

**Ref. No.: SV 1054/2016**

**Date: 14 July 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 **14 July 2016** (fourteenth of July 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 **3:30 p.m.** (three-thirty p.m.) and **3:45 p.m.** (three-forty-five p.m.), in my continuous presence.-----

-----  
Based on the excerpt from the court/AJPES business register dated 14 July 2016 (fourteenth of July 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).-----

-----  
Based on the excerpt from the KDD register, dated 13 July 2016 (thirteenth of July two-thousand-sixteen), and the excerpt from the Commercial Register of Luxembourg, dated 7 June 2016 (seventh of June 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 8 July 2016 (eighth of July 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).-----

Robert Senica, President of the Management Board, was also present at the Shareholders' Meeting. -----

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. Adoption of a resolution on the appropriation of the distributable profit for the year 2015 (two-thousand-fifteen) (this resolution is to replace the resolution adopted at the 30<sup>th</sup> (thirtieth) Shareholders' Meeting of Nova KBM held on 30 June 2016 (thirtieth of June two-thousand-sixteen))-----

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

Robert Senica, President of the Management Board, greeted everyone present and opened the Shareholders' Meeting. He informed everyone present 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. He established that the **Shareholders' Meeting was in quorum, given that 100% (one-hundred percent) of all shares with voting rights were represented.**-----

Senica proposed that the Shareholders' Meeting elect the Shareholders' Meeting bodies by a show of hands, and put to the vote the following-----

**RESOLUTION**-----

**The agenda of the 31<sup>st</sup> (thirty-first) regular 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 regular Shareholders' Meeting of Nova KBM d.d., Ulica Vita Kraigherja 4 (four), Maribor.**-----

- 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).-----

**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.-----

The 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.**-----

In accordance with Article 303 (three-hundred-and-three) of the Companies Act, he signed the list of participants at the Shareholders' Meeting, which was available for inspection during the entire Shareholders' Meeting.-----

Moreover, the Chair explained that the voting would take place by a show of hands, with which the sole shareholder agreed.-----

**AD 2 (two) Adoption of a resolution on the appropriation of the distributable profit for the year 2015 (two-thousand-fifteen) (this resolution is to replace the resolution adopted at the 30<sup>th</sup> (thirtieth) Shareholders' Meeting of Nova KBM held on 30 June 2016 (thirtieth of June two-thousand-sixteen))**-----

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 2 (two):**-----

**As per the proposal of the Nova KBM Management Board and the opinion of the Nova KBM Supervisory Board, and in accordance with the commitments made by Nova KBM to the European Commission (DG Comp), this resolution revokes and replaces in full the resolution on the appropriation of the distributable profit, adopted at the 30<sup>th</sup> (thirtieth) Shareholders' Meeting of Nova KBM held on 30 June 2016 (thirtieth of June two-thousand-sixteen).**-----

**The distributable profit for the year 2015 (two-thousand-fifteen), totalling €16,709,848.52 (sixteen-million-seven-hundred-and-nine-thousand-eight-hundred-and-forty-eight euro 52/100), shall be appropriated as follows:**

- a total of €16,567,011.93 (sixteen-million-five-hundred-and-sixty-seven-thousand-eleven euro 93/100) shall be paid out to the shareholder-----
- a total of €142,836.59 (one-hundred-and-forty-two-thousand-eight-hundred-and-thirty-six euro 59/100) shall be carried forward.-----

-----  
**The gross dividend per share amounts to €1.6567 (one euro 6567/10000). Shareholders entered in the share register as at the day of the Shareholders' Meeting are entitled to dividends. The dividends shall be paid out no later than 90 (ninety) days following the adoption of this resolution.**-----

-----  
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 2 (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 3:45 p.m. (three-forty-five 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.-----

