

**POWER OF REPRESENTATION AT THE 18TH SHAREHOLDERS'
MEETING OF NOVA KBM d.d.,
TOGETHER WITH THE AGENDA AND THE RESOLUTION PROPOSALS**

Dear Shareholder,

The 18th Shareholders' Meeting of Nova KBM d.d. will be held on Wednesday, 8 July 2009. The Meeting will take place in the Turner Hall of Hotel Habakuk, Pohorska ulica 59, Maribor, starting at 11:00 a.m.

The agenda of the Meeting, together with the proposals for resolutions submitted by the Management and Supervisory Board, was published on 5 June 2009 in the Official Gazette of the Republic of Slovenia, on SEOnet and on the Bank's website, and in newspapers Večer, Delo and Primorske novice on 6 June 2009.

In compliance with recommendations of the Corporate Governance Code for Public Limited Companies, the group of proxies decided also this year to organise the collection of powers of attorney. Therefore, we send you enclosed a power of attorney together with the agenda and the proposals for resolutions. The power of attorney is also published on SEOnet and on the Bank's website (www.nkbm.si).

By the power of attorney, you, as a shareholder of Nova KBM d.d., may authorise one of the proxies to represent your interests at the Shareholders' Meeting. Mr. Kristijan Verbič, the representative of the PanSlovenian Shareholders' Association, is also among the proxies. Your decisions marked in the power of attorney will be equal to the decisions of the shareholders who will cast their votes at the Meeting. We, the proxies, undertake that we shall cast the votes according to your instructions and your will expressed in this power.

We kindly ask you to read carefully the instructions for filling in the power (**INSTRUCTIONS ARE ATTACHED TO THE FORM**) and then to return it **by mail** in the enclosed envelope. The sending of the mail is at no additional cost as the envelope is prepaid.

Pursuant to an agreement between the proxies and the Bank, the powers of attorney shall be collected at the Bank headquarters. We recommend you to return the filled-in power by no later than **1 July 2009 to avoid any delay**. The power **must** be received at the Bank headquarters **by 4 July 2009 inclusive** – powers received after this date **will not be observed**.

Any questions regarding the Shareholders' Meeting may be sent by the shareholders to the **e-mail address delnicar@nkbm.si, or you may call every workday between 9:00 a.m. and 4:00 p.m. our toll-free phone number 080 17 50**, with knowledgeable staff available to answer your questions.

With best regards,

The group of proxies

Maribor, 19 June 2009

INSTRUCTIONS FOR FILLING IN THE POWER OF ATTORNEY

Please observe the following when filling in the power of attorney:

1. From the below listed proxies, you shall nominate the one you trust most. **Encircle the corresponding number appearing before the name and surname of the proxy you have decided to nominate. You shall encircle only one proxy.**
2. When issuing the power of attorney, you have **two possibilities** to choose from:
Possibility 1: By signing the power of attorney only **at the end**, you give your proxy the instruction to vote **'FOR'** on all **resolution proposals**, and **'AGAINST'** on all **counter-proposals**.
Possibility 2: You may also vote on each individual resolution proposal separately. To do this, you shall give your proxy the instruction to vote 'FOR' or 'AGAINST' on each resolution proposal stated in the power of attorney:
 - By **encircling the bar code** – the number that designates **'FOR'**– and putting your **signature beside**, you give your proxy the instruction to vote FOR on the resolution proposal or a counter-proposal,
 - By **encircling the bar code** – the number that designates **'AGAINST'** – and putting your **signature beside**, you give your proxy the instruction to vote AGAINST on the resolution proposal or a counter-proposal.
3. With regard to **new counter-proposals** that the shareholders may submit directly at the Shareholders' Meeting, the proxy will vote in compliance with your power of attorney given under **point C**.
4. For minors (children, adopted children), a power of attorney shall be filled in and signed by their legal representatives (parents, guardians).
5. A power of attorney may be revoked in writing at any time. Even if you have empowered a proxy to vote on your behalf, you, as a shareholder, may participate in the Shareholders' Meeting by registering your participation in writing **no later than 3 days before the Shareholders' Meeting**. By so doing, the power of attorney issued to the proxy is considered revoked.

**Important: Do not forget to sign the power of attorney.
It is invalid without your signature.**

You may nominate only one proxy.

The proxies are listed on the first page of the power of attorney.

You choose your proxy by encircling a number appearing before his/her name and surname. If you complete the power of attorney correctly, but do not to encircle the name and surname of a proxy, it is deemed that you have nominated the first proxy from the list of proxies.

Any questions regarding the power of attorney or the Shareholders' Meeting shall be sent to the e-mail address delnicar@nkbm.si, or you may call every workday between 9:00 a.m. and 4:00 p.m. our toll-free phone number 080 17 50, with knowledgeable staff available to answer your questions.