

Pursuant to Article XIII.A. of the Articles of Association of UniCredit Banka Slovenija d.d., the Management Board of UniCredit Banka Slovenija d.d. hereby convenes a

**GENERAL MEETING OF SHAREHOLDERS  
OF UNICREDIT BANKA SLOVENIJA d.d.  
on Monday, November 2<sup>nd</sup>, 2009 at 13:00 h,  
in the business quarters of UniCredit Banka Slovenija d.d.,  
Šmartinska 140, 1000 Ljubljana**

For the purposes of the meeting, the Management Board proposes to the General Meeting of Shareholders the following

**AGENDA:**

**1. OPENING OF GENERAL MEETING, ESTABLISHMENT OF QUORUM AND ELECTION OF WORKING BODIES**

Proposed resolution:

*It is established that the General Meeting has a quorum.*

*Mr. Rok Rozman is elected Chairman of the General Meeting.*

*Ms. Marija Vukoja is appointed vote counter.*

*The presence of the invited notary public is established.*

**2. DETERMINATION OF REMUNERATION FOR SUPERVISORY BOARD MEMBERS**

Proposed resolution:

*1. The member of the Supervisory Board of UniCredit Banka Slovenija d.d. Mr. Giuseppe Verrascina, born on June 6<sup>th</sup>, 1945, is entitled to receive remuneration for attending and preparing for the Supervisory Board meetings, as well as for preparation and revision of materials related to the function of the Supervisory Board that are not related to any particular Supervisory Board meeting in the amount of 10,000.00 EUR gross per year, to be paid, pro rata, on a monthly basis. The bank reimburses the expenses of the member of the Supervisory Board, which are in direct connection to a particular meeting (e.g. travel expenses, accommodation, costs of courier service) and applicable contributions related to his profession. With regard to the Supervisory Board mandate period prior to the subject General Meeting of Shareholders the same amount is applicable pro rata.*

*2. The member of the Supervisory Board of UniCredit Banka Slovenija d.d. Mr. Franco Andreetta, born on May 1<sup>st</sup>, 1941, is entitled to receive remuneration for attending and preparing for the Supervisory Board meetings, as well as for preparation and revision of materials related to the function of the Supervisory Board that are not related to any particular Supervisory Board meeting in the amount of 10,000.00 EUR gross per year, to be paid, pro rata, on a monthly basis. The bank reimburses the expenses of the member of the Supervisory Board, which are in direct connection to a particular meeting (e.g. travel expenses, accommodation, costs of courier service) and applicable contributions related to*

*his profession. With regard to the Supervisory Board mandate period prior to the subject General Meeting of Shareholders the same amount is applicable pro rata.*

Explanation of resolution:

On February 9<sup>th</sup>, 2009 the General Meeting of Shareholders of the Bank appointed Mr. Giuseppe Verrascina and Mr. Franco Andreetta as members of the Supervisory Board of the Bank for the period of February 9<sup>th</sup>, 2009 until April 24<sup>th</sup>, 2011.

Pursuant to Article XII.A.(j) of the Articles of Association of the Bank and in accordance with the UniCredit Group Corporate Bodies Remuneration Guidelines, having regard to the size of UniCredit Banka Slovenija d.d., considering also the corporate complexity, the business activity and risk profile, effectiveness with customers, variety of offered services, in order to ensure an appropriate remuneration to the member of the Supervisory Board, the Management Board of the Bank proposes to the General Meeting to adopt the respective resolution.

### **3. MISCELLANEOUS**

The materials for the General Meeting containing the proposed resolutions are available to shareholders for inspection at the head office of UniCredit Banka Slovenija d.d., Šmartinska 140, from October 2<sup>nd</sup>, 2009 onward. The General Meeting of the Bank may be attended by shareholders of the Bank to the benefit of whom registered shares are entered in the share register or on the securities accounts managed by KDD (Central Securities Clearing Corporation) at the end of the fourth day prior to the General Meeting. Shareholders are required to report their attendance at a General Meeting of the Bank at the end of the fourth day prior to the date set for the General Meeting at the Secretary's Office of the Bank's Management. Shareholders may also be represented at general meetings of the Bank by a proxy, subject to the presentation of a written authorization.

Shareholders, which altogether hold at least 20% of the share capital, may, after publishing the convocation, request new items on the agenda in a written form. A request shall be accompanied by a written proposal of a resolution which shall be decided on, or if the General Meeting does not adopt a resolution, it shall include an explanation of the item. A request must be sent to the bank seven days after convening the General Meeting at the latest.

Shareholders may present a written counter-proposal to each item on the agenda. A counter-proposal is published and communicated in accordance with article 296 of the Companies Act (ZGD-1), if a shareholder sends to the bank a reasonably grounded proposal in seven days after publication of the convocation and if a shareholders gives notice that he shall object to the proposal of the Management Board and that he shall prepare other shareholders to vote for his proposal.

A shareholder attending the General Meeting has a right to request reliable information from the Management Board of the Bank about matters related to the bank, if they in connection with the

**UniCredit Banka Slovenija d.d.**

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Registered at the District Court of  
Ljubljana under entry no. 1/10521/00;  
Share capital: 16.258.321,26 EUR,  
Reg. no.: 5446546; Tax no.:  
SI59622806; Settlement account:  
01000-0002900092.

agenda. Questions with the same content may be answered in a joint answer. A right to be informed is applicable to legal and business relationships with related parties.

Ljubljana, October 2<sup>nd</sup>, 2009

Management Board of the Bank

dr. France Arhar

dr. Heribert Fernau

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