

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

33rd General Meeting of Shareholders of SKB banka d.d. Ljubljana,

which will be held on 6th June 2019 at 13:00 in the bank's conference room (no.611/VI) at Ajdovščina 4, Ljubljana. For the General Meeting of Shareholders the Board of Directors proposes the following

AGENDA:

1.0 Opening of the General Meeting of Shareholders and election of its officers

PROPOSED RESOLUTION

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

- Chairperson: Jean Philippe Guillaume
- Credentials Committee

Notary: Nada Kumar

2.0 Addresses by:

- the Chief Executive Officer of SKB d.d and
- the President of the Board of Directors of SKB d.d

3.0 Acquaintance with Audited Annual report of the SKB Group for year 2018, the opinion of the auditing company Deloitte revizija d.o.o., Ljubljana, report of the Management Board to the Annual report of the SKB Group for 2018, decision of the Management Board on the adoption of the annual report of the SKB Group, and adoption of Report on internal auditing in 2018

The General Meeting of Shareholders is acquainted with Audited Annual report of the SKB Group for year 2018, the opinion of the auditing company Deloitte revizija d.o.o., Ljubljana, report of the Management Board to the Annual report of the SKB Group for 2018, decision of the Management Board on the adoption of the audited Annual report of the SKB Group.

PROPOSED RESOLUTION:

The General Meeting of Shareholders adopts the Report on internal auditing in 2018.

4.0 The allocation of SKB Bank d.d. Ljubljana distributable net profit for the business year 2018

PROPOSED RESOLUTION:

The total amount of distributable net profit of SKB Bank for the year 2018 amounts to 136.250.907,46 EUR.

Net profit in financial year 2018 amounts to 53.693.122,82 EUR and shall be allocated for payment of dividends in the amount of 47.055.024,00 EUR, the amount of 6.638.098,82 EUR shall be transferred to retained profit.

Gross dividend in 2018 amounts to 3,72 EUR per share.

As at the date of the General Meeting of Shareholders the net profit shall be transferred from the item net profit of business year 2018 to the item dues from participation in profit – dividends.

Dividends shall be paid out on the sixth working day following the General Meeting of Shareholders, that will decide on the use of distributable net profit, to the shareholders being registered in the central securities registry as holders of the shares of SKB Banka d.d. Ljubljana at the end of the fifth working day following the date of the General Meeting of Shareholders.

5.0 The discharge to the members of the Board of Directors of the bank for their work in the business year 2018

PROPOSED RESOLUTION:

The General Meeting of Shareholders of the bank grants discharge to the members of the Board of Directors of the bank for their work in the business year 2018.

PARTICIPATION

The General Meeting of Shareholders of SKB banka d.d. 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 SKB d. d. or their proxies may apply to participate:

- personally at the SKB headquarters, floor VI, room 612, Ajdovščina 4 in Ljubljana;
- by fax at no. + 386 1 432-91-22 marked "for the General Meeting of Shareholders"
- by e-mail: jadranka.zadnikar@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 application shall be received by the end of 2nd June 2019

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 SKB d. d. 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 SKB d. d. 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 General 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 SKB's conference room (no.611/VI) at Ajdovščina 4, Ljubljana, half an hour prior to the beginning of the General 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 SKB's Secretariat General, room 612/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 SKB's website (www.skb.si).**



Jean Philippe Guillaume
predsednik Upravnega odbora