

PUBLICATION OF THE AGENDA AND PROPOSED RESOLUTIONS TO BE PASSED AT THE 21ST 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

21st General Meeting of Shareholders of NLB d.d., Trg republike 2, 1520 Ljubljana,

scheduled for Saturday, 29/12/2012, at 9 a.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 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 General Meeting of Shareholders of NLB d.d. shall be elected as follows:

- Laura Delphina Senica, member of the Credentials Committee.
- Jure Košar, member of the Credentials Committee.

2. Increasing the share capital through cash contributions

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

The share capital of NLB d.d. shall be increased by EUR 208,646,300.77 through cash contributions, by way of issue of new ordinary, registered, freely transferable, no-par value shares with voting rights, comprising the same class as the already issued shares.

The increase shall be made by issue of 25,000,000 ordinary, registered, freely transferable, no-par value shares with voting rights.

The issue value of a new share shall be EUR 15.00. The total issue value of all new issued shares shall be EUR 375,000,000.00.

All newly issued shares shall grant their holders the same entitlements and rights as the previously issued shares of the same class. The 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, in accordance with the exceptions stipulated by the applicable legislation.

The deadline for subscribing and paying new shares shall be 90 days of the adoption of this resolution on the increase of Tier 1 capital by the General Meeting of Shareholders. The subscribers of new shares shall 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 share 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 its text with the implemented increase in share capital.

In compliance with the provisions of the Companies Act (ZGD-1), both resolutions on the agenda are proposed by the Management Board and 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 electronic notification system of the Ljubljana Stock Exchange, Ljubljana, SEOnet and on the website www.nlb.si with all explanations.

Conditions for participation:

Those shareholders who are registered in the central register of dematerialised securities kept by KDD 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 25/12/2012, or their legal representatives or proxies 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 05/12/2012.

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 05/12/2012 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 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 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, 28/11/2012

Management Board of NLB d.d.
