

# POWER OF ATTORNEY AND REGISTRATION

for participating in and voting at the 19<sup>th</sup> Shareholders' Meeting of Nova Kreditna banka Maribor d.d., to be held on 22 June 2010 at 11:00 a.m. in the Turner Hall of Hotel Habakuk, Pohorska ulica 59, Maribor.

## Agenda of the Shareholders' Meeting:

1. Opening of the Meeting, establishment of quorum and election of Shareholders' Meeting bodies.
2. Acquaintance with the 2009 Report on Internal Audit together with the opinion of the Supervisory Board, with the 2009 Annual Report of the Nova KBM Group and Nova KBM d.d. together with the auditor's report, and with the Report of the Supervisory Board on verification of the 2009 Annual Report of the Nova KBM Group and Nova KBM d.d.
3. Adoption of resolution on the allocation of the 2009 balance sheet profit (profit available for distribution) and for discharging the Management Board and the Supervisory Board of Nova KBM d.d. for the financial year 2009, and information on remuneration paid to members of the management and supervisory bodies in 2009.
4. Adoption of resolution on the appointment of a certified auditor for the audit of the 2010 financial statements of the Bank and the Group.
5. Proposal for the amendments to the Bank's Articles of Association.
6. Proposal for the appointment of an alternate member of the Supervisory Board of Nova KBM d.d.

I, the undersigned,

(shareholder's name and surname/company name), born on/reg.no. (date/reg.no.), residing at/registered office (address)

hereby register my participation in the Shareholders' Meeting and

### appoint

(Please circle the number before one of the below listed proxies. If the authorising shareholder fails to nominate a proxy, it will be deemed that the first proxy from the list of proxies is selected)

1. Ervin Hlede, Prušnikova 52, 2000 Maribor
2. dr. Jože Glogovšek, Josipa Priola 2, 2000 Maribor
3. Anton Benko, Branik 175, 5295 Branik
4. Stanislav Zajšek, Spodnja Polskava 57b, 2331 Pragersko
5. Rajko Stankovič, Količevo 69, 1230 Domžale
6. mag. Kristjan Verbič, Maistrova 10, 1290 Grosuplje

to participate on my behalf in the 19<sup>th</sup> Shareholders' Meeting of Nova Kreditna banka Maribor d.d. and to exercise the voting rights arising from all of my ordinary registered no-par value shares of Nova Kreditna banka Maribor d.d. with the ticker symbol KBMR.

## Resolution proposals with voting proposals

### A. Voting on resolutions proposed by the convener of the Shareholders' Meeting

#### Point 1 of the agenda:

*Proposal for the resolution:* The Shareholders' Meeting appoints the counsel Uroš Ilič as the chairperson of the Shareholders' Meeting and Robert Ernestl and Gregor Mavsar as counters of votes. On the basis of Article 304 of the Companies Act (ZGD-1), Ines Bukovič, a notary public of Maribor, will attend the 19<sup>th</sup> Shareholders' Meeting of Nova KBM d.d., Ulica Vita Kraigherja 4, Maribor.

*Voting instruction of the authorising shareholder to the proxy:* I, the authorising shareholder, instruct the proxy to vote on the above stated proposal for the resolution as follows (please circle FOR or AGAINST):

FOR

AGAINST

Shareholder's signature: .....

*Proxy's voting proposal:* If the authorising shareholder fails to give an instruction on how to vote on the above stated proposal for the resolution, I, the proxy, will vote on the resolution as follows: FOR

*Explanatory statement of a proxy:* I agree with the proposal for the resolution because I believe that the resolution is appropriate, and I fully agree with the substantiation of the proposer stated in the materials for the Shareholders' Meeting.

#### Point 3 of the agenda:

*Proposals for resolutions:*

- 3.1. Based on the proposal of the Bank's Management Board and on the opinion of the Bank's Supervisory Board, the entire 2009 balance sheet profit in the amount of €2,884,856.73 shall be allocated to other reserves from profit.
- 3.2. The Shareholders' Meeting gives a discharge to the Bank's Management Board for the financial year 2009.
- 3.3. The Shareholders' Meeting gives a discharge to the Bank's Supervisory Board for the financial year 2009.

*Voting instruction of the authorising shareholder to the proxy:* I, the authorising shareholder, instruct the proxy to vote on the above stated proposal for the resolution under point 3.1. as follows (please circle FOR or AGAINST):

FOR

AGAINST

Shareholder's signature: .....

*Voting instruction of the authorising shareholder to the proxy:* I, the authorising shareholder, instruct the proxy to vote on the above stated proposal for the resolution under point 3.2. as follows (please circle FOR or AGAINST):

FOR                      AGAINST                      Shareholder's signature: .....

*Voting instruction of the authorising shareholder to the proxy:* I, the authorising shareholder, instruct the proxy to vote on the above stated proposal for the resolution under point 3.3. as follows (please circle FOR or AGAINST):

FOR                      AGAINST                      Shareholder's signature: .....

***Voting proposal of a proxy listed under consecutive nos. 1 to 5:*** If the authorising shareholder fails to give an instruction on how to vote on the above stated proposals for resolutions (under points 3.1. to 3.3. inclusive), I, the proxy, will vote on individual resolutions as follows: FOR

***Explanatory statement of a proxy listed under consecutive nos. 1 to 5:*** I agree with individual proposals for resolutions because I believe that each resolution is appropriate, and I fully agree with the substantiation of the proposer stated in the materials for the Shareholders' Meeting.

***Voting proposal of the proxy listed under consecutive no. 6:*** If the authorising shareholder fails to give an instruction on how to vote on the above stated proposal for the resolution under point 3.1., I, the proxy, will vote AGAINST this resolution, and on individual proposals for resolutions under points 3.2. and 3.3. I will vote as follows: FOR

***Explanatory statement of the proxy listed under consecutive no. 6:*** I do not agree with the proposal for the resolution under point 3.1. because I second the counter-proposal to point 3 of the agenda that was submitted by the PanSlovenian Shareholders' Association. However, I do agree with the above stated proposals for resolutions under points 3.2. and 3.3. because I think that proposals for resolutions are appropriate.

**Point 4 of the agenda:**

*Proposal for the resolution:* The auditing firm Ernst & Young d.o.o., Ljubljana, is appointed for the audit of the 2010 financial statements of Nova KBM d.d. and the Nova KBM Group.

*Voting instruction of the authorising shareholder to the proxy:* I, the authorising shareholder, instruct the proxy to vote on the above stated proposal for the resolution as follows (please circle FOR or AGAINST):

FOR                      AGAINST                      Shareholder's signature: .....

***Proxy's voting proposal:*** If the authorising shareholder fails to give an instruction on how to vote on the above stated proposal for the resolution, I, the proxy, will vote on the resolution as follows: FOR

***Explanatory statement of a proxy:*** I agree with the proposal for the resolution because I believe that the resolution is appropriate, and I fully agree with substantiation of the proposer stated in the materials for the Shareholders' Meeting.

**Point 5 of the agenda:**

*Proposal for the resolution:*  
The Shareholders' Meeting of Nova KBM d.d. adopts the amendments to the Articles of Association of Nova KBM d.d. as proposed. Based on the adopted amendments, the consolidated text of the Articles of Association of Nova KBM d.d. should be drawn up.

*Voting instruction of the authorising shareholder to the proxy:* I, the authorising shareholder, instruct the proxy to vote on the above stated proposal for the resolution as follows (please circle FOR or AGAINST):

FOR                      AGAINST                      Shareholder's signature: .....

***Proxy's voting proposal:*** If the authorising shareholder fails to give an instruction on how to vote on the above stated proposal for the resolution, I, the proxy, will vote on the resolution as follows: FOR

***Explanatory statement of a proxy:*** I agree with the proposal for the resolution because I believe that the resolution is appropriate, and I fully agree with substantiation of the proposer stated in the materials for the Shareholders' Meeting.

**Point 6 of the agenda:**

*Proposal for the resolution:*  
Based on his resignation notice dated 4 November 2009, the Shareholders' Meeting takes note of the resignation of Marko Jazbec as a Supervisory Board member. As a representative of shareholders, Aleš Krisper is appointed as an alternate member of the Supervisory Board of Nova KBM d.d. His term of office begins on 22 June 2010 and ends on 14 July 2012.

*Voting instruction of the authorising shareholder to the proxy:* I, the authorising shareholder, instruct the proxy to vote on the above stated proposal for the resolution as follows (please circle FOR or AGAINST):

FOR                      AGAINST                      Shareholder's signature: .....

***Voting proposal of a proxy listed under consecutive nos. 1 to 3:*** If the authorising shareholder fails to give an instruction on how to vote on the above stated proposal for the resolution, I, the proxy, will vote on the resolution as follows: FOR

***Explanatory statement of a proxy listed under consecutive nos. 1 to 3:*** I agree with the proposal for the resolution because I believe that the resolution is appropriate, and I fully agree with substantiation of the proposer stated in the materials for the Shareholders' Meeting.

***Voting proposal of a proxy listed under consecutive nos. 4 to 6:*** If the authorising shareholder fails to give an instruction on how to vote on the above stated proposal for the resolution, I, the proxy, will vote on the resolution as follows: AGAINST

**Explanatory statement of a proxy listed under consecutive nos. 4 to 6:** I do not agree with the proposal for the resolution because I believe that the resolution is not appropriate, for the reasons that are stated in substantiation of the counter-proposal submitted to this point of the agenda by the proposer Minor Shareholders' Society – Together we are stronger.

**B. Voting on counter-proposals that were submitted to the Bank within seven days following the call of the Shareholders' Meeting and published in accordance with Article 296 of the Companies Act (ZGD-1)**

I. *Content of the counter-proposal for the resolution submitted by the proposer PanSlovenian Shareholders' Association, Salendrova 4, 1000 Ljubljana, to point 3 of the agenda:*

- 3.1. The 2009 balance sheet profit of €2,884,856.73 shall be allocated as follows:  
– €2,869,017.69 for the payment of dividends to shareholders (€0.11 gross per share)  
– €15,839.04 to other reserves from profit

Shareholders entered into the share register as of 24 June 2010 are entitled to receive dividends. The dividends will be paid out not later than 60 days after the adoption of the resolution by the Shareholders' Meeting.

3.2. The Shareholders' Meeting gives a discharge to the Bank's Management Board for the financial year 2009.

3.3. The Shareholders' Meeting gives a discharge to the Bank's Supervisory Board for the financial year 2009.

*Voting instruction of the authorising shareholder to the proxy:* I, the authorising shareholder, instruct the proxy to vote on the above stated counter-proposal for the resolution under point 3.1. as follows (*please circle FOR or AGAINST*):

FOR                      AGAINST                      Shareholder's signature: .....

*Voting instruction of the authorising shareholder to the proxy:* I, the authorising shareholder, instruct the proxy to vote on the above stated counter-proposal for the resolution under point 3.2. as follows (*please circle FOR or AGAINST*):

FOR                      AGAINST                      Shareholder's signature: .....

*Voting instruction of the authorising shareholder to the proxy:* I, the authorising shareholder, instruct the proxy to vote on the above stated counter-proposal for the resolution under point 3.3. as follows (*please circle FOR or AGAINST*):

FOR                      AGAINST                      Shareholder's signature: .....

**Voting proposal of a proxy listed under consecutive nos. 1 to 5:** If the authorising shareholder fails to give an instruction on how to vote on the above stated counter-proposal for the resolution under point 3.1., I, the proxy, will vote AGAINST this resolution, while on individual counter-proposals for the resolutions under points 3.2. and 3.3., I will vote as follows: FOR

**Explanatory statement of a proxy listed under consecutive nos. 1 to 5:** I do not agree with the counter-proposal for the resolution under point 3.1. because I believe that it is not appropriate, however, I do agree with individual proposals for the resolutions under points 3.2. and 3.3. because I believe that they are appropriate.

**Voting proposal of the proxy listed under consecutive no. 6:** If the authorising shareholder fails to give an instruction on how to vote on the above stated counter-proposals for the resolutions under points 3.1. to 3.3. inclusive, I, the proxy, will vote as follows: FOR

**Explanatory statement of the proxy listed under consecutive no. 6:** I agree with the counter-proposals for the resolutions under points 3.1. to 3.3. inclusive because I believe that the resolutions are appropriate, for the reasons stated in substantiation of the counter-proposal to this point of the agenda.

II. *Content of the counter-proposal submitted by the proposer Minor Shareholders' Society – Together we are stronger, Dalmatinova 10, Ljubljana, seconded also by the Institute for Training and Representation of Small Shareholders, Maribor, to point 6 of the agenda:*

Based on his resignation notice dated 4 November 2009, the Shareholders' Meeting takes note of the resignation of Marko Jazbec as a Supervisory Board member. As a representative of shareholders, Simon Čadež is appointed as an alternate member of the Supervisory Board of Nova Kreditna banka Maribor d.d. His term of office begins on 22 June 2010 and ends on 14 July 2012. The proposer of this resolution is Društvo - Mali delničarji - Skupaj smo močnejši (Minor Shareholders' Society - Together we are stronger). The proposal is seconded also by the Institute for Training and Representation of Small Shareholders, Maribor.

*Voting instruction of the authorising shareholder to the proxy:* I, the authorising shareholder, instruct the proxy to vote on the above stated counter-proposal for the resolution as follows (*please circle FOR or AGAINST*):

FOR                      AGAINST                      Shareholder's signature: .....

**Voting proposal of a proxy listed under consecutive nos. 1 to 3:** If the authorising shareholder fails to give an instruction on how to vote on the above stated counter-proposal for the resolution, I, the proxy, will vote as follows: AGAINST

**Explanatory statement of a proxy listed under consecutive nos. 1 to 3:** I do not agree with the counter-proposal for the resolution because I believe that it is not appropriate.

**Voting proposal of a proxy listed under consecutive nos. 4 to 6:** If the authorising shareholder fails to give an instruction on how to vote on the above stated counter-proposal for the resolution, I, the proxy, will vote as follows: FOR

**Explanatory statement of a proxy listed under consecutive nos. 4 to 6:** I agree with the counter-proposal for the resolution submitted by the proposer Minor Shareholders' Society – Together we are stronger because I believe that this counter-proposal to point 6 of the agenda is appropriate, for the reasons stated in substantiation of the counter-proposal to this point of the agenda.

**C. Voting on other counter-proposals**

Should there be other counter-proposals presented as the Shareholders' Meeting, I, the authorising shareholder, authorise the proxy to vote on such counter-proposals at his own discretion (*please circle FOR or AGAINST; if the authorising shareholder fails to circle either FOR or AGAINST, the proxy shall vote on counter-proposals at his own discretion*).

FOR

AGAINST

Shareholder's signature: .....

**Powers of attorney for representing minors (children, adopted children) or persons with deprived legal capacity shall be filled in and signed by their legal representatives (parents, guardians).**

This power of attorney is valid only for the above stated Shareholders' Meeting. The authorising shareholder may at any time in writing revoke this power of attorney. He/she may revoke it also by attending the Shareholders' Meeting and voting himself/herself, provided that the Bank has received his/her written registration (the respective power of attorney is also regarded as registration) for the Shareholders' Meeting until 18 June 2010 at the latest. The convener of the Shareholders' Meeting is the Management Board of Nova Kreditna banka Maribor d.d.

By signing below, I agree that the Bank may process my personal data for the needs of the Shareholders' Meeting, in compliance with the Personal Data Protection Act (ZVOP-1). This consent is given solely for the Shareholders' Meeting held on 22 June 2010.

In \_\_\_\_\_, on \_\_\_\_\_ June 2010 Shareholder's signature: .....  
*(please enter the place and date when signed by the authorising shareholder)*

**Note: This power of attorney shall be considered null and void without the shareholder's signature. By signing this power of attorney, the shareholder revokes any earlier granted powers for representation at the Shareholders' Meeting.**

**Statement of proxy:** I, the proxy, declare that there is no conflict of interest from Article 308(a) of the Companies Act. At the same time I declare that I will act at the Shareholders' Meeting to the best interest of the authorising shareholder.