

Pursuant to Articles 13, 14, 15, and 16 of the Statute of SKB d.d. Ljubljana, Ajdovščina 4, the Board of Directors of SKB d.d. hereby convenes the

**31st General Meeting** **of Shareholders SKB d.d. Ljubljana,**

which will be held on **September 18, 2017 at 10:00 p.m.** in the bank’s conference room (no.611/VI) Ajdovščina 4,Ljubljana. For the General Meeting of Shareholders the Board of Directors proposes the following

**AGENDA:**

1. **Opening of the General Meeting of Shareholders and election of its officers (the**

**Chairperson and the Credentials Committee)**

# PROPOSED RESOLUTION

The General Meeting of Shareholders hereby appoints the Chairperson and the Credentials Committee:

* Chairperson: Cvetka Selšek
* Credentials Committee: Mateja Papež, President

Klemen Klopčič, Member

Igor Šteblaj, Member

**2.0 Proposal for changes in the membership of the Board of Directors**

1. The General Meeting of Shareholders appoints Mr. Andre Gardella as the new member of the Board of Directors from the date of voting.
2. The mandate of the newly appointed member of the Board of Directors starts with the day of nomination at the General Meeting of Shareholders and lasts until the termination of mandate of the current members of the Board of Directors.
3. The General Meeting of Shareholders releases Mr. François Jean Louis Turcot as the member of the Board of Directors. His mandate terminates when Mr. Andre Gardella obtains the licence of the Bank of Slovenia for performing the function of an executive director.
4. The Board of Directors consist of 8 (eight) members. After termination of the mandate of Mr. François Jean Louis Turcot the Board of Directors consist of 7 (seven) members.

**PARTICIPATION**

The General Meeting of Shareholders of the bank may be attended by the shareholders or their proxies. The right to participate at the General Meeting of Shareholders and to cast votes may be exercised by those shareholders who are registered in the central securities register at the end of fourth day before General Meeting of Shareholders and who have applied to participate in the General Meeting of Shareholders no later than at the end of fourth day before General Meeting of Shareholders.

The shareholders of the Bank or their proxies may apply to participate:

* personally at the headquarters of the Bank, floor VI, room 621/a, Ajdovščina 4 in Ljubljana;
* by fax at no. + 386 1 432-91-22 marked »for the General Meeting of Shareholders «
* by e-mail: igor.steblaj@skb.si marked »for the General Meeting of Shareholders «
* by registered mail marked »for the General Meeting of Shareholders «

no later than at the end of (4) fourth day before General Meeting of Shareholders

**THE LAST DAY TO APPLY IS: September 14, 2017**

The shareholders whose total stake amounts to one-twentieth of the share capital may submit the written request for additional item of the agenda immediately after the General Meeting of Shareholders is convened. The request shall be accompanied by the written proposal of the resolution on which the General Meeting shall decide or if the resolution for the particular item is not adopted by the General Meeting, the explanation of the agenda item. Shareholders shall submit to the bank the request for additional item of the agenda no later than within 7 days after publication of this convocation.

The shareholders may propose resolutions to each item of the agenda in writing. The shareholders’ proposal is published and communicated in the statutory method only if the shareholder submits a reasonably justified proposal to the bank within 7 days after the General Meeting is convened with the message that he will oppose the proposal of the management or control and will convince other shareholders to vote for his proposal. Shareholder’s election proposal for the election of members of the Board of Directors and auditor is not necessary to be justified.

The shareholders’ proposals not submitted to the bank within the above stated period of seven (7) days and submitted at the General Meeting itself shall be treated at the General Meeting itself.

The shareholders will be able to exercise at the Meeting their right to be informed pursuant to the paragraph 1, Article 305 of the Companies Act.

The participants at the General Meeting of Shareholders are requested to report to the representative at the check-in point in the bank’s conference room (no.611/VI) Ajdovščina 4, Ljubljana, half an hour prior to the beginning of the Meeting. By signing the list of applicant shareholders, a shareholder or a proxy confirms his or her participation in the General Meeting of Shareholders and receives the ballot papers. In order to participate in the General Meeting of Shareholders, individuals must prove their identity with their personal ID, whilst the proxies must also show a proxy form.

**MATERIALS for the general meeting**

As of the day when the convocation is announced all materials for the General Meeting of Shareholders will be available for review every working day between 10 a.m. and 12 p.m. in the Secretariat General of the bank, room 621a/VI, Ajdovščina 4 in Ljubljana. As of this day the shareholders can obtain all the material for the General Meeting of Shareholders at the same place. **All materials will be available also on the bank’s website (**[**www.skb.si**](http://www.skb.si)**).**

Cvetka Selšek

President of the Board of Directors