

**Ref. No.: SV 880/2016**

**Date: 15 June 2016**

-----**NOTARIAL RECORD OF**-----  
-----**THE COURSE AND THE RESOLUTIONS OF THE**-----  
-----**- SHAREHOLDERS´ MEETING OF NOVA KREDITNA BANKA MARIBOR d.d. -**-----

I, Ines Bukovič, a notary public of Maribor, participated on **15 June 2016** (fifteenth of June two-thousand-sixteen), at the invitation of the Management Board of NOVA KBM d.d., in the Shareholders´ Meeting of NOVA KREDITNA BANKA MARIBOR d.d. (hereafter also referred to as 'Nova KBM'), which took place at the head office of Nova KBM, Ulica Vita Kraigherja 4 (four), between **2:10 p.m.** (two-ten p.m.) and **2:36 p.m.** (two-thirty-six p.m.), in my continuous presence. -----

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Based on the excerpt from the court/AJPES business register dated 15 June 2016 (fifteenth of June two-thousand-sixteen), I hereby establish that **NOVA KREDITNA BANKA MARIBOR d.d.**, short name NOVA KBM d.d., with registered office at Ulica Vita Kraigherja 4 (four), 2000 (two-thousand) Maribor, is entered in the court/AJPES business register under the registration number 5860580000 (five-eight-six-zero-five-eight-zero-zero-zero-zero).-----

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Based on the excerpt from the KDD register, dated 15 June 2016 (fifteenth of June two-thousand-sixteen), and the excerpt from the Commercial Register of Luxembourg, dated 25 April 2016 (twenty-fifth of April two-thousand-sixteen), I, the notary public, hereby establish the presence of the **sole shareholder Biser Bidco S.à r.l.**, with the business address 5 (five) rue Guillaume Kroll, L-1882 (L - one-eight-eight-two) Luxembourg, entered in the Commercial Register of Luxembourg under the registration number B197853 (B-one-nine-seven-eight-five-three), which is a holder of all 10,000,000 (ten-million) no-par-value shares of Nova KBM and which represents 100% (one-hundred percent) of the share capital and voting rights in Nova KBM, at the Shareholders´ Meeting, which based on the power of attorney dated 10 June 2016 (tenth of June two-thousand-sixteen) is represented by **Michele Rabá**, born on 5 May 1984 (fifth of May nineteen-eighty-four), according to his own statement residing at 103A (one-zero-three-A) Sovereign Court, 29 (twenty-nine) Wrights Lane, W8 5SH (W-eight-five-S-H), London, United Kingdom, whose identity I have verified

based on the passport of the Republic of Italy, number YA8344791 (Y-A-eight-three-four-four-seven-nine-one), issued on 14 November 2015 (fourteenth of November two-thousand-fifteen).

At the Shareholders' Meeting were also present: Robert Senica, President of the Management Board, and Sabina Župec Kranjc, Management Board Member. ----

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In the notice of the Shareholders' Meeting, published on Seonet and on Nova KBM's website, the Management and Supervisory Boards proposed the following meeting agenda: -----

1. Opening of the Shareholders' Meeting, establishment of quorum and election of Shareholders' Meeting bodies.-----
2. Consideration of the 2015 (two-thousand-fifteen) Nova KBM Group's Internal Audit Report, along with the opinion of the Supervisory Board; the 2015 (two-thousand-fifteen) Annual Report of the Nova KBM Group and Nova KBM d.d., along with the auditor's report; and the report of the Supervisory Board on verification of the 2015 (two-thousand-fifteen) Annual Report of the Nova KBM Group and Nova KBM d.d. -----
3. Adoption of a resolution on the appropriation of the 2015 (two-thousand-fifteen) profit available for distribution; granting discharge to the Management and Supervisory Boards of Nova KBM d.d. for the financial year 2015 (two-thousand-fifteen); and information about the remuneration provided to the members of the management and supervisory bodies of Nova KBM d.d. in 2015 (two-thousand-fifteen) -----
4. Amendments to Nova KBM's Articles of Association -----

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**AD 1 (one) Opening of the Shareholders' Meeting, establishment of quorum and election of Shareholders' Meeting bodies** -----

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Robert Senica, President of the Management Board, greeted everyone present and opened the Shareholders' Meeting. He established that the Shareholders' Meeting had been convened by a notice, published on Nova KBM's website and on Seonet and submitted to the representative of the sole shareholder. In addition, he informed the persons present that a proposal had been made to amend item 3 (three) of the agenda to read as follows:-----

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"Granting discharge to the Management and Supervisory Boards of Nova KBM d.d. for the financial year 2015 (two-thousand-fifteen) and information about the remuneration provided to the members of the management and supervisory bodies of Nova KBM d.d. in 2015 (two-thousand-fifteen)". -----

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Consequently, a decision was made that the Shareholders' Meeting would not vote on resolution proposal 3.1 (three . one) above.-----

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Senica further established that the **Shareholders' Meeting was in quorum, given that 100% (one-hundred percent) of all shares with voting rights were represented.**-----

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He proposed that, by a show of hands, the Shareholders' Meeting approve the meeting agenda and elect the Shareholders' Meeting bodies, and put to the vote the following -----  
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**RESOLUTION** -----

**The agenda of the 29<sup>th</sup> (twenty-ninth) Shareholders' Meeting is hereby adopted and the agenda items shall be discussed as proposed. Markus Bruckmüller shall be elected as the Chair of the Shareholders' Meeting. In order to comply with Article 304 (three-hundred-and-four) of the Companies Act, Ines Bukovič, a notary public of Maribor, shall attend the 29<sup>th</sup> (twenty-ninth) Shareholders' Meeting of Nova KBM d.d., Ulica Vita Kraigherja 4 (four), Maribor.**-----

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Following the voting, the President of the Management Board established that:--  
– the number of shares for which valid votes were cast was: 10,000,000 (ten-million)-----  
– the proportion of these shares in the share capital was: 100% (one-hundred percent)-----  
– the total number of validly cast votes was: 10,000,000 (ten-million)-----  
– the number of votes cast FOR the resolution was: 10,000,000 (ten-million), which represented 100% (one-hundred percent) of the votes cast-----  
– the number of votes cast AGAINST the resolution was: 0 (zero), which represented 0% (zero percent) of the votes cast-----  
– the number of ABSTAINED votes was: 0 (zero).-----

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**The President of the Management Board declared the resolution as unanimously carried** and handed over the chairing of the Shareholders' Meeting to the elected Chair Markus Bruckmüller. -----

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The elected Chair of the Shareholders' Meeting took over the chairing of the session and established that, **out of 10,000,000 (ten-million) shares with voting rights, a total of 10,000,000 (ten-million) shares with voting rights were represented, which accounted for 100% (one-hundred percent) of all the voting shares of Nova KBM.** -----

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In accordance with Article 303 (three-hundred-and-three) of the Companies Act, the Chair announced that he would sign the list of persons present at the Shareholders' Meeting.-----

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Moreover, the Chair explained that the agenda items would be voted on by a show of hands, with which the sole shareholder agreed.-----

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Then he proposed that the Shareholders' Meeting begin to discuss the second agenda item. -----  
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**AD 2 (two) Consideration of the 2015 (two-thousand-fifteen) Nova KBM Group's Internal Audit Report, along with the opinion of the Supervisory Board; the 2015 (two-thousand-fifteen) Annual Report of the Nova KBM Group and Nova KBM d.d., along with the auditor's report; and the report of the Supervisory Board on verification of the 2015 (two-thousand-fifteen) Annual Report of the Nova KBM Group and Nova KBM d.d.** -----

The Chair of the Shareholders' Meeting explained that this agenda item was of an informative nature only and that no voting should take place on it. The sole shareholder had been furnished with all written reports on the performance of Nova KBM and its group.-----

**AD 3 (three) Granting discharge to the Management and Supervisory Boards of Nova KBM d.d. for the financial year 2015 (two-thousand-fifteen) and information about the remuneration provided to the members of the management and supervisory bodies of Nova KBM d.d. in 2015 (two-thousand-fifteen)**-----

The Chair of the Shareholders' Meeting read the resolution proposals under this agenda item and opened the discussion. Since there was no discussion, he put to the vote the following -----

**RESOLUTION number 3.1 (three . one):**-----  
**The Shareholders' Meeting grants discharge to the Nova KBM Management Board for the financial year 2015 (two-thousand-fifteen).** -----

Following the voting, the Chair of the Shareholders' Meeting established that: ---  
– the number of shares for which valid votes were cast was: 10,000,000 (ten-million)-----  
– the proportion of these shares in the share capital was: 100% (one-hundred percent) -----  
– the total number of validly cast votes was: 10,000,000 (ten-million)-----  
– the number of votes cast FOR the resolution was: 10,000,000 (ten-million), which represented 100% (one-hundred percent) of the votes cast-----  
– the number of votes cast AGAINST the resolution was: 0 (zero), which represented 0% (zero percent) of the votes cast-----  
– the number of ABSTAINED votes was: 0 (zero).-----

**The Chair of the Shareholders' Meeting declared the resolution numbered 3.1 (three . one) as unanimously carried** and put to the vote the following -----

**RESOLUTION number 3.2 (three . two):**-----  
**The Shareholders' Meeting grants discharge to the Nova KBM Supervisory Board for the financial year 2015 (two-thousand-fifteen).** -----

Following the voting, the Chair of the Shareholders' Meeting established that: ---

- the number of shares for which valid votes were cast was: 10,000,000 (ten-million)-----
- the proportion of these shares in the share capital was: 100% (one-hundred percent)-----
- the total number of validly cast votes was: 10,000,000 (ten-million)-----
- the number of votes cast FOR the resolution was: 10,000,000 (ten-million), which represented 100% (one-hundred percent) of the votes cast-----
- the number of votes cast AGAINST the resolution was: 0 (zero), which represented 0% (zero percent) of the votes cast-----
- the number of ABSTAINED votes was: 0 (zero).-----

**The Chair of the Shareholders´ Meeting declared the resolution numbered 3.2 (three . two) as unanimously carried** and put to the vote the following -----

**RESOLUTION number 3.3 (three . three):** -----  
**The Shareholders´ Meeting takes note of the remuneration provided to the members of the management and supervisory bodies of Nova KBM d.d. in 2015 (two-thousand-fifteen).**-----

Following the voting, the Chair of the Shareholders´ Meeting established that:---

- the number of shares for which valid votes were cast was: 10,000,000 (ten-million)-----
- the proportion of these shares in the share capital was: 100% (one-hundred percent)-----
- the total number of validly cast votes was: 10,000,000 (ten-million)-----
- the number of votes cast FOR the resolution was: 10,000,000 (ten-million), which represented 100% (one-hundred percent) of the votes cast-----
- the number of votes cast AGAINST the resolution was: 0 (zero), which represented 0% (zero percent) of the votes cast-----
- the number of ABSTAINED votes was: 0 (zero).-----

**The Chair of the Shareholders´ Meeting declared the resolution numbered 3.3 (three . three) as unanimously carried** and proceeded with the discussion of the next agenda item.

**AD 4 (four) Amendments to Nova KBM´s Articles of Association**-----

The Chair of the Shareholders´ Meeting read the resolution proposal under this agenda item and opened the discussion. Since there was no discussion, he put to the vote the following-----

**RESOLUTION number 4.1 (four . one):**-----

**The Shareholders' Meeting adopts the amendments to Nova KBM's Articles Association as proposed below:** -----

The eighth paragraph of Article 12 (twelve) is amended to read as follows: -----

"The Management Board must obtain the prior consent of the Supervisory Board to conclude any legal transaction for which consent of the Supervisory Board is required by law. To conclude any legal transaction, in respect of which a special resolution is passed by the Supervisory Board, the Management Board must obtain the prior consent of the Supervisory Board or the relevant committee or any other body set up for this purpose by the Supervisory Board. The method and the process of giving consent shall be determined by the Supervisory Board by a special resolution."-----

**RESOLUTION number 4.2 (four . two):**-----  
**The consolidated text of Nova KBM's Articles of Association shall be drawn up by taking account of the adopted amendments.**-----

Following the voting, the Chair of the Shareholders' Meeting established that: ---

- the number of shares for which valid votes were cast was: 10,000,000 (ten-million)-----
- the proportion of these shares in the share capital was: 100% (one-hundred percent)-----
- the total number of validly cast votes was: 10,000,000 (ten-million)-----
- the number of votes cast FOR the resolution was: 10,000,000 (ten-million), which represented 100% (one-hundred percent) of the votes cast-----
- the number of votes cast AGAINST the resolution was: 0 (zero), which represented 0% (zero percent) of the votes cast-----
- the number of ABSTAINED votes was: 0 (zero).-----

**The Chair of the Shareholders' Meeting declared the resolutions numbered 4.1 (four . one) and 4.2 (four . two) as unanimously carried.**-----

The Chair of the Shareholders' Meeting then established that the agenda was exhausted, thanked the persons present for their cooperation, and concluded the Shareholders' Meeting at 2:36 p.m. (two-thirty-six p.m.).-----

**Chair of the Shareholders' Meeting**  
-----**Markus Bruckmüller**-----

I, the undersigned notary public, verified the identity of the Chair of the Shareholders' Meeting **Bruckmüller Markus**, born on 20 August 1972

(twentieth of August nineteen-seventy-two) and residing at Schanzstr. 29/4 (twenty-nine / four), 1140 (one-one-four-zero) Vienna, based on the identity card of the Republic of Austria, number 10469186 (one-zero-four-six-nine-one-eight-six), issued on 13 July 2009 (thirteenth of July two-thousand-nine).

Bruckmüller Markus, the Chair of the Shareholders' Meeting, instructed within the meaning of Article 55 of the Notary Act, declared that he understood the official language.

I, the undersigned Ines Bukovič, a notary public of Maribor, confirm that this notarial record is an accurate transcription of the course of the Shareholders' Meeting and that all of the above stated resolutions were adopted in the form and with the content as written above.

In accordance with Article 69 of the Notary Act, this notarial record does not contain the entire content of statements made by participants or discussions held by them, but contains only legally important facts, as defined by the aforementioned act.

I certify the content of this notarial record and the resolutions set forth herein with my signature and stamp.

**Notary Public**  
**Ines Bukovič**

Annexed to this notarial record and joined with it in a prescribed manner are the following documents:

- a notice of the Shareholders' Meeting, dated 15 June 2016 (fifteenth of June two-thousand-sixteen)
- the proposal for amendments to the Articles of Association, to be presented under the agenda item number 4 (four)
- the excerpt from the KDD register, dated 15 June 2016 (fifteenth of June two-thousand-sixteen)
- the power of attorney, including its translation, dated 10 June 2016 (tenth of June two-thousand-sixteen)
- a list of shareholders present at the Shareholders' Meeting, dated 15 June 2016 (fifteenth of June two-thousand-sixteen)

**Notary Public**  
**Ines Bukovič**