

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

As of 30 June 2010, the members of the Supervisory Board shall be entitled to session fees, namely members EUR 412.50 gross and the Chairman of the Supervisory Board EUR 536.25 gross for

attending a regular or extraordinary meeting, and 80% of the regular session fee for attending a correspondence meeting. The session fee of the Supervisory Board members for attending a committee of the Supervisory Board or an ad hoc working body of the Supervisory Board shall be EUR 429.00 gross for the chairman of a committee or working body and EUR 330.00 gross for a member thereof, and 80% of the regular session fee for attending a correspondence meeting of a committee or working body of the Supervisory Board. The session fee of the Supervisory Board members for attending a committee of the Supervisory Board or ad hoc working bodies of the Supervisory Board shall be EUR 536.25 gross for the chairman of a committee or working body and EUR 330.00 gross for a member thereof, and 80% of the regular session fee for attending a correspondence meeting of a committee or working body of the Supervisory Board.

On the day this resolution is adopted, the resolution on the determination of the Supervisory Board members' session fees which was adopted at the 14th Annual General Meeting of Shareholders of NLB d.d. of 30 June 2009, shall cease to be valid.

In compliance with the Companies Act (ZGD-1), the proposer of the resolutions referred to in Items 5 and 7 shall be the Supervisory Board; Items 2 and 6 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.

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). A fair copy of the applicable Articles of Association of NLB d.d. and a fair copy of the Articles of Association with proposed amendments, if adopted eventually, are published on the Bank's website.

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 26 June 2010, 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 within the period from the publication of this notice to convene the meeting up until and including three days prior to the General Meeting of Shareholders at the latest. 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, up until and including three days 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.

Amendments to the Agenda:

The shareholders whose total interest accounts for at least one-twentieth of the subscribed capital can, after the publication of the notice to convene the meeting, 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 4 June 2010.

Shareholders' proposals:

The shareholders may submit proposals for resolutions to each item on the agenda, in compliance with Article 300 of the Companies Act (ZGD-1) (hereinafter: the counter proposal). 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 ZGD-1 within seven days after the publication of the notice to convene the General Meeting of Shareholders, i.e. by 4 June 2010.

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 Companies act (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 in the period from the publication of the notice to convene the meeting up until and including three days 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: Skupscina2010@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:

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: Skupscina2010@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.

Ljubljana, 28 May 2010

Management Board of NLB d.d.
