

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 Thursday, 29 April 2010 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.*

*Mr. Mitja Širaj is appointed vote counter.*

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

**2. APPROVAL OF BASIC BUSINESS POLICIES AND DEVELOPMENT PLAN FOR 2010**

Proposed resolution:

*On the basis of the opinion of the Supervisory Board, the development plan and basic business policies for the year 2010 as proposed by the Management Board of the Bank is approved.*

**3. REPORT OF THE SUPERVISORY BOARD ON THE 2009 ANNUAL REPORT OF THE BANK**

Proposed resolution:

*The General Meeting is briefed on the report of the Supervisory Board on the Annual Report of the Bank for 2009.*

**4. ANNUAL REPORT ON THE INTERNAL AUDIT OF THE BANK FOR 2009**

Proposed resolution:

*The General Meeting of the Bank approves the Annual Report of Internal Audit on the internal auditing of the Bank in 2009 and the opinion of the Supervisory Board of the Bank.*

**5. APPROPRIATION OF ACCUMULATED PROFIT AND DISCHARGE OF DUTIES**

Proposed resolution:

*5.1. The General Meeting of Shareholders of the Bank adopts the proposed appropriation of accumulated profit for 2009. The accumulated profit for the 2009 financial year in the amount of EUR 4,399,175.31 shall not be distributed to shareholders and shall be allocated in its entirety to other revenue reserves.*

<b>UniCredit Banka Slovenija d.d.</b> Šmartinska 140 SI-1000 Ljubljana Tel.: +386 1 5876 600 Faks: + 386 1 5876 684	Registrirana pri Okrožnem sodišču v Ljubljani št.reg.vl. 1/10521/00, Osnovni kapital družbe 16.258.321,26 EUR, Matična številka 5446546, Identifikacijska številka za DDV SI59622806, Poravnalni račun 01000-0002900092.
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5.2. *The General Meeting of Shareholders of the Bank discharges the members of the Management and Supervisory Board of their duties for the year 2009.*

**6. APPOINTMENT OF AUDITOR TO AUDIT THE BANK'S OPERATION IN THE 2010 FINANCIAL YEAR**

Proposed resolution:

*The auditing company KPMG Slovenija d.o.o., Železna cesta 8a, Ljubljana. is appointed auditor for the 2010 financial year.*

**7. APPOINTMENT OF MEMBER OF THE SUPERVISORY BOARD**

Resolution proposal:

7.1. *The General Meeting of Shareholders of UniCredit Banka Slovenija d.d. acknowledges the resignation statement of Mr. Herbert Hangel from his position of the bank's Supervisory Board. Mr. Herbert Hangel's function of the bank's Supervisory Board Member shall terminate on April 29<sup>th</sup>, 2010.*

7.2. *Mr. Alessio Pomasan, born on May 8<sup>th</sup>, 1971 is appointed as Supervisory Board member until April 24<sup>th</sup>, 2011.*

**8. ADOPTION OF NEW ARTICLES OF ASSOCIATION**

Proposed resolution:

*In order to ensure greater linguistic consistency of the text of the Articles of Association and in order to fully comply with the last amendments of the Companies Act (ZGD-1C) and the Banking Act (ZBan-1D), the General Meeting of Shareholders of the Bank hereby adopts the consolidated version of the Articles of Association, which form an integral part of this resolution.*

**9. DISCLOSURE OF REMUNERATION OF THE MANAGEMENT AND SUPERVISORY BOARD MEMBER**

Proposed resolution:

*The General Meeting of Shareholders gets informed about remuneration of the Management and Supervisory Board Members, which they have received for performing their function in the bank in the business year 2009.*

**10. MISCELLANEOUS**

The materials for the General Meeting containing the proposed resolutions with explanations, including the Annual Report and the Report of the Supervisory Board, are available to shareholders for inspection at the head office of UniCredit Banka Slovenija d.d., Šmartinska 140, from March 26<sup>th</sup>, 2010 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.

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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 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, March 26<sup>th</sup> 2010

Management Board of the Bank

dr. France Arhar

Janko Medja, MBA

Francesco Vercesi

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